



Ladderup
Engineering Growth

LADDERUP FINANCE LIMITED

Corporate Identity Number (CIN): L67120MH1993PLC074278

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Contact Person: Mr. Dhiraj Gupta -Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF LADDERUP FINANCE LIMITED ("COMPANY"/ "LFL") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined below) of fully Paid-up Equity Shares (as defined below), having face value of ₹10 each, by Ladderup Finance Limited from the equity shareholders / beneficial owners of the Equity Shares of the Company through the tender offer route using the stock exchange mechanism, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) ("SEBI Buyback Regulations") along with the requisite disclosures as specified in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations read with the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular SEBI/HO/CFD/DCR-II/CIR/P/2021/615 dated August 13, 2021 and circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, including further amendments thereon.

OFFER FOR BUYBACK UP TO 25,00,000 FULLY PAID-UP EQUITY SHARES HAVING FACE VALUE OF ₹10 (RUPEES TEN ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹44/- (RUPEES FORTY FOUR ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM.

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE

- The Board of Directors (hereinafter referred to as the "Board", which expression shall include any Committee constituted and authorized by the Board to exercise its powers) of Ladderup Finance Limited ("Company"/"LFL"), at its meeting held on Wednesday, July 24, 2024 ("Board Meeting") had, subject to approvals of shareholders, statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback of up to 25,00,000 (Twenty Five Lakhs) fully paid-up equity shares having a face value of ₹10 (Rupees Ten Only) each ("Maximum Buyback Shares"), representing up to 19.45% of the total number of Equity Shares in the paid-up equity share capital of the Company as on March 31, 2024, at a price of ₹44/- (Rupees Forty Four only) per Equity Share ("Buyback Price"), payable in cash, for an aggregate amount not exceeding ₹11,00,00,000 (Rupees Eleven Crores only) ("Buyback Size"), representing 22.73% and 16.18% of the aggregate of the total paid up equity share capital and free reserves (including Securities Premium Account) of the Company, based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively ("Buyback") (whichever sets out a lower amount, as per provisions of the Companies Act and SEBI (Buyback) Regulations), excluding any expenses incurred or to be incurred for the Buyback viz. filing fees payable to the Securities and Exchange Board of India, stock exchange fees, fees payable to the Manager to the Buyback Offer, fees payable to the Registrar to the Buyback Offer, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and Goods and Services Tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Costs"), from all the equity shareholders/beneficial owners of the Equity Shares of the Company excluding promoters and members of the promoter group of the Company. The Buyback is proposed to be undertaken from equity shareholders/beneficial owners of the Company as on Friday, September 06, 2024 ("Record Date") (for further details on the Record Date, refer to point no. 12 of this Public Announcement), on a proportionate basis through the Tender Offer route using Stock Exchange Mechanism in accordance with the provisions of the Companies Act, 2013, as amended (the "Companies Act"/"Act"), the relevant rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management and Administration Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations") to the extent applicable, and in compliance with the SEBI (Buy-Back of Securities) Regulations, 2018, as amended (hereinafter referred to as the "SEBI Buyback Regulations") and SEBI Circulars.

- The Buyback size represents 22.73% and 16.18% of the aggregate of the total paid-up capital and free reserves (including Securities Premium Account) as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively. In accordance with Section 68(2)(b) of the Act and pursuant to the proviso to Regulation 5(i)(b) of SEBI Buyback Regulations, the Board had sought the approval of the shareholders of the Company by way of a special resolution since the Buyback Size is more than 10% of the aggregate of total paid-up equity share capital and free reserves of the Company. The shareholders of the Company approved the Buyback, by way of special resolution, through postal ballot, pursuant to the postal ballot notice dated July 24, 2024 (hereinafter referred to as the "Notice", which expression includes the explanatory statement laying out the terms and conditions with respect to the Buyback), the results of which were announced on Tuesday, August 27, 2024.

- The Buyback is pursuant to Article 41 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act including the Share Capital Rules, the Management and Administration Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations"), the SEBI Buyback Regulations read with SEBI circulars or notifications, as may be applicable, including any amendment thereof.

- The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to the Securities and Exchange Board of India and the Stock Exchange where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") (the "Stock Exchange").

- The Buyback Size is within 25% of the aggregate of paid-up capital and free reserves (including Securities Premium Account) of the Company as per the latest audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, respectively (i.e. the latest audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback), whichever sets the lower amount in accordance with the provisions of the Act. The Buyback size represents 22.73% and 16.18% of the aggregate of the total paid-up capital and free reserves (including Securities Premium Account) as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively, and is within the statutory limits of 25% of the aggregate of the total paid-up capital and free reserves (including Securities Premium Account) of the Company as per section 68(2)(c) of the Companies Act, and 4(i) of the Buyback Regulations and represents 19.45% of the total number of equity shares in the paid-up equity share capital of the Company as per its latest audited financial statements as on March 31, 2024.

- The Equity Shares of the Company are listed on the Stock Exchange. The Buyback shall be undertaken on a proportionate basis from the holders of the Equity Shares of the Company as on Record Date ("Eligible Shareholders") / "Shareholders" through the tender offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by the Securities and Exchange Board of India ("SEBI") vide the SEBI Circulars.

- In terms of the Buyback Regulations, through Tender Offer Route, the Promoters and members of the Promoter Group and persons in control of the Company have the option to participate in the Buyback. However, the Promoters and Promoter Group of the Company have expressed their intention to not participate in this Buyback Offer vide their letters dated July 24, 2024.

- The Buyback will not result in any benefit to the Promoters and members of the Promoter Group, persons in control of the Company or any Director of the Company except to the extent of the change in their respective shareholding as per the response received in the Buyback, as a result of the extinguishment of equity shares which will lead to reduction in the equity share capital of the Company Post Buyback. The Buyback would be subject to the condition of maintaining minimum Public Shareholding requirements as specified in Regulation 38 of SEBI (LODR) Regulations, 2015, as amended. Any change in the Voting Rights of the Promoters and members of the Promoter Group of the Company pursuant to completion of Buyback will not result in any change in control over the Company.

- Participation in the Buyback by eligible Shareholders may trigger tax on distributed income to such shareholders ("Buyback Tax") in India and such tax is to be discharged by the Company as per the procedure laid down in the applicable provisions of the Income Tax Act, 1961 read with applicable rules framed thereunder. The Company is contemplating to complete the buyback by September 30, 2024 and tax incidence, if any, as per the relevant provisions of Income Tax Act 1961, will be borne by the Company. The transaction of the Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by the Non-Resident eligible shareholders may trigger capital gains tax in the hands of such Shareholders in their country of residence. In due course, the eligible shareholders will receive Letter of Offer, which will contain a more detailed note on taxation. However, in the view of the particularised nature of tax consequences, the eligible shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

- The Board of Directors of the Company may, till one (1) working day prior to the record date i.e., Thursday, September 05, 2024, increase the buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.

- A copy of this Public Announcement is available on the Company's website i.e., www.ladderup.com, Manager to the Buyback Offer's website i.e., www.markcorporateadvisors.com and is expected to be made available on the website of the SEBI i.e., www.sebi.gov.in and on the website of the Stock Exchange i.e., www.bseindia.com, during the period of the Buyback.

2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of up to 25,00,000 (Twenty Five Lakhs) Equity Shares of face value of ₹10 (Rupees Ten) each, at a price of ₹44/- (Rupees Forty Four only) per Equity Share for an aggregate amount not exceeding ₹11,00,00,000 (Rupees Eleven Crores Only) excluding the Transaction Costs, for distributing cash to the eligible shareholders. The Buyback is being undertaken, inter alia, for the following reasons:

- The Buyback will help the Company to return surplus funds to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- The Buyback will help the Company to optimise the capital structure;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations. After accepting the equity shares tendered on the basis of entitlement, 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 equity shareholders in that category and thereafter from equity shareholders who have tendered over and above their entitlement in other category.

- The Buyback may help in improving financial ratios like earning per share, return on capital employed and return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

3. MAXIMUM AMOUNT OF FUNDS REQUIRED FOR THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES AND SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

- The maximum amount required for Buyback will not exceed ₹11,00,00,000 (Rupees Eleven Crores Only) excluding Transaction Costs.

- The Buyback Size represents 22.73% and 16.18% of the aggregate of the total paid-up equity share capital and free reserves (including securities premium) of the Company based on the audited standalone financial statements and audited consolidated financial statements of the company as at March 31, 2024, respectively (being the latest standalone audited financial statements and consolidated audited financial statements available at the Board Meeting date). The Buyback Size does not exceed 25% of the total paid-up equity capital and free reserves (including securities premium) of the Company as per the audited financial statements of the Company as on March 31, 2024, which is in compliance with Regulation 5(i)(b) of the SEBI Buyback Regulations and Section 68(2) of the Companies Act, 2013.

- The funds for the implementation of the Buyback will be sourced out of free reserves (retained earnings / securities premium) and/or such other source as may be permitted by the Buyback Regulations or the Companies Act.

- The Company shall transfer from its free reserves and securities premium, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

- The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

- Transaction Costs do not form part of the Buyback Size and will be appropriated out of the free reserves of the Company.

4. BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK OFFER PRICE

- The Equity Shares of the Company are proposed to be bought back at a price of ₹44/- (Rupees Forty Four only) per Equity Share. The Buyback Price has been arrived at, after considering various factors inter alia, the capital market benchmarks, performance of the Company, its outlook, and the impact of the Buyback, earnings per share, price earnings ratio, impact on the Networth of the Company, the trends in the volume weighted average prices and the closing prices of the Equity Shares on the Stock Exchange i.e. BSE where the Equity Shares are listed and other financial parameters.

- The Buyback Offer Price represents:

- Premium of 31.04% over the volume weighted average market price of the Equity Shares on BSE, during the three months preceding Thursday, July 18, 2024, being the date of intimation to the Stock Exchange for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").

- Premium of 14.60% over the volume weighted average market price of the Equity Shares on BSE, for two weeks preceding the Intimation Date.

- Premium of 15.64% over the closing price of the Equity Shares on BSE, as on Tuesday, July 16, 2024, being the day preceding the Intimation Date, as there was a trading holiday on July 17, 2024 (i.e. Muharram) on the day preceding the Intimation Date for Buyback.

- As required under Section 68(2)(d) of the Act and Regulation 4(ii)(a) of SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up equity share capital and free reserves after the Buyback on audited standalone financial statements or audited consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount.

5. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buy-back up to 25,00,000 (Twenty Five Lakhs) Fully Paid Up Equity Shares of face value of ₹10/- (Rupees Ten only), representing 19.45% of the total number of Equity Shares in the paid-up equity capital of the Company as per the latest audited financial statement as on March 31, 2024.

6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND TRANSACTION DETAILS

- The aggregate shareholding of the (i) promoters and members of the promoter group ("Promoter and Promoter Group") and persons in control; (ii) Directors of the companies which are part of Promoter and promoter Group of LFL and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting and date of the Postal Ballot Notice i.e., Wednesday, July 24, 2024, are as follows:

- Aggregate Shareholding of the Promoters and members of the Promoter Group and persons who are in control of the Company as on the date of the Board Meeting and date of the Postal Ballot Notice i.e., Wednesday, July 24, 2024:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	% shareholding (as % of total issued and paid-up equity share capital of the company)
Promoters			
1	Sunil Badriprasad Goyal	1,08,369	0.84
2	Manoj Singrodia	1,24,193	0.97
Members of Promoter Group			
3	Sunil Goyal (HUF)	1,33,600	1.04
4	Manoj Singrodia (HUF)	1,76,000	1.37
5	Santosh Singrodia	2,08,775	1.62
6	Usha Goyal	2,65,000	2.06
7	Ladderup Enterprises Private Limited	700	0.01
8	Chetan Securities Private Limited	3,97,400	3.09
9	Sonu Portfolio Services Private Limited	16,43,350	12.79
10	Quiet Enterprises LLP	42,49,271	33.06
Total		73,06,658	56.85

- Aggregate Shareholding in LFL of the Directors of companies which are forming part of Promoter/Promoter Group as on the date of the Board Meeting and date of the Postal Ballot Notice i.e., Wednesday, July 24, 2024:

Sr. No.	Name of the Shareholders	Designation	Number of Equity Shares held	% shareholding (as % of total issued and paid-up equity share capital of the company)
1	Manoj Singrodia	Director of Chetan Securities Private Limited	1,24,193	0.97
2	Santosh Singrodia	Director of Sonu Portfolio Services Private Limited, Ladderup Enterprises Private Limited and Partner in Quiet Enterprises LLP	2,08,775	1.62
3	Suresh Kumar Mukarka	Director of Sonu Portfolio Services Private Limited	58,000*	0.45
4	Usha Goyal	Director of Ladderup Enterprises Private Limited, Chetan Securities Private Limited and Partner in Quiet Enterprises LLP	2,65,000	2.06
5	Krishnan Murari Tulsian	Director of Chetan Securities Private Limited	Nil	Not Applicable
Total			6,55,968	5.10

*Includes 500 equity shares in physical

- Aggregate Shareholding of the Directors of the Company ("Directors") and Key Managerial Personnel ("KMPs") of the Company as on the date of the Board Meeting and date of the Postal Ballot Notice i.e., Wednesday, July 24, 2024:

Sr. No.	Name of the KMPs / Directors	Designation	Number of Equity Shares held	% shareholding (as % of total issued and paid-up equity share capital of the company)
1	Sunil Badriprasad Goyal	Non-Executive - Non Independent Director-Chairman	1,08,369	0.84
2	Manoj Singrodia	Non-Executive - Non Independent Director	1,24,193	0.97
3	Saurabh Mahesh Sarayan	Non-Executive - Non Independent Director	Nil	Not Applicable
4	Mohan Vasant Tanksale	Non-Executive - Independent Director	Nil	Not Applicable
5	Venkateswara Rao Thallapaka*	Non-Executive - Independent Director	Nil	Not Applicable
6	Mangala Radhakrishna Prabhu	Non-Executive - Independent Director	Nil	Not Applicable
7	Mayank Mehta	Additional cum Independent Director	Nil	Not Applicable
8	Suresh Kumar Kumawat	Chief Financial Officer	Nil	Not Applicable
9	Dhiraj Ramasaw Gupta	Company Secretary & Compliance Officer	Nil	Not Applicable
Total			2,32,562	1.81

* Independent Director up to August 10, 2024

- Aggregate number of Equity Shares purchased or sold by the Promoters and members of the Promoter Group, persons in control, Directors of companies which are forming part of the Promoter/Promoter Group of LFL and Directors and KMPs of the Company during a period of six months preceding the date of the Board Meeting till the date of Postal Ballot Notice i.e., Wednesday, July 24, 2024:

- Aggregate number of equity shares purchased or sold by the Promoter and members of the Promoter Group and persons who are in control of the Company: Nil

- Aggregate number of equity shares of LFL purchased or sold by the Directors of companies, which are part of the Promoters/Promoter Group: Nil

- Aggregate number of equity shares purchased or sold by the Directors and Key Managerial Personnel ("KMPs") of the Company: Nil

7. INTENTION OF THE PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

- In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention to not participate in the Buyback vide their letters dated July 24, 2024. Accordingly, except for a change in their shareholding, as per the response received in the Buyback and a change in their shareholding in the Company, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company Post Buyback, the Buyback will not result in any benefit to the promoter and the promoter group entities and persons in control of the Company. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the members of the Promoter and Promoter Group in the Company may increase from their existing shareholding in the total equity capital and voting rights of the Company subject to the compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable.

8. NO DEFAULTS

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

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause (b) of Schedule I in accordance with Regulation 5(v)(b) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, has formed an opinion that:

- immediately following the Board Meeting, being July 24, 2024 ("Board Resolution") and the date on which the results of shareholders' resolution passed by way of postal ballot was declared ("Shareholder Resolution") approving Buyback offer, there will be no grounds on which the Company can be found unable to pay its debts;

- as regards the Company's prospects for the year immediately following the Board Meeting as well as for the year immediately following the Postal Ballot Period, except in discharge of its subsisting obligations; with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting and the Postal Ballot Resolution; and

- in forming an opinion for the above purposes, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act 2013, the Act, or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

- All the equity shares which the Company proposes to buyback are fully paid-up;
- The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus till the expiry of Buyback period;

- The Company, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, shall not raise further capital for a period of one year from the expiry of the Buyback Period, except in discharge of its subsisting obligations;
- The Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) of the Act or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity share;

- The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;

- The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

- The Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through any private arrangement;

- The aggregate amount of the Buyback i.e., up to ₹11,00,00,000 (Rupees Eleven Crores Only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves (including Securities Premium Account) of the Company as per the latest audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, whichever sets out a lower amount;

- The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;

- The Company shall not withdraw the Buyback after the Public Announcement of the offer to the Buyback is made;

- The Company shall not make any offer of Buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

- As required under Section 68(2)(d) of the Act and the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share Capital and free reserves (including Securities Premium) after the Buyback, based on both the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively of the Company, whichever sets out a lower amount;

- There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loans to any financial institution or banks (including interest payable thereon);

- The Company shall not directly or indirectly purchase its equity shares:

- through any subsidiary company including its own subsidiary companies; or
- through any investment company or group of investment companies

- The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Act within the specified timelines;

- The consideration for the Buyback shall be paid only by way of cash;

- The maximum number of shares proposed to be purchased under the Buyback (up to 25,00,000 fully paid up Equity Shares), does not exceed 25% of the total number of fully paid-up Equity Shares in the paid-up Equity Share Capital of the Company as on March 31, 2024;

- The Buyback shall be completed within twelve (12) months from the date of passing of special resolution by the members. However, Company intends to complete the same within six (06) months.

- Funds borrowed from banks and financial institutions will not be used for the Buyback;

- The Company shall not buy-back its shares so as to delist its equity shares from the stock exchange wherein the equity shares of the Company are listed as per Regulation 4(v) of SEBI Buyback Regulations;

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

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

- The Company shall transfer from its free reserves a sum equal to the nominal value of the equity shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements and;

- The Company has availed loan from Tata Capital Limited (Loan against Securities), YES Bank Limited (Loan against Fixed Deposit) and ICICI Securities Limited (Margin funding by way of charge over the share with ICICI Direct). There has been no breach of any covenant with lenders and hence the company is not required to obtain prior consent from its lenders.

11. REPORT BY THE COMPANY'S STATUTORY AUDITORS

The text of the report dated July 24, 2024 of Shah Gupta & Co, the Statutory Auditors of the Company, addressed to the Board of the Company is reproduced below:

Quote
To,
The Board of Directors
Ladderup Finance Limited
102-A, Hallmark Business Plaza, 1st Floor,
Gurunank Hospital Road, Bandra (E), Mumbai-400 051.

Dear Sirs,

Independent Auditors' Report in respect of proposed buyback of equity shares by Ladderup Finance Limited in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended.

- This report is issued in accordance with the terms of our engagement letter dated July 22, 2024 with Ladderup Finance Limited ("the Company").

- The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on July 24, 202

(Continued from previous page...)

- (iii) Traced the amounts of paid-up equity share capital and retained earnings as mentioned in **Annexure-A** from the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (iv) Verified the arithmetical accuracy of the amounts mentioned in **Annexure-A**;
- (v) Examined authorization for buyback from the Articles of Association of the Company;
- (vi) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buyback;
- (vii) Examined that all shares for buyback are fully paid-up; and
- (viii) Obtained necessary representations from the Management of the Company.
- 9) We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) 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.
- 10) We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 11) We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

- 12) Based on inquiries conducted and our examination as above, we report that:
- (i) We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024;
- (ii) The amount of permissible capital payment towards the proposed buy-back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2024; and
- (iii) The Board of Directors of the Company, in their meeting held on July 24, 2024 have formed their opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated July 24, 2024 and from the date on which the results of the shareholders resolution with regard to the proposed buyback are declared.
- 13) Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration

Restriction on Use

- 14) This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Companies Act and SEBI Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, the stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited and (iii) for providing to the Merchant Banker appointed by the Company, each for the purpose of extinguishment of equity shares and may not be suitable 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 for whom this report is shown or into whose hands it may come without our prior consent in writing.

For SHAH GUPTA & Co.

Chartered Accountants
Firm Registration No. 109574W

Sd/-

Vedula Prabhakar Sharma
Partner
Membership No.: 123088
UDIN: 24123088BKP4325
Place: Mumbai
Date: July 24, 2024

Annexure A

Statement of determination of the permissible capital payment (including securities premium) towards buy-back of equity shares ("**the Statement**") in accordance with Section 68 (2) of the Companies Act, 2013 and Regulation 4 of the Buyback Regulations (SEBI Regulations), based on the audited standalone and consolidated financial statements as on March 31, 2024;

(Figures in Lakhs)

Particulars as on March 31, 2024	Standalone	Consolidated
Paid up equity share capital (Equity Shares of ₹10 each fully paid up) (A)	1,285.26	1,285.26
Free Reserve (B=C-D+E below)	3,554.71	5,515.32
Retained Earning (C)	2,167.21	4,028.65
General Reserve (D)	2.50	101.67
Securities Premium (E)	1,385.00	1,385.00
Total paid up equity capital and free reserves (F=A+B)	4,839.97	6,800.58
Maximum amount permissible for buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4 of SEBI Regulations (25% of the total paid up equity share capital and free reserves)	1209.99	1,700.15
Amount approved by the Board of Directors for Buyback in the meeting held on July 24, 2024 approving buyback, subject to approval of shareholders, based on the audited accounts as on March 31, 2024		1,100.00

Debt to Total Paid-up Capital and Free Reserves as per Regulation 4(ii) of the SEBI Buy Back Regulation

(Figures in Lakhs)

Particulars		Standalone	Consolidated
Total Debt	1	1,193.97	1,225.12
Total Paid up Capital and Free Reserve as at March 31, 2024 (as above) (A)	2	4,839.97	6,800.58
Debt / (Paid up capital + Free Reserve) Ratio (Pre Buyback)	3=1/2	0.25	0.18
Proposed Buyback	4	1,100.00	
Debt / (Paid up capital + Free Reserve) Ratio (Post Buyback)	5=1/(2-4)	0.32	0.21

Note:

1. The aforesaid balances have been extracted accurately from the audited standalone financial statements and consolidated financial statements as on March 31, 2024 and secretarial records of the Company.
2. Free reserves considered above, are in accordance with section 2(43) of the Act and Explanation II to section 69 of the Act.
3. The aforesaid statement has been prepared in connection with the proposed buyback of up to 25,00,000 equity shares at a price of ₹44/- (Rupees Forty-Four) per share aggregating up to ₹11,00,00,000/- (Rupees Eleven Crores only) The shares proposed for buyback have been determined in accordance with the provisions of the Companies Act, 2013 including section 68 and Regulation 4 to Buyback Regulations.
4. The buyback amount does not include any expenses incurred or to be incurred for the buyback such as Securities and Exchange Board of India ("SEBI") fees, Stock Exchange(s) fees, fees payable to the Manager to the Buyback Offer, fees payable to the Registrar to the Buyback Offer, advisory/legal fees, public announcement publication expenses, printing and dispatch expenses, brokerage, applicable taxes inter alia including Buyback Taxes, Securities Transaction Tax, Goods and Services Tax, Stamp Duty and other incidental and related expenses ("**Transaction Cost**").
5. The Board of Directors have in their meeting dated July 24, 2024, formed opinion that the Company, having regard to its affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders resolution with regard to the proposed buyback are declared.

For and on behalf of Ladderup Finance Limited

For Shah Gupta & Company

Sd/-

Sunil Goyal
Managing Director

Place: Mumbai

Date: July 24, 2024

Unquote

12. RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 12.1. As required under the SEBI Buyback Regulations, the Company has fixed Friday, September 06, 2024 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.
- 12.2. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date will receive a Letter of Offer along with a Tender Form (Including Form SH-4 as applicable) indicating the entitlement of the Eligible Shareholder for participating in the Buyback.
- 12.3. The Equity Shares to be bought back as a part of the Buyback is divided in two categories:
- (i) Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchange as on Record Date, is not more than ₹2,00,000 (Indian Rupees Two Lakh Only); and
- (ii) General category for all other shareholders.
- 12.4. In accordance with the proviso to Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".
- 12.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders to tender their shares in the Buyback. 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 Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares the Company will purchase from each Eligible Shareholder will be based on the total number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by the Eligible Shareholders in the Buyback.
- 12.6. In accordance with Regulation 9(ix) of the SEBI Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/folios does not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and their entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs are identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the registrar and transfer agent as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 12.7. After accepting the Equity Shares tendered on the basis of 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 Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

- 12.8. Shareholders' participation in Buyback will be voluntary. Shareholders holding Equity Shares of the Company can choose to participate and receive cash in lieu of Equity Shares accepted under the Buyback or they may choose not to participate, or they may opt not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buyback entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback.
- 12.9. The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.
- 12.10. The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy-Back and Delisting" notified under SEBI Circulars.
- 12.11. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders themselves.
- 12.12. Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent through email along with the tender form in due course to the Eligible Shareholders holding Equity Shares of the Company as on the Record Date, who have their email IDs registered with the Company/Registrar and transfer agent/depository. However, on receipt of a request by the Manager to the Buyback or Registrar to the Offer to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), the same shall be sent physically.

13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- 13.1. The Buyback is open to all eligible shareholders/ beneficial shareholders of the Company, i.e., the shareholder/s who on the Record Date were holding Equity Shares in physical form ("**Physical Shares**") and / or the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("**Demat Shares**").
- 13.2. The Buyback will be implemented using the "**Mechanism for acquisition of shares through Stock Exchange**" issued by as specified by SEBI Circulars ("**Stock Exchange Mechanism**") and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the Buyback Committee (a committee constituted by the Board to exercise its powers in relation to the Buyback, the "**Buyback Committee**"), on such terms and conditions as may be permitted by law from time to time.
- 13.3. For implementation of the Buyback, the Company has appointed **Pravin Ratilal Share and Stock Brokers Limited** as the registered broker to the Company (the "**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:
- To,**
Pravin Ratilal Share and Stock Brokers Limited
CIN: U67120GJ199PLC022117
Address: Sakar-1, 5th Floor, Opp. Gandhigram Railway Station, Navrangpura, Ahmedabad-380 009.
Contact Person: Ms. Neha Jain;
Telephone No.: +91 79 2655 3757;
Email ID: info@prssb.com
SEBI Registration No.: INZ00020632
- 13.4. Separate acquisition window (the "**Acquisition Window**") will be provided by Stock Exchange to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by the Stock Exchange from time to time. For the purpose of Buyback, BSE has been appointed as the 'Designated Stock Exchange'. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/ stock broker, then that Eligible Shareholder can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., **Pravin Ratilal Share and Stock Brokers Limited** to place their bids, subject to completion of 'Know your Customer' requirements as required by the Company's Broker.

- 13.5. At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("**Shareholder Broker**") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders after Eligible Shareholders have completed their KYC requirement as required by the Company's broker.
- 13.6. The reporting requirements for non-resident shareholders under the Foreign Exchange Management Act, 1999, as amended, and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 13.7. Eligible Shareholders will have to tender their Equity Shares from the same demat account in which they were holding such Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of changes in the demat account in which Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar and such tendered Equity Shares may be accepted, subject to appropriate verification and validation by the Registrar.
- 13.8. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 13.9. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 13.10. Further, the Company will not accept Equity Shares tendered for Buyback which under restraint Order of the Court for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
- 13.11. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable.

13.12. Procedure to be followed by shareholders holding Demat Shares:

- (i) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (ii) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. For, further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("**Clearing Corporation**")
- (iii) The relevant details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be informed in the issue opening circular that will be issued by the Designated Stock Exchange or the Clearing Corporation.
- (iv) The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and Central Depository Services (India) Limited ("**Depositories**") to the Clearing Corporation. In case, the demat account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at the source depository during the tendering period. Inter Depository Tender Offer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Eligible Shareholder's securities (i.e., transfers from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- (v) For custodian participant orders for dematerialized Equity Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodian participant. The custodian participant shall either confirm or reject the orders no later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (vi) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on the Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted. It is clarified that in case of dematerialised Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- (vii) The Eligible Shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any equity shares are tendered to Clearing Corporation, excess dematerialized equity shares or unaccepted dematerialized equity shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system due to any issue, then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.

13.13. Procedure to be followed by the shareholders holding Physical Shares:

- (i) In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in Buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations and terms of Letter of Offer.
- (ii) Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (d) self-attested copy of PAN Card(s) of all Eligible Shareholders, (e) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar card, voter identity card or passport.
- (iii) Based on these documents, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares

in the Buyback, using the acquisition window of the Stock Exchange. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

- (iv) Any Shareholder Broker/ Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar within 2(two) days of bidding by the Shareholder Broker and the same should reach on or before the Buyback closing date. The envelope should be superscribed as "**Ladderup Finance Limited- Buyback 2024**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker / Eligible Shareholder.
- (v) The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, Stock Exchange shall display such bids as 'unconfirmed physical bids. Once Registrar to the Buyback confirms the bids, they will be treated as confirmed bids.
- (vi) In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.
- 13.14. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 13.15. The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholders Broker through which the Eligible Shareholder places the bid.

14. METHOD OF SETTLEMENT

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

- (i) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (ii) The Company will pay funds pertaining to the Buyback to the Company Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds pay out to the respective Eligible Shareholders. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI") bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the settlement bank account of the Shareholder Broker for onward transfer to such Eligible Shareholders.
- (iii) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. 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 Stock Exchange and the Clearing Corporation from time to time.
- (iv) Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (v) In the case of inter depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- (vi) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "**Company Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange.
- (vii) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.
- (viii) Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. If however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback, then the Company is authorised to split the share certificate and issue a Letter of Confirmation ("**LOC**") in accordance with SEBI Circular No. SEBI/HO/MRSD/MRSD_RTAMBP/CIR/ 2022/8 dated January 25, 2022 with respect to the new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the Registrar. The Registrar shall retain the original share certificate and deface the certificate with stamp "Letter of Confirmation issued" on the face / reverse of the certificate to the extent of the excess physical shares.
- (ix) The Shareholder Brokers would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (x) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment by them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (xi) The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- (xii) The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

15. COMPLIANCE OFFICER

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

Mr. Dhiraj Gupta - Company Secretary and Compliance Officer

Membership No: A47161

Ladderup Finance Limited

CIN: L67120MH1993PLC074278

Address: A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg,

Opposite Guru Nanak Hospital, Bandra East, Mumbai-400051, Maharashtra;

Telephone No.: +91-22- 4246 6363

Email ID: investor@ladderup.com

Website: www.ladderup.com

16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. (IST) at the following address:

LINKIntime

Link Intime India Private Limited

CIN: U67190MH1999PTC118368

Address: C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400 083

Contact Person: Ms. Shanti Gopalakrishnan

Telephone No.: +91 81081 14949

Email ID: ladderup.buyback2024@linkintime.co.in

Investor Grievance Email ID: ladderup.buyback2024@linkintime.co.in

SEBI Reg. No.: INR000004058

Website: www.linkintime.co.in

17. MANAGER TO THE BUYBACK



Mark Corporate Advisors Private Limited

CIN: U67190MH2008PTC181996

Address: 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane),

Off Western Express Highway, Vile Parle (East), Mumbai-400 057.

Contact Person: Mr. Niraj Kothari/Mr. Manish Gaur

Telephone No.: +91 22 2612 3208

Email ID: buyback@markcorporateadvisors.com

Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com

SEBI Reg. No.: INM000012128

Website: www.markcorporateadvisors.com

18. DIRECTOR'S RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of **Ladderup Finance Limited**

Sd/- Sunil
