

6. RECORD DATE AND SHAREHOLDERS ENTITLEMENT

- 6.1 As required under the Buy Back Regulations, the Company has fixed August 26, 2016 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the shareholders, who will be eligible to participate in the Buyback. The Equity Shares proposed to be bought back by the company shall be divided into two categories; (a) reserved category for small shareholders and (b) the general category for all other shareholders.
- 6.2 As defined in the Buy Back Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of shares, on the recognized stock exchange in which the highest trading volume in respect of such shares as on Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lacs).
- 6.3 In accordance with Regulation 6 of the Buy Back Regulations, 15% (fifteen percent) of the number of Equity Shares which company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buy Back.
- 6.4 On the basis of the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buy Back. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy Back applicable in the category to which such shareholder belongs. The final number of shares the Company will purchase from each Eligible Sellers will be based on the total number of shares tendered. Accordingly, the Company may not purchase all of the shares tendered by an Eligible Sellers.
- 6.5 After accepting the Equity Shares tendered on the basis of the entitlement, the Equity Shares left to be bought back, if any in one category shall first be accepted, in proportion to the Equity shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholder who have tendered over and above their entitlement in other category.
- 6.6 The participation of Eligible Sellers in Buy Back will be voluntary. Eligible Sellers can choose to participate, in part or in full, and get cash in lieu of 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. Eligible Sellers may also tender a part of their entitlement. Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- 6.7 The maximum tender under the Buy Back by any Eligible Sellers cannot exceed the number of Equity Shares held by the Eligible Sellers as on the Record Date.
- 6.8 The Equity Shares tendered as per the entitlement by shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedures laid down in Buy Back Regulations.
- 6.9 Detailed instructions for participation in the Buy Back (Tender of Equity Shares in the Buy Back) as well as the relevant time table will be included in the letter of offer which will be sent in due course to the Eligible Sellers as on Record Date.

7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUY-BACK

- 7.1 The Buyback is open to all Eligible Sellers/beneficial owners of the Company, holding Equity Shares either in physical and/ or electronic form on record date.
- 7.2 The Buy-back shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICY CELL/1/2015 dated April 13, 2015 and in accordance with 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.
- 7.3 For implementation of the Buy back, the Company has appointed M/s. Centrum Broking Limited as the registered broker to the Company ("Company Broker") to facilitate the process of tendering of 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 Company's Broker are as follows:

Centrum Broking Limited

Centrum House Kalina, Santacruz (East), Mumbai - 400098

Contact Person: Mr. Milan Chandak Tel No.: 022 4215 9672; Fax No: 022 4215 9633

Email Id: milan.chandak@centrum.co.in; Website: www.centrum.co.in

SEBI Registration No: BSE: INB011454239 Corporate Identification Number: U67120MH1994PLC078125

- 7.4 The Company will request the BSE Limited to provide the separate Acquisition Window to facilitate placing of sell orders by Eligible Sellers who wish to tender Equity Shares in the Buyback and also the BSE Limited shall be designated stock exchange for this purpose.
- 7.5 During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition window by Eligible Sellers through their respective stock brokers during normal trading hours of the secondary market. The stock broker ("Seller Member(s)") can enter orders for demat shares as well as physical shares.
- 7.6 **Procedures to be followed by Eligible Sellers holding Equity shares in the dematerialized form.**
- a. Eligible Sellers, who desire to tender their Equity Shares in the electronic form under the Buy-back, would have to do so through their respective seller member by indicating to their broker, the details of equity shares they intend to tender under the buy back.
- b. The seller member would be required to transfer the number of equity shares by using the settlement number and the procedures as prescribed by clearing corporation of India Limited ("Clearing Corporation") for transfer of equity shares to the special account of the Clearing Corporation before placing the bids/order and the same shall be validated at the time of order entry.

- c. The details of special account of clearing corporation shall be informed in the issue opening circular that will be issued by the stock exchange/clearing corporation.
- d. For Custodian participant orders for demat equity shares early pay in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of tendering period. Thereafter all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- e. Upon placing the bid, the seller member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the shareholders. TRS will contain the details of order submitted like Bid No., Application No., DP ID, Client ID, Number of equity shares tendered etc.

7.7 Procedures to be followed by Eligible Sellers holding Equity shares in the Physical form.

- a. Eligible Sellers who are holding Equity Shares in physical form and intend to participate in the Buy-back will be required to approach the seller member along with complete set of documents for verifications procedures to be carried out including the (i) original share certificate(s) of Face Value of Rs. 5/- each, (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e by all registered shareholders in same order and as per specimen signatures registered with the company) and duly witnessed at the appropriate place authorizing the transfer in favour of company, (iii) self-attested copy of the shareholder's PAN Card, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signatures), notarized copy of death certificate and succession certificate or probated will, if the original shareholders has deceased, etc. as applicable. In addition, if the address of an Eligible Seller has undergone a change from the address registered in the Register of Members of the company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity Card or Passport.
- b. Upon placing the bid, the seller member shall provide a Transaction Registration Slip generated by the Exchange Bidding System to the shareholders. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive Number, Number of Equity Shares tendered etc.
- c. The Seller Member/Eligible Seller has to deliver the original share certificate(s) & Documents (as mentioned in paragraph 7.7(a) above) along with TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent ("RTA") (at the address mentioned at paragraph 10 below within 2 (two) days of bidding by Seller Member). The envelope should be super scribed as "MAYUR BUY BACK OFFER 2016". One copy of TRS will be retained by RTA and it will provide acknowledgement of the same to the Seller Member/Eligible Seller.
- d. Eligible Seller holding physical Equity Shares should note that the physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of physical Equity Shares for buy back shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on daily basis and till such time the Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once RTA confirms the bids, it will be treated as 'Confirmed Bids'.
- e. Modification/cancellation of orders will be allowed during the tendering period of the Buyback.
- f. The cumulative quantity tendered shall be made available on the website of the BSE Limited (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

8. METHOD OF SETTLEMENT

- 8.1 Upon finalization of the basis of acceptance as per Buy Back Regulations:
- a. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- b. The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the buy back, the Seller Member will receive funds pay out in their settlement bank account.

11. MANAGER TO THE BUY-BACK



CHARTERED CAPITAL AND INVESTMENT LIMITED

418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai 400 093 Tel No.: 022- 6692 4111, Fax No.: 022-6692 6222

Email Id: mumbai@charteredcapital.net Contact Person: Mr. Amitkumar Gattani
SEBI Registration No: INM00004018 Corporate Identity Number: L45201GJ1986PLC008577

12 DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this PA or any other advertisement, circular, brochure, publicity material which may be issued and confirm that the information on such documents contain true, factual and material information and shall not contain any misleading information.

For and on behalf of the Board of Directors of Mayur Uniquoters Limited

Sd/-
Suresh Kumar Poddar
Chairman and Managing Director (DIN: 00022395)

Place: Jaipur

Sd/-
Arun Kumar Bagaria,
Whole Time Director (DIN : 00373862)

Sd/-
Nikhil Saxena,
Company Secretary (M. No: 19327)

Date : August 11, 2016

- c. The Equity Shares bought back in the demat form would be transferred directly to the Demat account of the Company ("Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's broker to the Company Demat Account on receipt of equity shares from clearing and settlement mechanism of the stock exchange.
- d. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Sellers would be returned to the Selling Member by clearing corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the shareholders directly by RTA.
- e. The Seller Member would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted equity shares to their respective clients. Company's broker would also issue a contract note to the company for the equity shares accepted under the buy back.
- f. Eligible Sellers who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling shareholders from their respective seller member, in respect of accepted equity shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional costs charges and expenses (including brokerage), incurred solely by the selling Eligible Sellers.
- 8.2 The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and in compliance with the procedures prescribed in the Buyback regulations.
- 8.3 The Company has authorized the Manager to the Buy-back to operate the Escrow Account in terms of the Buy-back Regulations.

9. COMPLIANCE OFFICER

- 9.1 Investor may contact the Compliance Officer for any clarifications or to address the grievances, if any, during office hours i.e. 10.00 a.m. to 3.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Mr. Nikhil Saxena,
Company Secretary & Compliance Officer
Mayur Uniquoters Limited

Village: Jaitpura, Jaipur-Sikar Road, Tehsil: Chomu, Jaipur -303704, Rajasthan.

Tel: 01423-554001; Fax: 01423-224420, Email: secr@mayur.biz; Website: www.mayuruniquoters.com

10 REGISTRAR TO THE OFFER/INVESTOR SERVICE CENTRE

- 10.1 In case of any queries, shareholders may also contact the Registrar to the Buyback or the Investor Relations team of the Company, during office hours i.e. 10.00 a.m. to 3.00 p.m. on all working days except Saturday, Sunday and public holidays, at the following address:

Registrar to the Buyback:

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi - 110062

Tel: 011 - 29961281-82-83; Fax: 011 - 29961284

Contact person: Mr. Punit Mittal
Email: beetal@beetalfinancial.com; Website: www.beetalfinancial.com
SEBI Registration Number: INR00000262
Corporate Identification Number: U67120DL1993PTC052486