VIVRO

**Vivro Financial Services Private Ltd.**
607/608, Marathon Icon, Veer Santaji Lane, Opp. Peninsula Corporate Park,
Off. Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013
Tel. : + 91 (22) 66668040, W : www.vivro.net

**January 1, 2018**

**To,**
**BSE Limited**
Department of Corporate Services – CRD,
PJ Towers, Dalal Street,
Mumbai 400 001
**BSE Scrip Code: 533343;**
**Scrip ID: LOVABLE**

**To,**
**National Stock Exchange of India Limited**
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051
**Scrip Symbol: LOVABLE**

**Sub: Proposed Buy-back of Lovable Lingerie Limited (the "Company")**

**Offer to Buy-back up to 20,00,000 (Twenty Lakhs) fully paid up Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share on a proportionate basis through the Tender Offer process using Stock Exchange Mechanism ("Buy-back").**

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Dear Sir/ Madam,

With reference to captioned subject, please find enclosed Letter of Offer dated December 29, 2017 containing an offer to Buy-back up to 20,00,000 (Twenty Lakhs) fully paid up Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 250/- (Rupees Two Hundred and Fifty Only) from all the Eligible Shareholders of the Company holding Equity Shares on the Record Date i.e., December 8, 2017.

The Buy-back offer will open on Monday, January 8, 2018 and will close on Friday, January 19, 2018.

Kindly receive the same in order and take the same on record.

Thanking You,

Yours faithfully,

**For, Vivro Financial Services Private Limited**

Vivro Financial Services Private Ltd. Mumbai

**Tushar Ashar**
**Vice President**

**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 Lovable Lingerie Limited ("**Company**") as on the Record Date in accordance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("**Buy-back Regulations**"). If you require any clarification about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buy-back i.e. Vivro Financial Services Private Limited or the Registrar to the Buy-back i.e. Link Intime India Private Limited. Please refer to the section on "**Definitions of Key Terms**" for the definition of the capitalized terms used herein.

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## LOVABLE LINGERIE LIMITED

**Registered Office:** A-46, Street No. 2, MIDC, Andheri (East), Mumbai - 400093, Maharashtra, India.
**Tel:** +91-22- 2838 3581**; Fax:** +91-22- 2838 3582
**E-mail ID:** corporate@lovableindia.in**; Website:** www.lovableindia.in
**Corporate Identity Number (CIN):** L17110MH1987PLC044835
**Contact Person:** Mr. L Vinay Reddy, Chairman and Managing Director

Cash Offer for Buy-back of up to 20,00,000 (Twenty Lakhs) fully paid-up Equity Shares of the Company of face value ₹ 10/- (Rupees Ten Only) each ("**Equity Share(s)**") from all the fully paid-up Equity Shareholders/ beneficial owners of the Equity Shares of the Company as on the record date i.e. Friday, December 8, 2017 ("**Record Date**"), on a proportionate basis, through the Tender Offer Route using stock exchange mechanism **("Tender Offer")**, at a price of ₹250/- (Rupees Two Hundred and Fifty Only) per Equity Share ("**Buy-back Price**") for a total consideration aggregating upto ₹50,00,00,000/- (Rupees Fifty Crores Only) excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (**"Transaction Costs"**) (hereinafter referred to as **"Buy-back Size"**) as per the audited financial statements of the Company for the financial year ended March 31, 2017 (**"Buy-back Offer"/"Buy-back"**). As required under the Buy-back Regulations, Equity Shares to be bought back are divided into two categories: (i) Reserved Category for Small Shareholders; and (ii) General Category for all other shareholders.

1. The Buy-back Offer is in accordance with provisions of Section 68, 69, 70 and other applicable provisions of the Companies Act, 2013 (the "**Act**") as amended and rules made thereunder to the extent applicable and in compliance with the Buy-back Regulations, Article 30 of the Articles of Association of the Company and is subject to such other approvals, permissions and exemptions as may be required from time to time from any statutory and/ or regulatory authority.
2. The Buy-back Size of ₹ 50,00,00,000/- (Rupees Fifty Crores Only), which represents 23.20% of the total paid-up share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended March 31, 2017, is within the statutory limits of 25% (twenty five percent) of the total paid-up share capital and free reserves (including securities premium account). The Equity Shares proposed to be bought back represent 11.90% of the total number of paid-up Equity Shares of the Company.
3. The Letter of Offer shall be sent to the Equity Shareholder(s)/ beneficial owner(s) of Equity Shares as on the Record Date i.e. Friday, December 8, 2017.
4. The procedure for tendering Equity Shares and settlement is set out in paragraph 20 on page 28 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the "**Tender Form**") is enclosed together with this Letter of Offer.
5. For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 20.27 on page 34 of this Letter of Offer.
6. A copy of the Public Announcement, Draft Letter of Offer and the Letter of Offer (including the Tender Form) shall also be available on the website of Securities and Exchange Board of India at www.sebi.gov.in and on Company's website at www.lovableindia.in.
7. Eligible Shareholders are advised to refer to details of the Statutory Approvals and Note on Taxation in paragraph 17 on page 23 and paragraph 21 on page 35 respectively of this Letter of Offer, before tendering their Equity Shares in the Buy-back Offer.

**BUY-BACK OPENS ON: MONDAY, JANUARY 8, 2018**
**BUY-BACK CLOSES ON: FRIDAY, JANUARY 19, 2018**
**LAST DATE/ TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR TO BUY-BACK: TUESDAY, JANUARY 23, 2018, 5.00 P.M. (IST)**

| MANAGER TO THE BUY-BACK | REGISTRAR TO THE BUY-BACK |
|---|---|
| VIVRO<br>**Vivro Financial Services Private Limited**<br>607 / 608, Marathon Icon, Opp. Peninsula Corporate Park,<br>Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,<br>Mumbai - 400 013, Maharashtra, India.<br>**Contact Person(s):** Mr. Harish Patel / Mr. Sagar Jatakiya<br>**Tel:** +91 22 6666 8040/41/42**, Fax:** +91 22 6666 8047<br>**Email:** investors@vivro.net, **Website:** www.vivro.net<br>**SEBI Registration Number:** INM000010122<br>**Validity**: Permanent<br>**CIN:** U67120GJ1996PTC029182 | LINK Intime<br>**Link Intime India Private Limited**<br>C 101, 247 Park, L B S Marg, Vikhroli (West),<br>Mumbai – 400 083, Maharashtra, India.<br>**Contact Person:** Mr. Sumeet Deshpande<br>**Tel. No.:** +91 22 4918 6200, **Fax:** +91 22 4918 6195<br>**Email**: lovable.buyback2017@linkintime.co.in<br>**Website:** www.linkintime.co.in<br>**SEBI Registration Number:** INR000004058<br>**Validity**: Permanent<br>**CIN:** U67190MH1999PTC118368 |

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## 1. SCHEDULE OF ACTIVITIES

| Activity | Date | Day |
|---|---|---|
| Date of the Board meeting held to approve the proposal for Buy-back of Equity Shares | October 6, 2017 | Friday |
| Date of declaration of the result of the postal ballot through which the Shareholders approval for the Buy-back was sought | November 27, 2017 | Monday |
| Date of publication of Public Announcement for the Buy-back | November 28, 2017 | Tuesday |
| Record Date for determining the Buy-back Entitlement and the Eligible Shareholders | December 8, 2017 | Friday |
| Buy-back opens on / Buy-back Opening Date | January 8, 2018 | Monday |
| Buy-back closes on / Buy-back Closing Date | January 19, 2018 | Friday |
| Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the Registrar to Buy-back | January 23, 2018 | Tuesday |
| Last date of verification by Registrar to Buy-back | January 30, 2018 | Tuesday |
| Last date of intimation to the Stock Exchange regarding acceptance or non-acceptance of tendered Equity Shares by the Registrar and Manager to the Buy-back | January 30, 2018 | Tuesday |
| Last date of settlement of bids on the Stock Exchange | January 31, 2018 | Wednesday |
| Last date of dispatch of share certificate(s) by Registrar to Buy-back / return of unaccepted demat shares by Stock Exchange to Shareholder Broker | January 31, 2018 | Wednesday |
| Last date of extinguishment of Equity Shares bought back | February 7, 2018 | Wednesday |

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

## 2. DEFINITION OF KEY TERMS

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

*The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buy-back Regulations, the Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable.*

| Term | Description |
|---|---|
| **Acceptance** | Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buy-back Offer |
| **Act / Companies Act** | The Companies Act, 2013 as amended and the rules and regulations made thereunder and to the extent applicable |
| **Acquisition Window** | The facility for acquisition of Equity Shares through mechanism provided by the BSE in the form of a separate window in accordance with SEBI circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time |
| **Additional Equity Shares** | Equity Shares tendered by Eligible Shareholder over and above the Buy-back Entitlement of such Eligible Shareholder such that total number of Equity Shares tendered do not exceed the Equity Shares held on the Record Date by such Eligible Shareholder |
| **Articles/AOA** | Articles of Association of the Company, as amended from time to time |
| **AOP** | Association of Persons |
| **Board/Board of Directors** | Board of Directors of the Company |
| **BSE** | BSE Limited |
| **Buy-back or Buy-back Offer or Offer** | Buy-back of up to 20,00,000 (Twenty Lakhs) fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each, at a price of ₹ 250/- (Rupees Two |

| Term | Description |
|---|---|
| | Hundred and Fifty Only) per Equity Share for a total consideration aggregating upto ₹ 50,00,00,000/- (Rupees Fifty Crores Only) from Eligible Shareholder, through the Tender Offer on a proportionate basis |
| **Buy-back Entitlement or Entitlement** | The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buy-back Offer, based on the number of Equity Shares held by that Eligible Shareholder on the Record Date in the ratio of Buy-back as applicable in the category, to which such Eligible Shareholder belongs |
| **Buy-back Price** | Price at which Equity Shares will be bought back from the Eligible Shareholder i.e. ₹ 250/- (Rupees Two Hundred and Fifty Only) per fully paid-up Equity Share, payable in cash |
| **Buy-back Regulations** | Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time |
| **Buy-back Size** | Maximum number of Equity Shares proposed to be bought back (i.e. not exceeding 20,00,000 (Twenty Lakhs) Equity Shares) multiplied by the Buy-back Price (i.e. ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share) aggregating to an amount upto ₹ 50,00,00,000/- (Rupees Fifty Crores Only) |
| **BOI** | Body of Individuals |
| **Clearing Corporation** | Indian Clearing Corporation Limited |
| **Company** | Lovable Lingerie Limited |
| **Company's Broker** | Ventura Securities Limited |
| **Compliance Officer to Buy-back Offer** | Mr. L Vinay Reddy |
| **Company's Demat Account** | The depository account opened by the Company in relation to the Buy-back Offer |
| **Depositories** | Collectively, National Securities Depository Limited and Central Depository Services (India) Limited |
| **DP** | Depository Participant |
| **Draft Letter of Offer/ DLoF** | The Draft Letter of Offer dated December 6, 2017 filed with SEBI |
| **Designated Stock Exchange** | The designated stock exchange for the Buy-back is BSE. |
| **Director** | Director(s) of the Company |
| **Eligible Shareholder(s)** | All persons holding Equity Shares as on the Record Date being Friday, December 8, 2017 and who are eligible to participate in the Buy-back in terms of this LoF |
| **Equity Shares** | Fully paid-up equity shares of face value ₹ 10/- (Rupees Ten Only) each of the Company |
| **Equity Shareholder(s)** | Holders of the fully paid-up Equity Shares and includes beneficial owners thereof |
| **Escrow Account** | The Escrow Account titled "LOVABLE LINGERIE LTD BUYBACK OF EQ SH 2017 ESC AC" opened with Escrow Agent |
| **Escrow Agent** | Yes Bank Limited |
| **Escrow Agreement** | The escrow agreement dated December 26, 2017 entered into between the Company, Escrow Agent and Manager to the Buy-back |
| **FEMA** | Foreign Exchange Management Act, 1999, as amended from time to time |
| **FII(s)** | Foreign Institutional Investor(s) |
| **Financial Year/FY** | 1st April to 31st March |
| **FPI(s)** | Foreign Portfolio Investor(s) |
| **General Category** | Category of Eligible Shareholders(s) other than the Small Shareholders |
| **HUF** | Hindu Undivided Family |
| **IT Act/ Income Tax Act** | Income Tax Act, 1961, as amended from time to time |
| **Letter of Offer/ LoF** | This Letter of Offer dated December 29, 2017 to be filed with SEBI containing disclosures in relation to the Buy-back as specified in the Buy-back Regulations, including comments received from SEBI on the DLoF |
| **LODR Regulations** | The Securities and Exchange Board of India (Listing Obligations and Disclosure |

| Term | Description |
|---|---|
| | Requirements) Regulations, 2015, as amended from time to time |
| **Manager to the Buy-back / Manager** | Vivro Financial Services Private Limited |
| **Non-Resident Shareholders** | Equity Shareholders other than resident Equity Shareholders including Non-Resident Indians (NRI), Foreign Institutional Investors (FII), Foreign Portfolio Investors(FPI), erstwhile Overseas Corporate Bodies(OCB) and Foreign Nationals |
| **NRE Account** | Non-resident external account |
| **NSE** | National Stock Exchange of India Limited |
| **Offer Period / Tendering Period / Buy-back Offer Period** | Period of Ten Working Days from the Buy-back Opening Date i.e. Monday, January 8, 2018 till Buy-back Closing Date i.e. Friday, January 19, 2018 (both days inclusive) |
| **Promoter** | L Vinay Reddy |
| **Promoter and Members of Promoter Group** | Includes such persons as have been disclosed as promoter, promoter group and persons acting in concert under the filings made by the Company under LODR Regulations and Takeover Regulations |
| **Public Announcement/ PA** | Public announcement dated November 27, 2017 in relation to the Buy-back which was published on November 28, 2017 in the Business Standard (English and Hindi - all editions) and Navshakti (Marathi edition) |
| **PAN** | Permanent Account Number |
| **Ratio of Buy-back or Entitlement Ratio** | The ratio of the Buy-back for the Equity Shares held by Eligible Shareholders as on Record Date: (i) in case of Small Shareholders, 38 Equity Shares for every 297 Equity Shares; and (ii) in case of Eligible Shareholders other than Small Shareholders, 161 Equity Shares for every 1369 Equity Shares |
| **RBI** | Reserve Bank of India |
| **Recognised Stock Exchange(s) / Stock Exchange(s)** | BSE and NSE, being the recognised stock exchanges where the Equity Shares of the Company are listed |
| **Record Date** | The date for the purpose of determining the Buy-back Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent, and who are eligible to participate in the Buy-back in accordance with the Buy-back Regulations and in terms of this Letter of Offer. The Record Date for the Buy-back is Friday, December 8, 2017. |
| **Registrar to the Buy-back / Registrar** | Link Intime India Private Limited |
| **Reserved Category** | Category of the Small Shareholders eligible to tender Equity Shares in the Buy-back |
| **SEBI** | The Securities and Exchange Board of India |
| **Shareholder Broker** | A Stock Broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder may participate in the Buy-back Offer |
| **Small Shareholder** | An Eligible Shareholder who holds Equity Shares of market value not more than ₹ 2,00,000/- (Rupees Two Lakhs only) on the basis of closing price on the Recognised Stock Exchange registering the highest trading volume on the Record Date |
| **Takeover Regulations** | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time |
| **Tender Form** | Form of Acceptance–cum–Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buy-back |
| **Tender Offer** | Method of Buy-back as defined in regulation 2(1)(o) read with regulation 9(3A) of the Buy-back Regulations using stock exchange mechanism |
| **TRS** | Transaction Registration Slip |
| **U.S.** | United States/ United States of America |
| **Working Day(s)** | Any working day of SEBI |

## 3. DISCLAIMER CLAUSE

3.1. 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 Buy-back commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buy-back, i.e. Vivro Financial Services 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 Act and Buy-back Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buy-back.

3.2. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buy-back 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 Buy-back, has furnished to SEBI a Due Diligence Certificate dated December 6, 2017 in accordance with Buy-back Regulations, which reads as follows:

"We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the Public Announcement dated Monday, November 27, 2017 which was published on November 28, 2017 and the Draft Letter of Offer dated December 6, 2017. On the basis of such examination and the discussions with the Company, we hereby state that:

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

3.3. The filing of LoF with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Buy-back.

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

3.5. The Promoter and Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

3.6. **NO OFFER TO SUBSCRIBE/PURCHASE/SELL, OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL, ANY SECURITIES OF THE COMPANY OR AS A SOLICITATION OR AN INVITATION TO SUBSCRIBE/PURCHASE/SELL ANY SECURITIES OF THE COMPANY INCLUDING THE EQUITY SHARES IS MADE IN A JURISDICTION, OTHER THAN INDIA, WHERE IT IS ILLEGAL, OR ANY ACTION OR APPROVAL IS REQUIRED, TO MAKE THIS BUY-BACK**

a) The Public Announcement that was published on Tuesday, November 28, 2017 and this Letter of Offer in connection with this Buy-back Offer, has been prepared for the purposes of compliance with the Buy-back Regulations, as amended from time to time. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buy-back Offer are under no obligation to update the information contained herein at any time after the date of the Letter of Offer. This Letter of Offer does not in any way constitute an offer in any form, or an invitation in any form to subscribe/purchase/sell, any securities of the

Company in any jurisdiction (other than India) or as a solicitation or an invitation in any form to subscribe/purchase/sell any securities including the Equity Shares of the Company.

b) **Disclaimer for US Persons:** The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons, as such term is defined in the applicable regulation 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 authorized 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 be informed themselves about and to observe any such restrictions.

c) **Disclaimer for Persons in other foreign countries:** This Letter of Offer does not in any way constitute an offer to purchase/subscribe/sell, or an invitation to purchase/subscribe/sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to be informed themselves about and to observe any such restrictions.

d) No action has been or will be taken by the Company or Manager to the Buy-back to permit the Buy-back in any jurisdiction where action would be required for that purpose. This Letter of Offer shall be dispatched to all Equity Shareholders whose names appear in the register of members of the Company, on the Record Date. However, receipt of this Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this Buy-back, or where making this Buy-back would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities laws of any jurisdiction outside of India), shall not be treated by such Eligible Shareholder as an offer or invitation to offer being made to them and shall be construed by them as being sent for information purposes only.

e) Persons in possession of this Letter of Offer are required to be informed themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buy-back shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buy-back.

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

4.1. The Buy-back Offer through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on October 6, 2017. The extract of the resolutions approved is as follows:

**1. TO CONSIDER THE BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDER OFFER ROUTE:**

**"RESOLVED THAT** in accordance with Article 30 of the Articles of Association of the Company and the provisions of sections 68, 69, 70 and other applicable provisions of the Companies Act, 2013 **("the Act")** and applicable rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, if and to the extent applicable, and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time **("Buy-back Regulations")** and subject to approval of the members of the Company by way of special resolution through postal ballot (including e-voting) and further subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (herein referred to as the **"Board"** which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Board be and is hereby accorded for the buy-back of upto 20,00,000 (Twenty Lakhs) fully paid up equity shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each (**"Equity Share(s)"**) (representing up to 11.90% of the total paid-up equity share capital of the Company) at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) **("Buy-back Price")** per Equity Share payable in cash for a total

consideration of ₹ 50,00,00,000/- (Rupees Fifty Crores Only), excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., **("Transaction Costs")** (hereinafter referred to as **"Buy-back Size"**), which is within 25% of the total paid-up capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended March 31, 2017, on a standalone basis through the "Tender Offer" route as prescribed under the Buy-back Regulations (hereinafter referred to as **"Buy-back Offer"**), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date to be decided at a later stage including those who are promoters and members of promoter group."

**"FURTHER RESOLVED THAT** as required under Regulation 6 of the Buy-back Regulations, the Company shall buy-back the equity shares from the shareholders on a proportionate basis under the Tender Offer, provided 15% of the number of Equity Shares which the Company proposes to buy-back or number of equity shares entitled as per the shareholding of small shareholders as on record date, whichever is higher, shall be reserved for small shareholders in accordance with the provisions of the Buy-back Regulations."

"**FURTHER RESOLVED THAT** the Company shall earmark adequate sources of funds for the purpose of the Buy-back Offer and the amount required by the Company for the Buy-back Offer is intended to be met out of the Company's free reserves and/or current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and/or such other permissible sources of funds (and not from any borrowed funds) of the Company as the Board or a duly authorized representative thereof may decide from time to time."

**"FURTHER RESOLVED THAT** the Company shall implement the Buy-back Offer using the "Mechanism for acquisition of shares through Stock Exchange" as notified by SEBI vide circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and the Company shall approach the BSE Limited and National Stock Exchange of India Limited (hereinafter referred to as **"Stock Exchanges"**) for facilitating the same and BSE Ltd shall be the designated stock exchange for the proposed Buy-back Offer."

**"FURTHER RESOLVED THAT** the Buy-back Offer would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended (**"Listing Regulations"**)."

**"FURTHER RESOLVED THAT** the Board of Directors confirms the following with reference to the Buy-back Offer:

1. That all the Equity Shares of the Company are fully paid up;
2. That the Company has not completed a buy-back of any of its securities during the period of one year immediately preceding the record date for this Buy-back Offer;
3. That the Company shall not issue or allot any equity shares including by way of bonus till the date of closure of this Buy-back Offer except in discharge of subsisting obligations such as stock option schemes, sweat equity as may be permitted under the relevant regulations and applicable law;
4. The Company shall not raise further capital for a period of one year from the closure of the Buy-back Offer, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
5. That the Company shall not buy-back any locked-in equity shares and non-transferable equity shares till the pendency of the lock-in or till the equity shares become transferable;

6. That the Company shall not buy-back its equity shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement;
7. That the Company shall not directly or indirectly purchase its own equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
8. That the Company shall not make any offer of buy-back within a period of one year reckoned from the date of closure of this Buy-back Offer;
9. That there are no defaults subsisting in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend due to any shareholder, or repayment of term loans or interest payable thereon to any financial institutions or banking company;
10. That funds borrowed from banks and financial institutions will not be used for the Buy-back Offer;
11. That the ratio of the aggregate of secured and unsecured debts owed by the Company immediately after the Buy-back Offer is not more than twice the paid up capital and free reserves of the Company;
12. That there shall not be pendency of any scheme of amalgamation or compromise or arrangement involving the Company pursuant to the provisions of the Act as on the date of public announcement;
13. The Company will not withdraw the Buy-back Offer after the draft letter of offer is filed with the Securities Exchange Board of India (**"SEBI"**); and
14. That the Company has been in compliance with Sections 92, 123, 127 and 129 of the Act."

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

a. That immediately following the date of this board meeting and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.
b. That as regards the Company's prospects for the year immediately following the date of this board meeting as well as the year immediately following the date on which the results of the postal ballot will be declared approving the Buy-back Offer, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this board meeting or as the case may be, within a period of one year from the date on which the results of the postal ballot will be declared.
c. In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).

"**FURTHER RESOLVED THAT** in terms of Section 68(6) of the Act read with Regulation 8(7) of the Buy-back Regulations, the draft of the declaration of solvency prepared in the prescribed form and supporting affidavit, the statement of assets and liabilities in the prescribed form SH-9 as at March 31, 2017 as per draft placed before the Board be and is hereby approved and that the Board authorises Mr. L Vinay Reddy, Chairman and Managing Director and/or. Mr. L Jaipal Reddy, Whole-time Director to sign the same for and on behalf of the Board, and Mr. L Vinay Reddy, Chairman and Managing Director be and is hereby authorised to file or cause to file the same with the Registrar of Companies, Mumbai (**"ROC"**) and the SEBI."

"**FURTHER RESOLVED THAT** the approval of the Board be and is hereby accorded for the appointment of Vivro Financial Services Private Limited as Manager to the Buy-back Offer."

**"FURTHER RESOLVED THAT** in terms of Regulation 19(3) of the Buy-back Regulations, Mr. L Vinay Reddy, Chairman and Managing Director be and is hereby appointed as the Compliance Officer for the Buy-back Offer and Link Intime India Private Limited, Registrar and Transfer Agent of the Company as the Investor Service Centre."

"**FURTHER RESOLVED THAT** Mr. L Vinay Reddy, Chairman and Managing Director and Mr. L Jaipal Reddy, Whole-Time Director be and are hereby jointly and / or severally authorized to sign the public announcement, draft letter of offer, letter of offer, post Buy-back Offer announcement and addendum/corrigenda thereto, all the forms, documents, applications, undertakings and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back Offer, including:

1. the appointment of legal advisors, broker, registrar, advertising agency, printers, escrow agents, and other advisors, consultants or representatives for the Buy-back Offer as may be required or deemed fit;
2. fix up the remuneration including commission, brokerage, fees, charges etc. and terms & conditions for the appointments referred to in point 1 above
3. fix record date in accordance with the Buy-back Regulations for determining the eligible shareholders from whom the buy-back of Equity Shares shall be made;
4. to prepare, modify, make alterations, additions, deletions, variations, amendments or correction to and approve / file the final public announcement, draft letter of offer and final letter of offer, filing of declaration of solvency, certificate of extinguishment of equity shares and, extinguishment of equity shares in dematerialized form and also physical destruction of share certificates and all other documents / acts required to be filed / done in connection with the Buy-back Offer with SEBI / Stock Exchanges / ROC, National Securities Depository Limited, Central Depository Services (India) Limited together referred as ("**Depositories**") and other appropriate authorities;
5. make all the applications to the appropriate authorities for their requisite approvals;
6. open, operate and close all the necessary accounts such as broking account, escrow account, special account(s) and any other bank account(s) and depository account for the purpose of the Buy-back Offer and authorize persons to operate the said accounts;
7. arrange for bank guarantees as may be necessary for the Buy-back Offer in accordance with applicable laws;
8. decide source of funds for paying the consideration to the equity shareholders who have tendered their equity shares in the Buy-back Offer;
9. settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back Offer;
10. make any alteration(s), modification(s), to the terms and conditions of the Buy-back Offer in accordance with the statutory requirements and as it may deem necessary; and
11. delegate all or any of the powers, rights or authorities conferred above to any officer(s) / 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 felt necessary or as may be suggested by the appropriate authorities or advisors."

**"FURTHER RESOLVED THAT** the common seal of the Company if required be affixed on such documents in the presence of any one of the Director and duly countersigned by the Company Secretary of the Company."

"**FURTHER RESOLVED THAT** nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buy-back any Equity

Shares, and/or impair any power of the Company or the Board to terminate any process in relation to such Buy-back Offer as permissible by law."

"**FURTHER RESOLVED THAT** the buy-back of Equity Shares from non-resident shareholders, overseas corporate bodies, shareholders of foreign nationality, etc. shall be subject to such approval, if and to the extent necessary or required from concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and relevant rules and regulations framed thereunder, if any."

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

**2. TO AUTHORISE THE POSTAL BALLOT PROCESS FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY:**

**"RESOLVED THAT** pursuant to Section 110 of the Companies Act, 2013 **("the Act")** read with Rule 22 of Companies (Management and Administration) Rules, 2014, the consent of the Board be and is hereby accorded to conduct a postal ballot for seeking the approval of the members of the Company by way of a special resolution in respect of the proposed buy-back of Equity Shares of the Company and that the draft notice of postal ballot together with the explanatory statement annexed thereto, the copy whereof as placed before the Board, be and is hereby approved and Mr. L Vinay Reddy, Chairman and Managing Director be and is hereby authorized to sign and circulate the same to the members, directors, auditors and such other persons as are entitled to receive notice under the provision of the Companies Act, 2013."

"**FURTHER RESOLVED THAT** Mr. Chintan Goswami, Proprietor of C. J. Goswami & Associates, Company Secretary in Practice, who has filed his consent to act as such, be and is hereby appointed as scrutinizer to conduct the postal ballot voting process and is hereby authorized to do such acts and deeds as may be necessary in this regard."

"**FURTHER RESOLVED THAT** Mr. L Vinay Reddy, Chairman and Managing Director and Mr. L Jaipal Reddy, Whole-time director be and are hereby made responsible for the entire postal ballot process and that they are hereby jointly and / or severally authorized to sign the necessary applications, documents, agreements, deeds, writings, forms and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with the provisions of regulation 8(1) of the Buy-back Regulations, the Company has made a Public Announcement dated November 27, 2017 in relation to the Buy-back which was published on November 28, 2017 in the following newspapers, which was within two Working Days from the date of Shareholders' approving the Buy-back, by special resolution through postal ballot including e-voting, the result of which was declared on November 27, 2017:

| Name of the Newspaper | Language | Editions |
|---|---|---|
| Business Standard | English and Hindi | All Editions |
| Navshakti | Marathi | Regional Edition |

*(A copy of the Public Announcement is available on the website of SEBI at www.sebi.gov.in)*

## 6. DETAILS OF THE BUY-BACK

6.1 In accordance with Article 30 of the Articles of Association of the Company and provisions of section 68, 69, 70 and other applicable provisions of the Act, rules made thereunder and in compliance with the Buy-back Regulations and subject to such other approvals, permissions and sanctions as may be necessary, the Board of Directors of the Company at its meeting held on October 6, 2017 have approved the Buy-back of up to 20,00,000 (Twenty Lakhs) fully paid up Equity Shares of the Company of face value of ₹ 10/- (Rupees Ten Only) each (representing 11.90% of the total paid-up equity share capital of the Company) at a price of ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share payable in cash for a total consideration aggregating upto ₹ 50,00,00,000/- (Rupees Fifty Crores Only) excluding Transaction Costs viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. , which is within the limit of 25% of the total paid-up equity capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended March 31, 2017 through the Tender Offer route as prescribed under the Buy-back Regulations, on a proportionate basis, from the Eligible Shareholders. The Equity Shareholders of the Company approved the Buy-back, by way of a special resolution, through postal ballot including electronic voting (e-voting) vide a postal ballot notice dated October 17, 2017, the results of which were announced on Monday, November 27, 2017.

6.2 The Buy-back Price being ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share and the total amount for Buy-back shall not be exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores Only) excluding the Transaction Costs, which represents 23.20% of the total paid-up capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended March 31, 2017.

6.3 The aggregate paid-up share capital and free reserves (including securities premium account) of the Company based on the audited financial statements for the financial year ended March 31, 2017 is ₹ 215.50 Crores. In accordance with section 68(2)(c) of the Act, the funds deployed for the Buy-back shall not exceed 25% of the aggregate paid-up share capital and free reserves (including securities premium account) of the Company under members approval route. Accordingly, the Company has proposed to utilise an aggregate amount not exceeding ₹ 50,00,00,000/- (Rupees Fifty Crores Only) excluding the Transaction Costs which is within the limit of maximum amount permissible for Buy-back Offer as aforesaid and represents 23.20% of the aggregate paid-up share capital and free reserves (including securities premium account) of the Company as per the audited financial statements for the financial year ended March 31, 2017.

6.4 Further, under the Act, the number of Equity Shares that can be bought back during a Financial Year shall not exceed 25% of the paid-up Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back by the Company during the current Financial Year cannot exceed 42,00,000 (Forty Two Lakhs) Equity Shares i.e. 25% of 1,68,00,000 (One Crore Sixty Eight Lakhs) Equity Shares. As the Company proposes to Buy-back up to 20,00,000 (Twenty Lakhs) Equity Shares, the same is within the aforesaid limit.

6.5 The Buy-back shall be undertaken on a proportionate basis from the Eligible Shareholders as on the Record Date through the Tender Offer route prescribed under Regulation 4(1)(a) of the Buy-back Regulations. Additionally, the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the same, through the Stock Exchange Mechanism as specified by SEBI in circular number CIR/CFD/POLICY CELL/1/2015 dated April 13, 2015 read with SEBI circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time.

6.6 As on the date of Public Announcement i.e. November 27, 2017, the Promoter and Members of Promoter Group of the Company were holding 1,12,94,826 Equity Shares of the Company representing 67.23% of the existing paid up equity share capital of the Company which is as follows:

| Sr. No. | Category/ Name of Shareholder | No. of Equity Shares Held | % of Existing Equity Share Capital |
|---|---|---|---|
| **A.** | **Promoter** | | |
| | L Vinay Reddy | 51,24,250 | 30.50 |
| | **Total Promoter (A)** | **51,24,250** | **30.50** |
| **B.** | **Promoter Group** | | |

| Sr. No. | Category/ Name of Shareholder | No. of Equity Shares Held | % of Existing Equity Share Capital |
|---|---|---|---|
| | Shobha Jaipal Reddy | 34,15,000 | 20.33 |
| | Prashant Jaipal Reddy | 20,35,250 | 12.11 |
| | Taruna V. Reddy | 3,87,326 | 2.31 |
| | Lattupalli Vinay Reddy (HUF) | 1,72,500 | 1.03 |
| | L Jaipal Reddy (HUF) | 7,500 | 0.04 |
| | Lattupalli Veena Reddy | 1,53,000 | 0.91 |
| | **Total Promoter Group (B)** | **61,70,576** | **36.73** |
| | **Total Promoter and Promoter Group (A+B)** | **1,12,94,826** | **67.23** |

*Note: There are no promoter companies of, and persons acting in concert, in the Company.*

6.7 In terms of Buy-back Regulations, under the Tender Offer route, Promoter and Members of Promoter Group have an option to participate in the Buy-back Offer. In this regard, the details of the Promoter and Members of Promoter Group who have expressed their intention to participate and details of their intended participation, in the Buy-back Offer have been given in paragraph 9.2 hereinafter. The Promoter and Members of Promoter Group of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoter and Members of Promoter Group, if any, consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of Takeover Regulations.

6.8 The pre Buy-back shareholding of Promoter and Members of Promoter Group of the Company is 67.23% of the total paid-up equity share capital of the Company and assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Sellers in proportion of their respective Buy-back Entitlement, post Buy-back shareholding of Promoter and Members of Promoter Group of the Company will be 67.34% of the total paid-up equity share capital of the Company. For details with respect to aggregate shareholding of Promoter and Members of Promoter Group post Buy-back please refer paragraph 13.8 (*Capital Structure and Shareholding Pattern*) in this regard.

6.9 Further, post Buy-back, assuming the full acceptance of Equity Shares tendered in the Buy-back Offer, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of Securities Contract (Regulation) Rules, 1957 (**"SCRR"**) and under LODR Regulations. Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and LODR Regulations.

## 7. AUTHORITY FOR THE BUY-BACK

7.1. The Buy-back is being undertaken by the Company in accordance with the provisions of Article 30 of the Articles of Association of the Company, the provisions of Section 68, 69 and 70 of the Act and all other applicable provisions, if any, of the Act and rules thereunder, to the extent applicable, and in compliance with the Buy-back Regulations.

7.2. The Board at its meeting held on October 6, 2017 passed resolution(s) approving the Buy-back of Equity Shares of the Company and sought approval of its members, by a special resolution, through postal ballot notice dated October 17, 2017. The result of the postal ballot including e-voting was announced on Monday, November 27, 2017. The members have approved the proposal of Buy-back of Equity shares of the Company through postal ballot including e-voting.

7.3. The Buy-back Offer is subject to such further approvals, permissions and sanctions as may be necessary and applicable, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the Stock Exchanges.

## 8. NECESSITY OF THE BUY-BACK

The Buy-back Offer through Tender Offer route is being implemented for keeping the Company's desire to enhance long term shareholder value and improve the Company's return on equity by means of optimum capital allocation. Therefore, the Board considered the accumulated free reserves as well as the cash and cash equivalent / liquidity reflected in the audited financial statements for the year ended March 31, 2017

and decided to allocate a sum of ₹ 50,00,00,000/- (Rupees Fifty Crores Only) for distributing to the members holding Equity Shares of the Company through the Buy-back. The Buy-back would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per share over a period of time.

## 9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

9.1. The Company believes that the Buy-back is not likely to cause any material impact on the profitability/ earnings of the Company except to the extent of reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion of their respective Buy-back Entitlement, the funds deployed by the Company towards the Buy-back would be up to ₹ 50,00,00,000/- (Rupees Fifty Crores Only) excluding Transaction Costs.

9.2. In terms of the Buy-back Regulations, under the Tender Offer, the Promoter and Members of Promoter Group have an option to participate in the Buy-back and the Promoter and Members of Promoter Group have expressed their intention to participate in the Buy-back Offer up to 30,00,000 (Thirty Lakhs) Equity shares which is as follows:

| Sr. No. | Particulars | Equity Shares held | Maximum No. of Equity Shares which may be tendered |
|---|---|---|---|
| **A.** | **Promoter** | | |
| | L Vinay Reddy | 51,24,250 | 19,00,000 |
| | **Total Promoter (A)** | **51,24,250** | **19,00,000** |
| **B.** | **Promoter Group** | | |
| | Shobha Jaipal Reddy | 34,15,000 | 5,00,000 |
| | Prashant Jaipal Reddy | 20,35,250 | 5,00,000 |
| | Taruna V. Reddy | 3,87,326 | 50,000 |
| | Lattupalli Vinay Reddy (HUF) | 1,72,500 | 25,000 |
| | L Jaipal Reddy (HUF) | 7,500 | 5,000 |
| | Lattupalli Veena Reddy | 1,53,000 | 20,000 |
| | **Total Promoter Group (B)** | **61,70,576** | **11,00,000** |
| | **Total Promoter and Promoter Group (A+B)** | **1,12,94,826** | **30,00,000** |

9.3. Details of the date and price of acquisition of the Equity Shares that the Promoter and Members of Promoter Group intend to tender are set-out below:

**a) L Vinay Reddy**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | February 25, 2010 | 19,00,000 | 10/- | NIL | Bonus issue |

**b) Shobha Jaipal Reddy**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | March 31, 2008 | 2,200 | 100/- | 100/- | Allotment |
| **Sub-Total** | | **2,200** | **100/-** | | |
| 2 | February 08, 2010 | 22,000 | 10/- | Not Applicable | Split of face value of Equity Shares from ₹100/- each to ₹10/- each |
| 3 | February 25, 2010 | 4,78,000 | 10/- | NIL | Bonus issue |
| **Total** | | **5,00,000** | | | |

c) **Prashant Jaipal Reddy**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | February 25, 2010 | 5,00,000 | 10/- | NIL | Bonus issue |

d) **Taruna V. Reddy**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | January 20, 2010 | 100 | 100/- | NIL | Gift Received |
| **Sub-Total** | | **100** | **100/-** | | |
| 2 | February 08, 2010 | 1,000 | 10/- | Not Applicable | Split of face value of Equity Shares from ₹100/- each to ₹10/- each |
| 3 | February 25, 2010 | 4,000 | 10/- | NIL | Bonus issue |
| 4 | September 20, 2010 | 2,500 | 10/- | NIL | Bonus issue |
| 5 | March 06, 2013 | 42,500 | 10/- | 241.69 | Open market purchase |
| **Total** | | **50,000** | | | |

e) **Lattupalli Vinay Reddy (HUF)**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | January 20, 2010 | 100 | 100/- | NIL | Gift Received |
| **Sub-Total** | | **100** | **100/-** | | |
| 2 | February 08, 2010 | 1,000 | 10/- | Not Applicable | Split of face value of Equity Shares from ₹100/- each to ₹10/- each |
| 3 | February 25, 2010 | 4,000 | 10/- | NIL | Bonus issue |
| 4 | September 20, 2010 | 2,500 | 10/- | NIL | Bonus issue |
| 5 | March 23, 2017 | 17,500 | 10/- | 238.70 | Acquisition through inter-se transfer |
| **Total** | | **25,000** | | | |

f) **L Jaipal Reddy (HUF)**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | October 30, 2009 | 100 | 100/- | NIL | Gift |
| **Sub-Total** | | **100** | **100/-** | | |
| 2 | February 08, 2010 | 1,000 | 10/- | Not Applicable | Split of face value of Equity Shares from ₹100/- each to ₹10/- each |
| 3 | February 25, 2010 | 4,000 | 10/- | NIL | Bonus issue |
| **Total** | | **5,000** | | | |

g) **Lattupalli Veena Reddy**

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| 1 | February 15, 2007 | 2,000 | 100/- | 100/- | Acquisition through inter-se transfer |

| Sr. No. | Date of Acquisition | No. of Equity Shares | Face Value (₹) | Issue/ Acquisition price per Share (₹) | Nature of Transaction |
|---|---|---|---|---|---|
| **Sub-Total** | | **2,000** | **100/-** | | |
| 2 | February 08, 2010 | 20,000 | 10/- | Not Applicable | Split of face value of Equity Shares from ₹100/- each to ₹10/- each |
| **Total** | | **20,000** | | | |

9.4. Assuming the response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the percentage of voting rights held by Promoter and Members of Promoter Group and public shareholders may change, however, total voting rights held by Promoter and Members of Promoter Group post Buy-back of Equity Shares will not exceed the maximum permissible non-public shareholding. The exact percentage of voting rights of Promoter and Members of Promoter Group post Buy-back will be dependent upon the overall response to the Buy-back Offer. Further, the Promoter and Members of Promoter Group of the Company are already having control over the affairs of the Company and therefore any further increase in voting rights of the Promoter and Members of Promoter Group, if any, consequent to Buy-back of Equity Shares, will not result in any change in control over the affairs of the Company and shall be in compliance with the provisions of Takeover Regulations.

9.5. The Buy-back of Equity Shares shall not affect the existing management structure of the Company.

9.6. Consequent to the Buy-back and depending on the number of Equity Shares bought back from the Foreign Investors, financial institutions, banks and mutual funds and other public shareholders, the shareholding of each such category of persons shall undergo a change and the details of such change is given in paragraph 13.8 hereinafter.

9.7. The debt-equity ratio immediately on completion of Buy-back Offer shall be in compliance with the permissible limit of 2:1 prescribed under the Act even if the response to the Buy-back Offer is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement.

9.8. The Company believes that the Buy-back is not expected to impact growth opportunities for the Company.

9.9. The Promoter and Members of Promoter Group of the Company shall not deal in the Equity Shares of the Company on Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoter and Members of Promoter Group, during the period from the date of passing of the special resolution by the members approving the Buy-back Offer till the closing of the Buy-back Offer.

9.10. The Company shall not issue any new Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back Offer.

9.11. The Company shall not raise further capital for a period of one year from the closure of the Buy-back Offer except in discharge of its subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

9.12. Salient financial parameters consequent to the Buy-back based on the audited financial statements for the year ended on March 31, 2017 are as under:

| Parameters | Pre Buy-back | Post Buy-back* |
|---|---|---|
| Net Worth (₹ in lakhs) | 21,550.31 | 16,550.31 |
| Return on Net Worth (%) | 5.84% | 6.62% |
| Earnings Per Share (EPS) (in ₹) | 7.37 | 8.30 |
| Book Value per share (in ₹) | 128.28 | 111.83 |
| Price / Earnings (PE) Multiple | 33.41 | 29.68 |
| Total Debt / Equity Ratio | 0.068 | 0.089 |

** The Net worth, Earnings per share and Book Value per Equity Share has been calculated using the Net worth and Profit After Tax as on March 31, 2017 and the number of Equity Shares has been taken as on the date of the Public Announcement adjusted for the maximum number of Equity Shares to be bought back under Buy-back.*

*Notes:*

*(1) For the above purpose, "Net Worth" means total of shareholders' funds reduced by revaluation reserves, miscellaneous expenditure to the extent not written off and capital reserve. The post Buy-back number are calculated by reducing the net worth by the proposed Buy-back Amount (assuming full acceptance) without factoring in any impact of Profit &Loss account.*

*(2) Return on Net Worth = Profit After Tax/Average Net Worth for the period (computed as average of opening and closing Net Worth).*

*(3) Earnings per Share = Profit After Tax / weighted average number of Equity Shares outstanding for the year.*

*(4) EPS post Buy-back is computed after reducing 20,00,000 Equity Shares to be bought back under the Buy-back from weighted average number of Equity Shares outstanding for the year.*

*(5) Book value per Equity Share = Net Worth / Number of Equity Shares outstanding at the end of the year.*

*(6) PE Multiple = Closing Market price on NSE as on March 31, 2017/ EPS (as stated above).*

*(7) Total Debt / Equity Ratio = Total Debt / Net Worth.*

## 10. BASIS OF CALCULATING THE BUY-BACK PRICE

10.1. The Equity Shares are proposed to be bought back at a price of ₹ 250/- per Equity Share. The Buy-back Price has been arrived at after considering various factors, including but not limited to, the volume weighted average market price of the Equity Shares of the Company on NSE and BSE where the Equity Shares of the Company are listed during 3 (three) months and 2 (two) weeks preceding the date of the board meeting to consider the proposal of the Buy-back, closing market price on the date of intimation of the board meeting for considering the proposal of Buy-back Offer and the impact on the net worth of the Company

10.2. The Buy-back Price of ₹ 250/- per Equity Share of the Company represents (i) premium of 3.32% and 3.08% over the average of volume weighted average price of the Equity Shares on BSE and NSE, respectively, for 3 months preceding the date of Board Meeting to consider the proposal of the Buy-back Offer (ii) premium of 5.05% and 5.16% over the average of volume weighted average price of the Equity Shares on BSE and NSE respectively for 2 weeks preceding the date of board meeting held to consider the proposal of the Buy-back Offer and (iii) premium of 11.06% and 10.96% over the closing market price of the Equity Shares on BSE and NSE respectively as on the date of intimation of the board meeting for considering the proposal of Buy-back Offer.

10.3. The Buy-back Price is about 1.95 times of the book value per Equity Share of the Company, which is ₹ 128.28 as at March 31, 2017.

10.4. The EPS of the Company pre Buy-back as on March 31, 2017 is ₹ 7.37 which will increase to ₹ 8.30 post Buy-back assuming full acceptance of the Buy-back.

10.5. The Return on Net worth of the Company pre Buy-back as on March 31, 2017 is 5.84% which will increase to 6.62% post Buy-back assuming full acceptance of the Buy-back.

## 11. SOURCES OF FUNDS FOR THE BUY-BACK

11.1. Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be ₹ 50,00,00,000/- (Rupees Fifty Crores Only) excluding Transaction Costs.

11.2. The Buy-back will be financed out of the Company's free reserves and/or current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources and/or other permissible sources of funds but not from any borrowed funds.

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

12.1. In accordance with regulation 10 of the Buy-back Regulations, the Company has appointed Yes Bank Limited, as the Escrow Agent for the Buy-back Offer. The Company, the Manager to the Buy-back and the Escrow Agent has entered into an Escrow Agreement dated December 26, 2017, pursuant to which the Escrow Account in the name and style "**LOVABLE LINGERIE LTD BUYBACK OF EQ SH 2017 ESC AC**" bearing account number 020166200000041 has been opened with the Escrow Agent. The Manager has been empowered to operate the Escrow Account in accordance with the Buy-back Regulations. In accordance with Regulation 10 of Buy-back Regulations, the Company has deposited in cash 25% of the Buy-back Size aggregating to ₹ 1,250 lakhs (Rupees One Thousand Two Hundred and Fifty Lakhs Only) in the Escrow Account.

12.2. The Company has adequate and firm financial resources to fulfill its obligations under the Buy-back Offer and the same has been certified vide a certificate dated October 17, 2017 by DMKH & Co., Chartered Accountants, (ICAI FRN 116886W) having their office at 803-804, Ashok Heights, Opp. Saraswati Apt., Near Bhuta School, Old Nagardas X Road, Gundavali, Andheri (E), Mumbai – 400069, Maharashtra, India.

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

## 13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1. The present capital structure of the Company pre Buy-back and post Buy-back is as follows:

| Sr. No. | Particulars | (in ₹) |
|---|---|---|
| A | **AUTHORISED SHARE CAPITAL** | |
| | 1,80,00,000 Equity Shares of ₹ 10/- each | 18,00,00,000 |
| B | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL PRE BUY-BACK** | |
| | 1,68,00,000 Equity Shares of ₹ 10/- each | 16,80,00,000 |
| C | **ISSUED, SUBSCRIBED AND PAID-UP CAPITAL POST BUY-BACK*** | |
| | 1,48,00,000 Equity Shares of ₹ 10/- each | 14,80,00,000 |

* Assuming full acceptance of Equity Shares in the Buy-back Offer.

13.2. The Company has not bought-back equity shares or other specified securities in the previous three years.

13.3. As on date of this Letter of Offer, there are no partly paid-up Equity Shares outstanding.

13.4. As on date of this Letter of Offer, there are no outstanding securities convertible into Equity Shares.

13.5. As on date of this Letter of Offer, there is no amount under calls in arrears.

13.6. As on date of this Letter of Offer, no scheme of amalgamation or compromise or arrangement involving the Company is pending pursuant to any provisions of the Act.

13.7. The Company shall not issue any Equity Shares including by way of bonus, from the date of Public Announcement till the date of closure of this Buy-back Offer.

13.8. The shareholding pattern of the Company as on Record Date is as follows:

| Category of Shareholder | Pre Buy-back | | Post Buy-back* | |
|---|---|---|---|---|
| | Number of Shares | % to existing Equity Share capital | Number of Shares | % to post Buy-back Equity Share capital |
| Promoter and Members of Promoter Group | 1,12,94,826 | 67.23% | 99,66,512 | 67.34% |
| Foreign Investors (including Non-Resident Indians, FIIs and Foreign Mutual Funds) | 2,46,887 | 1.47% | 48,33,488 | 32.66% |
| Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions | 8,94,568 | 5.32% | | |
| Others (Public, Public Bodies Corporate, etc.) | 43,63,719 | 25.98% | | |
| **Total** | **1,68,00,000** | **100%** | **1,48,00,000** | **100%** |

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

Assuming response to the Buy-back is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoter and Members of Promoter Group post the Buy-back may undergo a change (not exceeding maximum permissible non-public shareholding) however exact percentage of such change will depend upon the response to the Buy-back Offer and Acceptances.

13.9. The aggregate number of Equity Shares purchased or sold by the Promoter and Members of Promoter Group of the Company during a period of 12 (Twelve) months preceding the date of the Public Announcement is given below:

| Name of Shareholder | Aggregate No. of Equity Shares purchased or sold | Nature of Transaction | Maximum Price (₹) | Date of Maximum Price | Minimum Price (₹) | Date of Minimum Price |
|---|---|---|---|---|---|---|
| L Vinay Reddy | 5,00,000 | Sale | 238.7 | March 23, 2017 | 234.6 | March 27, 2017 |
| Prashant Reddy | 5,00,000 | Purchase | 238.7 | March 23, 2017 | 234.6 | March 27, 2017 |
| Shobha Jaipal Reddy | 5,00,000 | Sale | 234.6 | March 27, 2017 | 234.6 | March 27, 2017 |
| Lattupalli Vinay Reddy (HUF) | 1,65,000 | Purchase | 238.7 | March 23, 2017 | 234.6 | March 27, 2017 |
| Tarun V. Reddy | 3,35,000 | Purchase | 234.6 | March 27, 2017 | 234.6 | March 27, 2017 |

*Note: Above transactions were undertaken as inter-se transfers between persons forming part of Promoter and Members of Promoter Group.*

## 14. BRIEF INFORMATION ABOUT THE COMPANY

14.1. **Corporate and Business**:

The Company was originally incorporated as Hybo Knit Private Limited under the Companies Act, 1956 vide certificate of incorporation dated September 29, 1987. The name of the Company was subsequently changed to Lovable Lingerie Private Limited by a special resolution passed at the extra-ordinary general meeting of the Company held on November 30, 1995. The Company was converted into a public limited company pursuant to the special resolution passed by the members of the Company on February 8, 2010 and fresh certificate of name change consequent upon conversion of the Company from a private limited company to a public limited company was issued by the registrar of companies, Mumbai ("RoC") on April 19, 2010 with the name Lovable Lingeries Limited. The Company had filed an application with the RoC dated August 21, 2010 for rectification of the Company's name from *"Lovable Lingeries Limited"* to *"Lovable Lingerie Limited"* which was duly rectified by the RoC. The Registered office of the Company is situated at A-46, Street No.2, MIDC, Andheri (East), Mumbai, 400093, Maharashtra, India.

The Equity shares of the Company got listed on BSE in the year 2011 with scrip code: 533343 and scrip ID: LOVABLE and on NSE in the year 2011 with Scrip code: LOVABLE.

The Company believes that it is one of India's leading women's innerwear manufacturers. The products offered by the Company include brassieres, panties, slips / camisoles, homewear, shapewear, foundation garments and sleepwear products. By an agreement dated December 23, 2000, the Company acquired the brand "*Lovable*" from Lovable World Trading Company, USA on an exclusive basis for the territories of India, Nepal, Sikkim and Bhutan**.** The innerwear products manufactured under the brand "*Lovable*" cater to the premium segment market in India.

*"Lovable"* and *"Daisy Dee"* are two flagship brands of the Company. As part of the growth strategy, the Company has diversified portfolio of brands and acquired brands like "*Daisy Dee*" from Maxwell Industries Limited through a memorandum of understanding dated March 18, 2004 to cater the mid segment market in India and also acquired the brand "*College Style*" from Levitus Trading Limited, Hong Kong through a deed of assignment dated March 17, 2009 to cater to the young segment of India. The Company has also in the past marketed the "*Vanity Fair*" brand of women's innerwear garments, which was licensed from VF Corporation Inc., USA.

The Company believes its core competency lies in understanding the prevailing trends in the women's innerwear market and the buying preferences of the customers and accordingly manufacturing quality innerwear garments to assure customers of product quality and fit consistency in trendy women's innerwear. In addition, the Company believes its competency also lies in identifying the gaps and foraying into the untapped women's innerwear market segments with unique products.

The Company believes that it has been successful in establishing one of the first international women's innerwear brand in the Indian market. The Company is a marketing centric organisation, which works on the consumer's need and accordingly modifies the innerwear product and design know-how. The Company sources certain international innerwear materials like lace and fabric for the women's innerwear products it manufactures and retails to premium outlets. The Company segments the customer as per their psychographics, biases and affinities, and the look and fit and features desired.

The Company is headquartered in Mumbai, Maharashtra and has manufacturing facilities at i) Plot No. 9 & 10, John Avenue Pvt. Road, Manipal County Cross, Off Hosur Road, Singasandra, Bengaluru – 560 068; ii) 46/2, Guruprasanna Industrial Area, Doddakallasandra, Konanakunte Cross, Kanakapura Road, Bengaluru – 560 062 (Daisy Dee factory); iii) 18/2, Opp. Khodays Breweries, Behind R.M.S. International School, Kanakapura Road, Bengaluru 560 062; and iv) Dag no. - 877, off K. P. Patta no. 81, Village-Niz Sindurighopa Kamrup, Assam - 781 101.

14.2. **Financial Growth:**

As per audited financial statements for the financial years ended March 31, 2017, 2016 and 2015, the Company recorded net revenue from operations of ₹ 197.41 crores, ₹ 196.77 crores and ₹ 172.49 crores respectively, and profit after tax of ₹ 12.28 crores, ₹ 23.18 crores and ₹ 19.72 crores respectively.

14.3. **Capital Built up**:

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

| Sr. No. | Date of allotment | No. of equity shares | Face Value ₹ | Issue Price ₹ | Nature of consideration | Cumulative number of equity shares | Details |
|---|---|---|---|---|---|---|---|
| 1 | September 29, 1989 | 20 | 100/- | 100/- | Cash | 20 | Subscription to the memorandum |
| 2 | March 29, 1997 | 49,980 | 100/- | 100/- | Cash | 50,000 | Further allotment |
| 3 | March 31, 2008 | 1,00,000 | 100/- | 100/- | Cash | 1,50,000 | Further allotment |
| 4 | February 08, 2010 | - | 10/- | - | Not Applicable | 15,00,000 | Sub-division of the face value of the Equity Shares from ₹100 each to ₹10 each |
| 5 | February 25, 2010 | 60,00,000 | 10/- | Nil | Other than cash | 75,00,000 | Bonus issue in the ratio of 4:1 |
| 6 | September 20, 2010 | 37,50,000 | 10/- | Nil | Other than cash | 1,12,50,000 | Bonus issue in the ratio of 1:2 |
| 7 | February 12, 2011 | 10,00,000 | 10/- | 200/- | Cash | 1,22,50,000 | Further allotment |
| 8 | March 21, 2011 | 45,50,000 | 10/- | 205/- | Cash | 1,68,00,000 | Allotment of equity shares under initial public offer / issue |

14.4. **Board of Directors**:

The Details of the Board of Directors of the Company as on date of Public Announcement i.e. November 27, 2017 are as follows:

| Name, Age, DIN & Occupation of the Director | Designation | Qualifications | Date of Appointment / Re-appointment | Other Directorships in Indian Companies on the date of Public Announcement |
|---|---|---|---|---|
| Mr. L Vinay Reddy<br><br>Age: 49 years<br><br>DIN: 00202619<br><br>Occupation: Business | Managing Director | B. Com | December 24, 1999 | 1. Federal Brands Limited<br>2. Juvenca Online Private Limited<br>3. Microtex Clothing Private Limited<br>4. Holstein Ecofoods Private Limited<br>5. Aarthik No-Middleman Online Welfare Foundation<br>6. Hype Integracomm Private Limited<br>7. Vinay Hosiery Private Limited<br>8. Reddy and Pathare Elastics Private Limited<br>9. Lovable Lifestyle Private Limited |
| Mr. L Jaipal Reddy<br><br>Age: 78 years<br><br>DIN: 01539678<br><br>Occupation: Business | Whole-time Director | Diploma in Electrical Engineering | February 1, 2015 | 1. Federal Brands Limited<br>2. Reddy and Pathare Elastics Private Limited<br>3. Vinay Hosiery Private Limited<br>4. Hype Integracomm Private Limited<br>5. Holstein Ecofoods Private Limited<br>6. Microtex Clothing Private Limited |
| Mr. Gopal G. Sehjpal<br><br>Age: 73 years<br><br>DIN: 00175975<br><br>Occupation: Business | Independent Director | M.A (Philosophy) B.A with Commerce & Economics Diploma in personnel management from the University of Delhi | September 20, 2010 | 1. VIP Clothing Limited<br>2. Oracle Management Services Private Limited |
| Mr. Sivabalan P. Pandian<br><br>Age: 59 years<br><br>DIN: 01573458<br>Occupation: Business | Independent Director | Bachelor's Degree in Science (Chemistry) Bachelor's and Master's Degree in Science (Technology in Textile Chemistry) | September 20, 2010 | 1. E-Land Apparel Limited |
| Mr. Anantharaman Mahadevan<br><br>Age: 70 years | Independent Director | Master of Engineering Bachelor of Engineering | September 22, 2011 | 1. Minex Metallurgical Company Limited<br>2. Mana Cable Management Systems Private Limited |

| Name, Age, DIN & Occupation of the Director | Designation | Qualifications | Date of Appointment / Re-appointment | Other Directorships in Indian Companies on the date of Public Announcement |
|---|---|---|---|---|
| DIN: 00165226<br><br>Occupation: Business | | | | |
| Taruna Reddy<br><br>Age: 44 years<br><br>DIN: 02787135<br><br>Occupation: Business | Non-executive Director | Diploma in Mass Communication | March 30, 2015 | 1. Federal Brands Limited<br>2. Lovable Lifestyles Private Limited<br>3. Aarthik No-Middleman Online Welfare Foundation<br>4. Juvenca Online Private Limited |

14.5. **Change in Board of Directors**:

The details of changes in the Board of Directors during the last 3 years preceding the date of Public Announcement i.e. November 27, 2017 are as under:

| Name of the Director | Designation | Effective Date | Reasons |
|---|---|---|---|
| Ashok Reddy | Whole-time Director | March 30, 2015 | Resignation |
| V. T. Bharadwaj | Nominee Director | April 10, 2015 | Resignation |
| Dhanpat Kothari | Independent Director | August 24, 2017 | Resignation |
| Taruna V. Reddy | Additional Director | March 30, 2015 | Appointment |

14.6. The Buy-back will not result in any benefit to any directors of the Company except to the extent of the Equity Shares held by them in the Company which they may tender in the Buy-back or to the Promoter and Members of Promoter Group of the Company except to the extent of their intention to participate in the Buy-back Offer and actual participation in the Buy-back Offer, and the change in their shareholding as per the response received in the Buy-back, as a result of the extinguishment of Equity Shares which will lead to a reduction in the Equity Share Capital of the Company, post Buy-back.

## 15. FINANCIAL INFORMATION ABOUT THE COMPANY

15.1. The salient financial information of the Company as extracted from the latest half yearly unaudited financial statements ended on September 30, 2017 and audited financial statements for the preceding three financial years being March 31, 2017, March 31, 2016 and March 31, 2015 are as under:

**(₹ in lakhs)**

| Particulars | Half year ended | Year ended | | |
|---|---|---|---|---|
| | 30-Sep-17# | 31-Mar-17 | 31-Mar-16 | 31-Mar-15 |
| | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Total Income | 11,088.39 | 20,347.86 | 20,269.99 | 17,882.63 |
| Total Expenses (Excluding Finance Costs and Depreciation) | 9,705.75 | 18,202.42 | 16,613.89 | 14,828.06 |
| Finance Cost | 64.74 | 84.59 | 138.77 | 111.40 |
| Depreciation | 171.20 | 339.56 | 280.09 | 249.09 |
| Exceptional Items | - | - | - | - |
| Profit / (Loss) before tax | 1,146.70 | 1,721.29 | 3,237.24 | 2,694.08 |
| Provision for tax / (Deferred Tax Credit) | 205.10 | 493.52 | 919.70 | 722.49 |
| Profit / (Loss) after tax | 941.60 | 1,227.77 | 2,317.54 | 1,971.59 |
| Equity Share Capital | 1,680.00 | 1,680.00 | 1,680.00 | 1,680.00 |
| Reserves & Surplus* | 21,351.77 | 19,870.31 | 18,844.74 | 16,830.50 |

| Particulars | Half year ended | Year ended | | |
|---|---|---|---|---|
| | 30-Sep-17# | 31-Mar-17 | 31-Mar-16 | 31-Mar-15 |
| | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Net worth | 23,031.77 | 21,550.31 | 20,524.74 | 18,510.50 |
| Total debt (excluding working capital loans) | 118.59 | 221.39 | 442.78 | 664.17 |

**Excluding revaluation reserves, miscellaneous expenditure to the extent not written off and capital reserve.*
*# Financial Statement has been prepared in accordance with Indian Accounting Standards (IND AS).*

15.2. **Key Financial Ratios**

| Particulars | Half year ended | Year ended | | |
|---|---|---|---|---|
| | 30-Sep-17# | 31-Mar-17 | 31-Mar-16 | 31-Mar-15 |
| | (Unaudited) | (Audited) | (Audited) | (Audited) |
| Earnings per Share - Basic (₹)(1) | 5.60 | 7.37 | 13.79 | 11.74 |
| Earnings per Share – Diluted (₹)(1) | 5.60 | 7.37 | 13.79 | 11.74 |
| Book Value Per Share (₹)(2) | 137.09 | 128.28 | 122.17 | 110.18 |
| Return on Net worth (%)(3) | 4.22% | 5.84% | 11.87% | 10.51% |
| Debt-Equity Ratio(4) | 0.01 | 0.01 | 0.02 | 0.04 |
| Total Debt / Net worth | 0.01 | 0.01 | 0.02 | 0.04 |

*Note: The formulae used for computation of the above ratios are as follows:*
*(1) Earnings per Share = Profit After Tax / weightage average number of Equity Shares outstanding during the year / period*
*(2) Book value per Share = Net Worth / Number of Equity Shares outstanding at the end of the year*
*(3) Return on Net Worth = Profit After Tax / Average Net Worth for the period (computed as average of opening and closing Net Worth)*
*(4) Debt-Equity Ratio = Total Debt excluding Working Capital / Paid up Equity Share Capital + Reserves & Surplus*
*For the above purpose, "Net worth" means total of shareholders' funds reduced by revaluation reserves, miscellaneous expenditure, to the extent not written off and capital reserve.*
*# Financial Statement has been prepared in accordance with Indian Accounting Standards (IND AS).*

15.3. The Company shall comply with the Takeover Regulations, wherever and if applicable. The Company hereby declares that it has complied with / will comply with sections 68, 69 and 70 of the Act and rules thereunder to the extent applicable.

## 16. STOCK MARKET DATA

16.1. The Equity Shares are currently listed on BSE and NSE.

16.2. The high, low, average market prices and total volume of Equity Shares traded in the last three Financial years (April to March) and the monthly high, low, average market prices and total volume of Equity Shares traded for the six completed calendar months preceding the date of publication of Public Announcement and the corresponding volumes on NSE and BSE are as follows:

**A) NSE**

| Period | HIGH | | | LOW | | | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|---|---|---|---|---|---|---|---|---|
| | High Price (₹) | Date of High Price | No. of shares traded on that date | Low Price (₹) | Date of Low Price | No. of shares traded on that date | | |
| **PRECEDING 3 FINANCIAL YEARS** | | | | | | | | |
| FY 2016-17 | 307.00 | October 28, 2016 | 5,79,365 | 214.70 | November 22, 2016 | 69,635 | 251.81 | 1,89,36,798 |
| FY 2015-16 | 358.00 | April 9, 2015 | 4,88,193 | 208.05 | November 23, 2015 | 19,63,922 | 266.95 | 3,14,73,781 |
| FY 2014-15 | 457.80 | November 11, 2014 | 31,67,274 | 295.00 | March 27, 2015 | 56,741 | 368.72 | 5,14,57,837 |
| **PRECEDING 6 MONTHS** | | | | | | | | |
| October 2017 | 254.95 | October 4, 2017 | 3,02,245 | 229.70 | October 24, 2017 | 52,659 | 235.98 | 18,44,023 |

| Period | HIGH | | | LOW | | | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|---|---|---|---|---|---|---|---|---|
| | High Price (₹) | Date of High Price | No. of shares traded on that date | Low Price (₹) | Date of Low Price | No. of shares traded on that date | | |
| September 2017 | 258.80 | September 29, 2017 | 16,28,736 | 222.95 | September 27, 2017 | 26,116 | 235.96 | 30,54,754 |
| August 2017 | 251.90 | August 1, 2017 | 58,464 | 218.00 | August 11, 2017 | 75,325 | 232.24 | 18,15,060 |
| July 2017 | 271.35 | July 12, 2017 | 4,60,636 | 243.00 | July 3, 2017 | 1,15,845 | 255.05 | 36,87,156 |
| June 2017 | 283.80 | June 15, 2017 | 28,80,511 | 217.05 | June 1, 2017 | 23,219 | 245.61 | 1,00,30,874 |
| May 2017 | 264.90 | May 05, 2017 | 1,02,429 | 215.25 | May 31, 2017 | 57,046 | 245.81 | 12,17,720 |

***Source:*** www.nseindia.com

***Note:*** *High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.*

**B) BSE**

| Period | HIGH | | | LOW | | | Average Price (₹) | Total Volume Traded in the period (No. of shares) |
|---|---|---|---|---|---|---|---|---|
| | High Price (₹) | Date of High Price | No. of shares traded on that date | Low Price (₹) | Date of Low Price | No. of shares traded on that date | | |
| **PRECEDING 3 FINANCIAL YEARS** | | | | | | | | |
| FY 2016-17 | 306.65 | October 28, 2016 | 1,21,374 | 215.70 | November 21, 2016 | 50,090 | 251.84 | 53,68,807 |
| FY 2015-16 | 358.00 | April 9, 2015 | 1,80,426 | 205.00 | November 23, 2015 | 13,84,205 | 266.92 | 97,56,462 |
| FY 2014-15 | 458.15 | November 11, 2014 | 7,78,710 | 294.10 | March 27, 2015 | 23,805 | 368.79 | 1,45,84,696 |
| **PRECEDING 6 MONTHS** | | | | | | | | |
| October 2017 | 255.45 | October 4, 2017 | 53,849 | 228.30 | October 17, 2017 | 24,492 | 236.14 | 2,91,428 |
| September 2017 | 258.00 | September 29, 2017 | 1,90,846 | 223.00 | September 27, 2017 | 7,015 | 236.12 | 3,92,702 |
| August 2017 | 251.55 | August 1, 2017 | 5,823 | 184.05 | August 24, 2017 | 47,851 | 232.28 | 2,97,838 |
| July 2017 | 271.20 | July 12, 2017 | 82,826 | 242.00 | July 3, 2017 | 22,181 | 254.84 | 8,86,855 |
| June 2017 | 283.40 | June 15, 2017 | 4,64,929 | 216.85 | June 1, 2017 | 6,037 | 245.55 | 18,94,665 |
| May 2017 | 264.00 | May 03, 2017 | 24,414 | 216.50 | May 31, 2017 | 9,117 | 245.85 | 1,98,674 |

***Source:*** www.bseindia.com

***Note:*** *High and Low price for the period are based on intraday prices and Average Price is based on average of closing price.*

16.3. The closing market price of the Equity Shares on BSE and NSE on October 5, 2017 being the Working Day previous to the day on which the Board approved the proposal for Buy-back, was ₹ 247.40 and ₹ 247.20, respectively.

16.4. The closing market price of the Equity Shares on BSE and NSE on October 9, 2017 being the Working Day following the day on which the Board approved the proposal for Buy-back, was ₹ 240.10 and ₹ 240.65, respectively.

16.5. The closing market price of the Equity Shares on BSE and NSE as on the date of intimation of the Board Meeting for considering the Buy-back, being September 28, 2017 was ₹ 225.10 and ₹ 225.30, respectively.

## 17. DETAILS OF THE STATUTORY APPROVALS

17.1. The Buy-back is subject to such further approvals as required under the provisions of the Buy-back Regulations including from the SEBI and applicable rules and regulations as specified by RBI under FEMA and/ or such other applicable rules and regulations for the time being in force.

17.2. The Buy-back of Equity Shares from Non-Resident Shareholders will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Shareholders including Non-Resident Indians ("**NRI**") and erstwhile Overseas Corporate Bodies ("**OCB**") must obtain all approvals required to tender the Equity

Shares held by them in this Buy-back (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders including NRI and OCB shareholders, to obtain such approvals and submit such approvals along with the tender form, so as to enable them to validly tender Equity Shares in the Buy-back and for the Company to purchase such Equity Shares tendered. The Company will have the right to make payment to the Eligible Shareholders in respect of whom no prior RBI approval is required and will have the right to reject the Equity Shares tendered by the Eligible Shareholders who are Non-Resident Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.

17.3. As on date, to the best of the knowledge of the Company, there are no other statutory or regulatory approvals required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/ regulatory approvals are delayed, changes to the proposed timetable of the Buy-back, if any, shall be intimated to the Stock Exchanges.

## 18. DETAILS OF THE REGISTRAR TO THE BUY-BACK AND COLLECTION CENTRE

### 18.1. REGISTRAR TO THE BUY-BACK

LINK Intime

**Link Intime India Private Limited**
C 101, 247 Park, L B S Marg, Vikhroli West,
Mumbai – 400 083, Maharashtra, India.
**Tel. No.:** +91 22 4918 6200 **Fax:** +91 22 4918 6195
**Email:** lovable.buyback2017@linkintime.co.in
**Website:** www.linkintime.co.in; **Contact Person:** Mr. Sumeet Deshpande
**SEBI Registration Number:** INR000004058; **Validity:** Permanent
**CIN:** U67190MH1999PTC118368

### 18.2. COLLECTION CENTRE

Eligible Shareholders are requested to submit their Tender Form(s) and requisite documents either by registered post/ courier/ hand deliver to the Registrar to the Buy-back, super scribing the envelope as **"Lovable Lingerie Limited Buyback 2017**", at their office address as mentioned above, so that the same are received not later than 2 (two) days from the Buy-back Closing Date i.e. Tuesday, January 23, 2018 (by 5.00 P.M. IST).

**THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUY-BACK.**

## 19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

19.1. The Company proposes to Buy-back up to 20,00,000 (Twenty Lakhs) fully paid-up Equity Shares (representing up to 11.90% of the total paid-up Equity Share capital of the Company) from the Eligible Shareholders, on a proportionate basis, through the Tender Offer route at a price of ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share, payable in cash for an aggregate maximum amount up to ₹ 50,00,00,000 (Rupees Fifty Crores Only). The Buy-back Offer is in accordance with the provisions of Section 68, 69, 70 and other applicable provisions, if any, of the Act and in accordance with Article 30 of the Articles of Association of the Company and subject to regulation 4(1)(a) and other applicable provisions contained in the Buy-back Regulations and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/ or regulatory authorities, including but not limited to approvals from SEBI, Stock Exchanges and the RBI, if any. The Buy-back Size represents less than 25% of the paid-up Equity Share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended March 31, 2017.

19.2. The aggregate shareholding of the Promoter and Members of Promoter Group as on the date of board meeting held to consider the Buy-back Offer and as on the date of this Letter of Offer is 1,12,94,826 Equity Shares which represents 67.23% of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations, under the Tender Offer route, the Promoter and Members of Promoter Group of the Company have an option to participate in the Buy-back Offer. The Promoter and Members of Promoter

Group of the company, have conveyed their intention to participate in the buy-back up to 30,00,000 (Thirty Lakhs) Equity shares or such lower number of Equity Shares in accordance with the provisions of the Buy-back Regulations.

19.3. Assuming response to the Buy-back Offer is 100% (full acceptance) from all the Eligible Shareholders in proportion to their respective Buy-back Entitlement, the aggregate shareholding of the Promoter and Members of Promoter Group post the Buy-back will increase by 0.11% resulting in holding of 67.34% however, such change will not take shareholding of Promoter and Members of Promoter Group in the company in excess of maximum permissible non-public shareholding. The exact change in shareholding of Promoter and Members of Promoter Group will depend upon the response to the Buy-back Offer and acceptances.

19.4. **Record Date and Ratio of Buy-back as per the Buy-back Entitlement in each Category**:

(i) The Company has fixed Friday, December 8, 2017 as the Record Date for the purpose of determining the Buy-back Entitlement and the names of the Equity Shareholders who are eligible to participate in the Buy-back.

(ii) The Equity Shares to be bought back as a part of this Buy-back are divided into two categories:

a) Reserved category for Small Shareholders ("**Reserved Category**"); and
b) General category for other Eligible Shareholders ("**General Category**").

(iii) As defined in the Buy-back Regulations, Small Shareholder is a shareholder, who holds Equity Shares of the Company, as on the Record Date, whose market value, on the basis of closing price on the Recognized Stock Exchange registering the highest trading volume, as on Record Date, is not more than ₹ 2,00,000/- (Rupees Two Lakh Only). As on the Record Date, the closing price on NSE having the highest trading volume, was ₹ 237.30/- (Rupees Two Hundred Thirty Seven and Thirty Paise Only). Accordingly, all Equity Shareholders holding not more than 842 Equity Shares as on the Record Date are classified as "Small Shareholders" for the purpose of the Buy-back.

(iv) Based on the above definition, there are 22,247 Small Shareholders in the Company with aggregate shareholding of 23,44,688 Equity Shares as on the Record Date, which constitutes 13.96% of the outstanding number of Equity Shares of the Company and 117.23% of the maximum number of Equity Shares which the Company proposes to buy-back as a part of this Buy-back.

(v) In compliance with regulation 6 of the Buy-back Regulations, the reservation for the Small Shareholders, will be higher of:

a) 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buy-back i.e. 15% of 20,00,000 Equity Shares which works out to be 3,00,000 Equity Shares; or

b) The number of Equity Shares entitled as per their shareholding as on Record Date i.e. (23,44,688/1,68,00,000)*20,00,000, which works out to be 2,79,130 Equity Shares.

(1) All the outstanding fully paid-up Equity Shares have been used for computing the Buy-back Entitlement of Small Shareholders.

(2) Based on the above and in accordance with regulation 6 of the Buy-back Regulations, 3,00,000 fully paid-up Equity Shares have been reserved for Small Shareholders.

Accordingly, General Category for all other Eligible Shareholders shall consist of 17,00,000 Equity Shares.

(vi) Based on the above Buy-back Entitlement, the Ratio of Buy-back for both categories is decided as below:

| Category of Shareholders | Ratio of Buy-back |
|---|---|
| Reserved category for Small Shareholders | 38 Equity Shares out of every 297 fully paid-up Equity Shares held on the Record Date. |

| Category of Shareholders | Ratio of Buy-back |
|---|---|
| General category for all other Eligible Shareholders | 161 Equity Shares out of every 1369 fully paid-up Equity Shares held on the Record Date. |

19.5. **Fractional Entitlements:**

If the Buy-back Entitlement under the Buy-back, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-back Entitlement to tender Equity Shares in the Buy-back 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 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 Buy-back and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

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

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

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

(ii) Post the Acceptance as described in paragraph 19.6 (i) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-back, shall be given preference and 1 (one) Equity Share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

(iii) Post the Acceptance as described in paragraph 19.6 (i) and 19.6 (ii) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy-back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) above, shall be reduced by 1 (one).

(iv) Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 19.6 (iii) above:

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

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

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

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

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

(ii) Post the Acceptance as described in paragraph 19.7 (i) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders over and above their Buy-back Entitlement shall be accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per Shareholder shall be made in accordance with the Buy-back Regulations, i.e. valid acceptances per Shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholder divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be accepted in General Category.

(iii) Adjustment for fractional results in case of proportionate acceptance as described in paragraph 19.7 (i) and (ii) above:

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

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

19.8. **Basis of Acceptance of Equity Shares between Categories**

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

(ii) If the Partially filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom 1 (one) Equity Share has been accepted in accordance with paragraph 19.6 (ii) shall be reduced by 1 (one).

(iii) Adjustment for fraction results in case of proportionate Acceptance, as defined in paragraph 19.8 (i) and (ii) above:

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

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

19.9. **For avoidance of doubt, it is clarified that:**

(i) The Equity Shares accepted under the Buy-back from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

(ii) The Equity Shares accepted under the Buy-back 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;

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

(iv) The Basis of Acceptance finalized by the Registrar in consultation with the Company and the Manager in accordance with Buy-back Regulation shall be final and binding.

**20. PROCEDURE FOR TENDERING EQUITY SHARES AND SETTLEMENT**

20.1. The Buy-back is open to all Eligible Shareholders holding Equity Shares of the Company as on the Record date, i.e. Friday, December 8, 2017.

20.2. The Company proposes to Buy-back Equity shares through the Tender Offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-back as well as the detailed disclosures as specified in the Buy-back Regulations, will be dispatched to the Eligible Shareholders.

20.3. The Company will not accept any Equity Shares offered for Buy-back which are under any restraint order of a court for transfer/ sale of such Equity Shares.

20.4. The Company shall comply with regulation 19(5) of the Buy-back Regulations which state that the Company shall not buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.

20.5. Eligible Shareholders' participation in Buy-back will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buy-back or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buy-back, without additional investment. Shareholders may also tender a part of their Buy-back Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buy-back Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buy-back Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (Process and Methodology for the Buy-back) of this Letter of Offer.

20.6. Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.

20.7. The Company shall accept all the Equity Shares validly tendered for the Buy-back by Eligible Shareholders, on the basis of their Buy-back Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7, 19.8 and 19.9.

20.8. As elaborated under paragraph 19.4 above, the Equity Shares proposed to be bought as a part of the Buy-back are divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Shareholders, and the Buy-back Entitlement of Eligible Shareholders in each category shall be calculated accordingly.

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

20.10. The Buy-back shall be implemented 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, as may be amended from time to time and following the procedure prescribed in the Act and the Buy-back Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time. In this regard, the

Company will request BSE to provide the Acquisition Window. For the purpose of this Buy-back, BSE will be the Designated Stock Exchange.

20.11. The maximum tender under the Buy-back by any Eligible Shareholder cannot exceed the number of shares held by the Eligible Shareholder on the Record Date.

20.12. For implementation of the Buy-back, the Company has appointed **Ventura Securities Limited** as the registered broker to the Company (the "**Company's Broker**") who will facilitate the process of tendering Equity Shares through Stock Exchange Mechanism for the Buy-back and through whom the purchases and settlements on account of the Buy-back would be made by the Company. The contact details of the Company's Broker are as follows:

**Name of Company Broker:** Ventura Securities Limited
**Address:** I-Think Techno Campus, B-wing, 8th Floor, Pokran Road No.2, off. Eastern Express Highway, Thane (West) 400607, Maharashtra, India.
**Contact Person:** Mr. Nilesh Mehta; **Tel.:** +91-22-67547020
**E-mail:** nilesh@ventura1.com; **Website:** www.ventura1.com
**SEBI Registration Number:** INB230760432 and INB010760438
**Corporate Identity Number**: U67120MH1994PLC082048

20.13. The Acquisition Window will be provided by the BSE to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back. The details of the platform will be specified by BSE from time to time.

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

**1. In case of Eligible Shareholder being an individual or HUF:**

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

a) Forms required:
   1) Central Know Your Client (CKYC) form
   2) Know Your Client (KYC) form

b) Documents required (all documents self-attested):
   1) Bank details (cancelled cheque)
   2) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

B. If Eligible Shareholder is not registered with KRA:

a) Forms required:
   1) CKYC form
   2) KRA form
   3) KYC form

b) Documents required (all documents self-attested):
   1) PAN card copy
   2) Address proof
   3) Bank details (cancelled cheque)
   4) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.
It may be noted that other than submission of above forms and documents in person verification may be required.

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

A. If Eligible Shareholder is KRA registered:

a) Form required:
   1) KYC Form

b) Documents required (all documents self-attested)
   1) Bank details (cancelled cheque)
   2) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
   3) Latest list of directors/authorised signatories
   4) Latest shareholding pattern
   5) Board resolution
   6) Details of ultimate beneficial owner along with PAN card and address proof
   7) Last 2 years financial statements

B. If Eligible Shareholder is not KRA registered:

a) Forms required:
   1) KRA form
   2) KYC form

b) Documents required (all documents self-attested):
   1) PAN card copy
   2) Address proof
   3) Bank details (cancelled cheque)
   4) Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
   5) Latest list of directors/authorised signatories /partners
   6) PAN card copies & address proof of directors/authorised signatories/partners
   7) Latest shareholding pattern
   8) Board resolution/partnership declaration
   9) Details of ultimate beneficial owner along with PAN card and address proof
   10) Last 2 years financial statements
   11) MOA/Partnership deed

In addition to above documents, shareholder would also require to submit the FATCA form along with KYC/ KRA requirements.
It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.15. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers.

20.16. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.

20.17. Shareholder Brokers can enter orders for Equity Shares in Demat form as well as in physical form.

20.18. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholders will be allowed during the Tendering Period of the Buy-back. 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.

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

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

20.21. **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**

(i) Eligible Shareholders who desire to tender their Equity Shares in the dematerialised form under Buy-back would have to do so through their respective Shareholder Broker by giving details of Equity Shares they intend to tender under the Buy-back offer.

(ii) The Shareholder Broker/ Eligible Shareholder would be required to transfer the tendered Equity Shares to a special account of the Clearing Corporation specifically created for the purpose of Buy-back **("Special Account"),** by using settlement number through the early pay in mechanism of Depositories and the same shall be validated at the time of order entry.

(iii) The details of the settlement number and Special Account for the Buy-back shall be informed in issue opening circular that will be issued by BSE/ Clearing Corporation prior to placing bid by Shareholder Broker.

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

(v) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the Eligible Shareholders. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered, etc.

(vi) Eligible Shareholders who have tendered their Equity Shares in the Buy-back can 'hand deliver' Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the head-office (mentioned in paragraph 18 of this Letter of Offer) of Registrar to the Buy-back. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the head-office of Registrar to the Buy-back, may send the same by registered post/ speed post, at their own risk, super scribing the envelope as "**Lovable Lingerie Limited Buyback 2017**", to the Registrar to the Buy-back at their office mentioned on the cover page of this LoF, so that the same are received not later than 2 (two) days from the Buy-back Closing Date i.e. Tuesday, January 23, 2018 (by 5.00 P.M. IST).

(vii) All Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(a) Duly attested power of attorney, if any person other than the Eligible Shareholders has signed the Tender Form;
(b) Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholders has expired; and
(c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

(viii) In case 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 exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Equity Shareholders.

(ix) The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buy-back decided by the Company.

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

(i) Eligible Shareholders who are holding Equity Shares in physical form and intend to participate in the Buy-back are required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out including the following:

(a) The Tender Form duly signed (by all Eligible Shareholders in case Equity Shares are in joint names) in the same order in which they hold the Equity Shares;
(b) Original share certificates;
(c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company;
(d) Self-attested copy of the Eligible Shareholder's PAN Card;
(e) Any other relevant documents such as (but not limited to):
- Duly attested Power of Attorney, if any person other than the Eligible Shareholder has signed the relevant Tender Form;
- Copy of death certificate/ succession certificate/legal heirship certificate or probated will certified true by a Notary, if the original Eligible Shareholder has deceased; and
- Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.

(f) In addition to the above, 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 Shareholders 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.

(ii) Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). 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 the order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, etc.

(iii) After placement of bid, as mentioned in paragraph 20.22(ii) above, the Shareholder Broker must ensure delivery of Tender Form, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 20.22(i) above) either by registered post or courier or hand delivery to the Registrar to the Buy-back (at the address mentioned on the cover page and mentioned in paragraph 18 above) not later than 2 (two) days from the Buy-back Closing Date i.e. Tuesday, January 23, 2018 (by IST 5.00 P.M. IST). The envelope should be super scribed as "**Lovable Lingerie Limited Buyback 2017**". One copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Shareholder Broker.

(iv) Eligible Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids‟. Once, Registrar confirms the bids it will be treated as "Confirmed Bids‟.

(v) All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Company and Registrar shall have the right to reject such Equity Shares tendered. The Equity Shares shall be liable for rejection on the following grounds amongst others: (a) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (b) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (c) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (d) In case the signature on the Tender Form and Form No. SH-4 doesn't match as per the specimen signature recorded with Company/Registrar.

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

20.23. **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares:**

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

(ii) FII/FPI Shareholder should enclose a copy of their SEBI registration certificate.

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

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

(i) **In case the Equity Shares are in dematerialised form:** An Eligible Shareholders may participate in the Buy-back by downloading the Tender Form from the website of the Company i.e. www.lovableindia.in or by providing their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buy-back.

(ii) **In case the Equity Shares are in physical form:** An Eligible Shareholder may participate in the Buy-back 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 Buy-back and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Eligible Shareholders PAN card(s), bank account details for transfer of fund on Shares bought-back by Company and executed share transfer form in favour of the Company. The transfer form no. SH-4 can be downloaded from the Company's website www.lovableindia.in. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.22(i) above), reach the collection center not later than 2 (two) days from the Buy-back Closing Date i.e. Tuesday January 23, 2018 (by 5.00 P.M. IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar/ Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

**Please note that Eligible Shareholders who intend to participate in the Buy-back 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 Seller Broker in the electronic platform to be made available by BSE before the Buy-back Closing Date.**

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

20.25. Non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to, any Eligible Shareholder, shall not invalidate the Buy-back in any way.

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

20.27. **Method of Settlement**

a) Upon finalization of the basis of Acceptance as per the Buy-back Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

b) The Company will transfer the consideration pertaining to the Buy-back to the Clearing Corporation's bank account through the Company's Brokers as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the Buy-back, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or relevant Bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Shareholder Brokers for onward transfer to the such Eligible Shareholder holding Equity Shares in dematerialized form.

c) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.

d) For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's account.

e) The Equity Shares bought back in the dematerialized form would be transferred directly to the escrow account of the Company ("**Company Demat Escrow Account**") provided it is indicated by the Company's Brokers or it will be transferred by the Company's Brokers to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Designated Stock Exchange.

f) Excess Equity Shares or unaccepted Equity Shares, in dematerialised form, if any, tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the respective Eligible Shareholder.

g) Any excess Equity Shares, in physical form, pursuant to proportionate acceptance / rejection will be returned back to the Eligible Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back by Eligible Shareholders holding Equity Shares in the physical form.

h) The Shareholder Broker would issue contract note for the Equity Shares accepted under the Buy-back. The Company's Brokers would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

i) Equity Shareholders who intend to participate in the Buy-back should consult their respective Selling Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Member upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Managers to the Buy-back and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage) levied by the Selling Member, and such costs will be incurred solely by the Eligible Shareholders

j) The Equity Shares lying to the credit of the Company Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations and the Act.

20.28. **Rejection Criteria**: The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds.

***For Eligible Shareholders holding shares in the dematerialized form if:***

a) The shareholder is not an Eligible Shareholder of the Company as on the Record Date.

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

a) The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Tuesday, January 23, 2018 (by 5.00 P.M. IST);
b) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
c) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
d) If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
e) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## 21. NOTE ON TAXATION

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

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

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY-BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

### I. GENERAL

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 ('**Income Tax Act**' or '**ITA**').

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

The ITA also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on 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 stock exchanges in India unless stated otherwise.

## II. CLASSIFICATION OF SHAREHOLDERS

Shareholders can be classified under the following categories:

### A) Resident Shareholders being:

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

### B) Non Resident Shareholders being:

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

## III. CLASSIFICATION OF INCOME

Shares can be classified under the following two categories:

A) Shares held as investment (Income from transfer taxable under the head "Capital Gains")

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

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

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

### A) SHARES HELD AS INVESTMENT

**i.** As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains on Buy-back of shares are governed by the provisions of section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per computation provisions contained in section 48 of the Income Tax Act. The provisions of buy-back tax on the Company under

section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange.

**ii. Period of holding**

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

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

**iii. Buy-back of shares through a recognized stock exchange**

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

- LTCG arising from such transaction was exempt under section 10(38) of the Income Tax Act upto March 31, 2017 subject to fulfilment of certain conditions which mainly included that such sale transaction is chargeable to securities transaction tax. In case of Buy-back herein, securities transaction tax is chargeable and accordingly the LTCG arising on tendering of shares under Buy-back was exempt till March 31, 2017. With effect from April 1, 2017, a third proviso has been inserted in section 10(38) of ITA vide Finance Act, 2017 which additionally requires that the exemption u/s 10(38) of ITA on sale of equity shares would be available if acquisition of such equity shares was chargeable to securities transaction tax in cases of acquisition of equity shares on or after October 1, 2004, other than such acquisition which may be notified by the Central Government. Pursuant to such powers conferred by third proviso to Section 10(38), the Central Government has exempted all transactions of acquisition of equity shares on or after October 1, 2004 except few transactions vide Notification No. S.O. 1789(E) dated June 5, 2017. Therefore, tax treatment of LTCG may be different for each Shareholder depending on whether the transaction of acquisition of equity shares which are tendered in the Buy-back falls under the exemption u/s 10(38) or otherwise. In case, LTCG arising from tendering of equity shares under the Buy-back doesn't fall under tax exemption u/s 10(38), such LTCG shall be subject to tax u/s 112 of the Income Tax Act @ 20% with indexation benefit or @ 10% without indexation benefit.

- STCG arising from such transaction would be subject to tax @ 15% under section 111A of the Income Tax Act.

**iv.** Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, surcharge, education cess and secondary and higher education cess are leviable (Please refer to paragraph 21. V. below for rate of surcharge and cess).

**v.** Further in case of Eligible Shareholders being companies as defined under the Income Tax Act, the tax provisions of minimum alternate tax on book profits as provided u/s. 115JB of the Income Tax Act need to be considered depending on their income and losses, etc. for the year.

**vi.** Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement ("DTAA"), if any, entered into by India with relevant country in which the

shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

**B) SHARES HELD AS STOCK-IN-TRADE**

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

**i. Resident Shareholders**

a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
b) Domestic company having turnover or gross receipts not exceeding Rs. 50 Crore in the previous year i.e. 2015-16 would be taxable @ 25%
c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30% or other applicable tax rate.

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

**ii. Non Resident Shareholders**

a) Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement ('**DTAA**'), if any, entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

b) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates.
- For foreign companies, profits would be taxed in India @ 40%.
- For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

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

**IV. TAX DEDUCTION AT SOURCE**

**A) In case of Resident Shareholders**

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

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

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

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

## V. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable as under:

### A) Surcharge

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

### B) Cess

Education cess @ 2% and secondary and higher education cess @ 1% is leviable in all cases

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

## 22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buy-back Regulation:

The Board of Directors made declaration as on the date of passing the board resolution approving the Buy-back i.e. October 6, 2017 and Mr. L Vinay Reddy, Chairman and Managing Director and Mr. L Jaipal Reddy, Whole-Time Director of the Company, acting upon the authority of the Board, has confirmed that:

1. There are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, 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.

2. It has, based on a full enquiry conducted into the affairs and prospects of the Company and taking into account all the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the Act formed an opinion:

   a) that immediately following the date of the Board Meeting held on October 06, 2017 and the date on which the results of the Postal Ballot will be declared, there shall be no grounds on which the Company can be found unable to pay its debts;

   b) that as regards the Company's prospects for the year (12 Months) immediately following 1) the date of the board meeting held on October 6, 2017 and 2) the date on which the results of the postal ballot will be declared, approving the Buy-back Offer, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year (12 months) from the date of the board meeting held on October 06, 2017 as well as the date on which the results of the Postal Ballot will be declared; and

c) that in forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up (including prospective and contingent liabilities) under the provisions of the Act.

**For and on behalf of the Board of Directors of Lovable Lingerie Limited**

| Sd/- | Sd/- |
|---|---|
| **L Vinay Reddy**<br>Chairman and Managing Director<br>(DIN: 00202619) | **L Jaipal Reddy**<br>Whole-time Director<br>(DIN: 01539678) |

**23. AUDITORS CERTIFICATE**

The text of the report dated October 17, 2017 received from DMKH & Co., Chartered Accountants, the statutory auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**Quote**

To,
Board of Directors
**Lovable Lingerie Limited**
A-46, Road No.2,
MIDC, Andheri (East),
Mumbai – 400 093,
Maharashtra, India.

**Auditor's Report on Buy-back of Equity Shares pursuant to the requirement of Schedule II to the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended**

1. This Report is issued in accordance with the terms of our service scope letter dated September 29, 2017.

2. In connection with the proposal of Lovable Lingerie Limited ("**Company**") to buy-back its Equity Shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('**the Act**') and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ('**the Buy-back Regulations**'), and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on October 6, 2017, which is subject to the approval of the members of the Company, we have been engaged by the Company to perform a reasonable or limited assurance as applicable on the reporting criteria, specified in paragraph 5 of this report.

**Board of Directors Responsibility**

3. The preparation of the Statement of determination of the permissible capital payment towards buy-back of Equity Shares ("**the Statement**"), as set out in Annexure A hereto, to be initialed by us for identification purpose only, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date on which the results of the postal ballot for buy-back of its Equity Shares will be declared.

**Auditor's Responsibility**

5. Pursuant to the requirements of the Buy-back Regulations, it is our responsibility to provide reasonable assurance on the following point (i) and to provide limited assurance on the following point (ii) ("**the Reporting Criteria**")

   (i) Whether the amount of capital payment for the buy-back is within the permissible limit computed in accordance with the provisions of Section 68 of the Act; and

   (ii) Whether the Board of Directors has formed the opinion, as specified in Para (x) of Part A of Schedule II to the Buy-back Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date on which the results of postal ballot for buy-back of its Equity Shares will be declared.

6. The Statement has been prepared based on the financial statements of the Company for the financial year ended March 31, 2017 which were audited by M/s. Vinod Kumar Jain & Co., Chartered Accountants (ICAI FRN: 111513W) who had issued an unmodified audit opinion, vide their audit report dated May 29, 2017. Accordingly we have relied upon the audited financial statements for the financial year ended March 31, 2017 for the purpose of issue of this report.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. A reasonable or limited assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed, inter alia, the following procedures in relation to the Statement:

   i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the Financial year ended March 31, 2017;
   ii) Examined authorization for buy-back from the Articles of Association of the Company;
   iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;
   iv) Examined that the ratio of aggregate of secured and unsecured debts owed by the Company is not more than twice the paid-up capital and free reserve after such buy-back;
   v) Examined that all Equity Shares for buy-back are fully paid-up;
   vi) Examined resolution passed in the meeting of the Board of Directors approving the buy-back;
   vii) Examined Directors' declarations for the purpose of buy-back and solvency of the Company; and
   viii) Obtained necessary representations form the management of the Company.

**Opinion**

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

    a) that the proposed amount of capital payment of ₹50,00,00,000/- (Rupees Fifty Crores Only) for the Equity Shares in question does not exceed the permissible capital payment which is ₹53,87,57,723/- (Rupees Fifty Three Crores Eighty Seven Lakhs Fifty Seven Thousand Seven Hundred and Twenty Three Only), as determined in the statement of determination of the permissible capital payment towards buy-back of Equity Shares, as stated in Annexure A, is properly determined in accordance with Section 68 of the Act; and

    b) that the Board of Directors in their meeting held on October 6, 2017 have formed the opinion, as specified in para (x) of Part A of Schedule II of the Buy-back Regulations, on reasonable grounds,

that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

**Restriction on Use**

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buy-back Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the members, (b) in the Public Announcement to be made to the members of the Company, (c) in the Draft Letter of Offer and Letter of Offer to be filed with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies as required by the Buy-back Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For DMKH & Co.**
**Chartered Accountants**
**ICAI Firm Registration Number: 116886W**

**Sd/-**
**CA Durgesh Kabra**
**Partner**
**Membership Number: 044075**

**Place: Mumbai**
**Date: October 17, 2017**

**Lovable Lingerie Limited**
**Annexure A**

**Statement of determination of the permissible capital payment towards buy-back of equity shares ('the Statement") in accordance with Section 68(2) of the Companies Act, 2013**

| | Particulars | Amount in ₹ | Amount in ₹ |
|---|---|---|---|
| **A** | **Total paid-up share capital and free reserves as at March 31, 2017, based on the audited standalone financial statements of the Company as at and for the year ended March 31, 2017** | | |
| **a.** | **Total paid-up share capital** | | **16,80,00,000** |
| | **Free reserves, comprising of** | | |
| | - Securities premium account | 1,00,16,83,036 | |
| | - General reserve | 8,51,40,000 | |
| | - Surplus in the statement of profit and loss | 90,02,07,856 | |
| **b.** | **Total free reserves** | | **1,98,70,30,892** |
| | **Total paid-up share capital and free reserves (a+b)** | | **2,15,50,30,892** |
| **B** | **The amount of maximum permissible capital payment towards the buy-back being lower of;** | | |
| | (a) 25% of total paid-up share capital and free reserves as at March 31, 2017 | | **53,87,57,723** |
| | (b) Maximum amount approved by the Board of Directors at their meeting held on October 6, 2017 | | **50,00,00,000** |

**For and on behalf of the Board of Directors of**
**Lovable Lingerie Limited**

**sd/-**
**L. Vinay Reddy**
**Chairman & Managing Director**
**Place: Mumbai**
**Date: October 06, 2017**

**Unquote**

## 24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at A-46, Street No. 2, MIDC, Andheri (East), Mumbai - 400093, Maharashtra, India, between 10 a.m. and 5.00 p.m. on all working days except Saturday, Sunday and public holidays, during the Offer Period:

(i) Certificate of Incorporation of the Company.
(ii) Memorandum and Articles of Association of the Company.
(iii) Annual reports of the Company for the preceding three financial years viz. March 31, 2017, 2016, and 2015.
(iv) Copy of resolution passed by the Board of Directors at their meeting held on October 6, 2017 approving the proposal of the Buy-back.
(v) Copy of the resolution of shareholders passed by way of Postal Ballot, results of which were declared on November 27, 2017 along with Scrutinizer's Report.
(vi) Certificate dated October 17, 2017 received from DMKH & Co., Chartered Accountants, Mumbai, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buy-back Regulations.
(vii) Copy of Public Announcement dated November 27, 2017 published in the newspapers on November 28, 2017 in relation to Buy-back.
(viii) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
(ix) Certificate dated October 17, 2017 by DMKH & Co., Chartered Accountant certifying that the Company has made firm financial arrangements for fulfilling its obligations under the Buy-back, in accordance with the Buy-back Regulations.
(x) Copy of the Escrow Agreement dated December 26, 2017 executed amongst the Company, Escrow Agent and the Manager to the Buy-back.
(xi) Confirmation letter by the Escrow Agent dated December 29, 2017 that the escrow amount of ₹ 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) has been received in the Escrow Account.
(xii) SEBI comments received on DLoF vide letter no. CFD/DCRII/SKS/32704/2017 dated December 22, 2017 issued in terms of the Buy-back Regulations.

## 25. DETAILS OF THE COMPLIANCE OFFICER

The Equity Shareholders may contact the Compliance Officer to the Buy-back Offer for any clarifications or to address their grievances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. (IST) on all working days except Saturday, Sunday and public holidays, at the following address:

**L Vinay Reddy,**
**Compliance Officer to Buy-back Offer**
**Lovable Lingerie Limited**
A-46, Street No.2, MIDC,
Andheri (East), Mumbai - 400093,
Maharashtra, India.
**Email:** corporate@lovableindia.in
**Tel:** +91 22- 2838 3581

## 26. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

(i) In case of any grievances relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Compliance Officer of the Manager to the Buy-back at investors@vivro.net and/ or Registrar to the Buy-back and/ or Compliance Officer(s) of the Company for redressal.

(ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act, 2013 or any rules made there-under, to the extent applicable, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, 2013, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013, as the case may be.

(iii) The address of the concerned office of the Registrar of Companies is as follows:
**Registrar of Companies, Mumbai**
100, Everest, Marine Drive,
Mumbai – 400002,
Maharashtra, India.
Phone: 022-22812627/22020295/22846954; Fax: 022-22811977

## 27. DETAILS OF INVESTOR SERVICE CENTRE

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

**Registrar to the Buy-back:**

LINK Intime

**Link Intime India Private Limited**
C 101, 247 Park, L B S Marg,
Vikhroli West,
Mumbai – 400 083,
Maharashtra, India.
**Tel. No.:** +91 22 4918 6200
**Fax:** +91 22 4918 6195
**Email**: lovable.buyback2017@linkintime.co.in
**Website:** www.linkintime.co.in
**Contact Person:** Mr. Sumeet Deshpande
**SEBI Registration Number:** INR000004058
**Validity**: Permanent
**CIN:** U67190MH1999PTC118368

## 28. DETAILS OF THE MANAGER TO THE BUY-BACK

VIVRO

**Vivro Financial Services Private Limited**
607, 608 Marathon Icon,
Opp. Peninsula Corporate Park,
Off Ganpatrao Kadam Marg,
Veer Santaji Lane, Lower Parel,
Mumbai – 400 013,
Maharashtra, India.
**Contact Person:** Mr. Harish Patel / Mr. Sagar Jatakiya
**E-mail:** investors@vivro.net, **Website:** www.vivro.net
**Tel:** +91 22 6666 8040/41/42; **Fax:** +91 22 6666 8047
**SEBI Registration Number:** INM000010122; **CIN:** U67120GJ1996PTC029182

## 29. LEGAL ADVISOR TO THE COMPANY

**Bathiya Legal**
909, Hubtown Solaris, N S Phadke Road,
Near East - West Flyover,
Andheri (East),
Mumbai – 400069,
Maharashtra, India.
Tel: 022-6133 8050
Website: www.bathiyalegal.com

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

As per regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on October 06, 2017.

**For and on behalf of the Board of Directors of Lovable Lingerie Limited**

| Sd/- | Sd/- | Sd/- |
|---|---|---|
| **L Vinay Reddy**<br>Chairman and Managing Director<br>(DIN: 00202619) | **L Jaipal Reddy**<br>Whole-time Director<br>(DIN: 01539678) | **L Vinay Reddy**<br>Compliance Officer to Buy-back<br>(DIN: 00202619) |

**Date:** December 29, 2017
**Place:** Mumbai

## 31. OFFER FORM

**31.1** Tender Form (for Eligible Shareholders holding Equity Shares in dematerialised form).
**31.2** Tender Form (for Eligible Shareholders holding Equity Shares in physical form).
**31.3** Form No. SH-4 – Securities Transfer Form

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

Bid Number:
Date:

| | | | | | |
|---|---|---|---|---|---|
| **BUY-BACK OPENS ON:** | | | **MONDAY, JANUARY 8, 2018** | | |
| **BUY-BACK CLOSES ON:** | | | **FRIDAY, JANUARY 19, 2018** | | |
| **For Registrar / collection centre use** | | | | | |
| Inward No. | | Date | | Stamp | |
| | | | | | |
| | | | | | |
| **Status *(please tick appropriate box)*** | | | | | |
| | Individual | | FII | | Insurance Co. |
| | Foreign Co. | | NRI/OCB | | FVCI |
| | Body Corporate | | Bank / FI | | Pension / PF |
| | VCF | | Partnership/LLP | | 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)** |

To,
The Board of Directors
**LOVABLE LINGERIE LIMITED**
C/o Link Intime India Private Limited,
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083

Dear Sirs,

**Sub: Letter of Offer dated December 29, 2017 in relation to Buy-back Offer of up to 20,00,000 (Twenty Lakh) Equity Shares of Lovable Lingerie Limited (the "Company") at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share ("Buy-back Price"), payable in cash.**

---

1. I / We, having read and understood the Letter of Offer dated December 29, 2017, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buy-back the Equity Shares offered by me/us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
5. I / we agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
6. In case 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 exchange bidding system, the Buy-back shall be deemed to have been accepted, for demat Shareholders.
7. I / We agree that the consideration for the accepted Equity Shares will be paid as per secondary market mechanism.
8. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
9. 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 give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.
10. Details of Equity Shares held and tendered / offered for Buy-back:

| | **In Figures** | **In Words** |
|---|---|---|
| Number of Equity Shares held as on Record Date i.e. December 8, 2017 | | |
| Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement) | | |
| Number of Equity Shares offered for Buy-back | | |

11. Applicable for all Non-resident shareholders - I/ We undertake to pay income taxes in India on any income arising on such Buy-back Offer and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

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**Acknowledgement Slip: LOVABLE LINGERIE LIMITED BUY-BACK 2017**

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

| | | | |
|---|---|---|---|
| **DP Id.:** | | **Client Id.:** | |
| **Received from Mr./ Ms./Mrs.** | | | |
| **Form of Acceptance-cum-Acknowledgement, Original TRS along with:** | | | |
| **No. of Equity Shares offered for Buy-back (In figures)** | | **(in words)** | |
| | | | |
| **Stamp of Broker/Registrar** | | | |

***Please quote DP ID and Client ID for all future correspondence***

12. 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 | |

13. Equity Shareholders Details:

| | First/Sole Holder | Joint Holder 1 (if any) | Joint Holder 2 (if any) | Joint Holder 3 (if any) |
|---|---|---|---|---|
| Full name(s) of the Equity Shareholder | | | | |
| Signature(s)* | | | | |
| PAN | | | | |
| Address of the Sole/First Equity Shareholder | | | | |
| Telephone No. and Email ID | | | | |

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

**Instructions:**

1. This Buy-back will open on January 8, 2018 and close on January 19, 2018.
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. The Equity Shares tendered in the Buy-back Offer shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the shareholder.
4. The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares tendered by them, due to rejection or due to the Buy-back Offer being on a proportionate basis in terms of the Ratio of Buy-back.
5. Eligible Shareholders to whom the Buy-back Offer is made are free to tender Equity Shares to the extent of their Buy-back Entitlement in whole or in part or in excess of their entitlement.
6. For the procedure to be followed by Eligible Shareholders for tendering their Equity Shares in the Buy-back Offer, please refer to paragraph 20 of the Letter of Offer.
7. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
8. The dematerialized Equity Shares tendered by Eligible Shareholders shall be rejected 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 non-receipt of valid bid in the exchange bidding system.
9. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back Offer (including without limitation the approval from the RBI).

*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 BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre,**
**LOVABLE LINGERIE LIMITED BUY-BACK 2017**
**Link Intime India Private Limited**
C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.
**Tel. No.:** +91 22 4918 6200 **Fax:** +91 22 4918 6195
**Email:** lovable.buyback2017@linkintime.co.in
**Website:** www.linkintime.co.in
**Contact Person:** Mr. Sumeet Deshpande

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

Bid Number:
Date:

| **BUY-BACK OPENS ON:** | | **MONDAY, JANUARY 8, 2018** | | | |
|---|---|---|---|---|---|
| **BUY-BACK CLOSES ON:** | | **FRIDAY, JANUARY 19, 2018** | | | |
| **For Registrar / collection centre use** | | | | | |
| Inward No. | Date | Stamp | | | |
| | | | | | |
| | | | | | |
| **Status *(please tick appropriate box)*** | | | | | |
| | Individual | | FII | | Insurance Co. |
| | Foreign Co. | | NRI/OCB | | FVCI |
| | Body Corporate | | Bank / FI | | Pension / PF |
| | VCF | | Partnership/LLP | | 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)** |

To,
The Board of Directors
**LOVABLE LINGERIE LIMITED**
C/o Link Intime India Private Limited,
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083

Dear Sirs,

**Sub: Letter of Offer dated December 29, 2017 in relation to Buy-back offer of up to 20,00,000 (Twenty Lakh) Equity Shares of Lovable Lingerie Limited (the "Company") at a price of ₹250/- (Rupees Two Hundred and Fifty only) per Equity Share ("Buy-back Price"), payable in cash.**

---

I / We, having read and understood the Letter of Offer dated December 29, 2017, hereby tender / offer my / our Equity Shares in response to the Buy-back Offer on the terms and conditions set out below and in the Letter of Offer.

1. I / We authorise the Company to Buy-back the Equity Shares offered by me/us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-back to extinguish the Equity Shares.
2. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buy-back by me / us are free from all liens, equitable interest, charges and encumbrance.
3. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buy-back and that I / we am / are legally entitled to tender the Equity Shares for Buy-back.
4. I / we agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
5. I / We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
6. I / We undertake to return to the Company any Buy-back consideration that may be wrongfully received by me / us.
7. I / We agree that the Company is not obliged to accept any Equity Shares tendered/offered for Buy-back where loss of share certificates has been notified to the Company.
8. I / We agree that the Company will pay the Buy-back Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
9. I / We authorize the Company to split the share certificate and issue new consolidated share certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buy-back
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 give effect to the Buy-back in accordance with the Act and the Buy-back Regulations.
11. Details of Equity Shares held and tendered / offered for Buy-back:

| | **In Figures** | **In Words** |
|---|---|---|
| Number of Equity Shares held as on Record Date i.e. December 8, 2017 | | |
| Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement) | | |
| Number of Equity Shares offered for Buy-back | | |

*Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buy-back Entitlement. Number of Equity Shares validly tendered by Eligible Shareholder over and above his Buy-back Entitlement shall be accepted in accordance with paragraph 19.6, 19.7, 19.8, and 19.9 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

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**Acknowledgement Slip: LOVABLE LINGERIE LIMITED BUY-BACK 2017**

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

| **Folio No.** | | | |
|---|---|---|---|
| **Received from Mr./ Ms./Mrs.** | | | |
| **Form of Acceptance-cum-Acknowledgement, Original TRS along with:** | | | |
| **No. of Equity Shares offered for Buy-back (In figures)** | | **(in words)** | |
| | | | |
| **Stamp of Broker/Registrar** | | | |

***Please quote Folio No. for all future correspondence***

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

| Sr. No. | Folio No. | Share Certificate No. | Distinctive No(s) | | No. of Shares |
|---|---|---|---|---|---|
| | | | From | To | |
| | | | | | |
| | | | | | |
| | | | | | |
| **Total** | | | | | |

*In case the number of folios and share certificates enclosed exceed 3 nos., Please attach a separate sheet giving details in the same format as above*

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

| Name of the Bank | Branch and City | Account Number (indicate type of account) |
|---|---|---|
| | | |

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

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

15. Equity Shareholders Details:

| | First/Sole Holder | Joint Holder 1 (if any) | Joint Holder 2 (if any) | Joint Holder 3 (if any) |
|---|---|---|---|---|
| Full name(s) of the shareholder | | | | |
| Signature(s)* | | | | |
| PAN | | | | |
| Address of the Sole/First Equity Shareholder | | | | |
| Telephone No. / Email ID | | | | |

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

16. Applicable for all Non-resident shareholders - I/ We undertake to pay income taxes in India on any income arising on such Buy-back and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-back of shares by me/ us.

**Instructions:**

1. This Buy-back will open on January 8, 2018 and close on January 19, 2018.
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 Buy-back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before January 23, 2018 by 5 PM (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares.
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
5. Eligible Shareholders to whom the Buy-back offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. All documents sent by the shareholder broker/ custodian will be at their own risk and the shareholder broker/ custodian is advised to adequately safeguard their interests in this regard.
7. For the procedure to be followed by Equity Shareholders for tendering in the Buy-back Offer, please refer to paragraph 20.22 of the Letter of Offer.
8. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company/Registrar.
9. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buy-back (including without limitation the approval from the RBI).

*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 BUY-BACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUY-BACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:**

**Investor Service Centre,**
**LOVABLE LINGERIE LIMITED BUY-BACK 2017**
**Link Intime India Private Limited**
C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India.
**Tel. No.:** +91 22 4918 6200 **Fax:** +91 22 4918 6195
**Email:** lovable.buyback2017@linkintime.co.in; **Website:** www.linkintime.co.in; **Contact Person:** Mr. Sumeet Deshpande

**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: L17110MH1987PLC044835
Name of the company (in full): LOVABLE LINGERIE LIMITED
Name of the Stock Exchange where the company is listed, if any: National Stock Exchange of India Limited and BSE Limited

DESCRIPTION OF SECURITIES:

| Kind/ Class of securities (1) | Nominal value of each unit of security (2) | Amount called up per unit of security (3) | Amount paid up per unit of security (4) |
|---|---|---|---|
| Equity Shares | ₹10.00 | ₹10.00 | ₹10.00 |

| No. of securities being transferred | | Consideration received (₹) | |
|---|---|---|---|
| In figures | In words | In figures | In words |
| | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Distinctive number | From | | | | | | |
| | To | | | | | | |
| Corresponding Certificate Nos. | | | | | | | |

| **Transferor's Particulars-** | | |
|---|---|---|
| Registered Folio Number: | | |
| Name (s) in full | PAN | Signature(s) |
| 1. | | |
| 2. | | |
| 3. | | |

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

Signature of witness .....

Name and Address .....
.....
.....

**Transferee's Particulars-**

| Name in full | Father's/ mother's/ Spouse name | Address & E-mail id | Occupation | Existing folio No., if any | Signature |
|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) |
| Lovable Lingerie Limited-Buy-back Offer | N.A. | A-46, Street No. 2, MIDC, Andheri (East), Mumbai - 400093, Maharashtra, India.<br><br>E-mail ID: corporate@lovableindia.in | Business | | |

Folio No. of Transferee Specimen Signature of Transferee

……. ……

Value of stamp affixed: ₹..... (Rupees ……...
...…...……..

Enclosures:

(1) Certificate of shares
(2) If no certificate is issued, letter of allotment.
(3) Copy of PAN Card of all the Transferors
(4) Others, specify…….

**Stamps:**

| Name of Transferor | Name of Transferee | No. of Shares | Date of Transfer |
|---|---|---|---|
| _____ | _____ | _____ | _____ |

Signature of authorized signatory

**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……..