



# CHAMAN LAL SETIA EXPORTS LIMITED

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 Company Secretary & Compliance Officer: Ms. Kanika Nevatia

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF CHAMAN LAL SETIA EXPORTS LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This Public Announcement (the "Public Announcement" or "PA") is being made in relation to the buyback of fully paid up equity shares of Rs. 2/- (Rupees Two Only) each (the "Equity Shares") by the Company from the existing shareholders/beneficial owners through the tender offer route using the Stock Exchange mechanism in accordance with Securities and Exchange Board of India ("SEBI") circular CIR/CFD/POLICYCELL/11/2015 dated April 13, 2015 read with the circulars CFDI/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-II/CIR/P/2021/1615 dated August 13, 2021 and circular SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023, as amended ("SEBI Circulars") pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") for the time being in force including any statutory modifications from time to time and contains the disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buy-Back Regulations.

OFFER FOR BUYBACK OF UPTO 20,07,930 (TWENTY LAKH SEVEN THOUSAND NINE HUNDRED AND THIRTY) FULLY PAID-UP EQUITY SHARES OF CHAMAN LAL SETIA EXPORTS LIMITED ("THE COMPANY") OF FACE VALUE OF RS. 2/- (RUPEES TWO ONLY) EACH ("EQUITY SHARES") AT A PRICE OF RS. 300/- (RUPEES THREE HUNDRED ONLY) PER EQUITY SHARE FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 60,23,79,000/- (RUPEES SIXTY CRORE TWENTY THREE LAKH AND SEVENTY NINE THOUSAND ONLY) ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

### DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- The Board of Directors of Chaman Lal Setia Exports Limited (the "Company"), (hereinafter referred to as the "Board"), which expression shall include any committee constituted and authorized by the Board to exercise its powers, at their meeting held on Tuesday, August 06, 2024 (the "Board Meeting"), has pursuant to the provisions of Article 8 of the Articles of Association of the Company, Sections 68, 69, 70 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, and in compliance with the Buyback Regulations and subject to such approvals of statutory, regulatory or government authorities as may be required under applicable laws, approved the buyback of up to 20,07,930 (Twenty Lakh Seven Thousand Nine Hundred and Thirty) Fully Paid-up Equity Shares representing only 3.88% of the total existing paid-up Equity Share Capital of the Company at a price of Rs. 300/- (Rupees Three Hundred Only) per Equity Share ("Buyback Price") payable in cash for an aggregate amount not exceeding Rs. 60,23,79,000/- (Rupees Sixty Crores Twenty Three Lakhs and Seventy Nine Thousand Only) ("Buyback Offer Size"), which is 9.50% of the aggregate of the fully paid-up Equity Share Capital and free reserves of the Company as per the latest Audited Standalone Financial Statements as at March 31, 2024 on a proportionate basis through the "Tender Offer" route as prescribed under the Buyback Regulations, from all of the shareholders of the Company who hold Equity Shares as on the Record Date (as defined below) ("Buyback").

- In terms of Regulation 5(a) of the Buyback Regulations, the Board or Buyback Committee may, till one working day prior to the Record Date (as defined below), increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.
- The Buyback Offer Size is not exceeding 10% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest Audited Standalone Financial Statements of the Company for the financial year ended at March 31, 2024 and hence, is within the statutory limits under the Board of Directors approval route as per Regulation 5 of Buyback Regulations and as per the applicable provisions of the Companies Act. The Company has not done any Buyback of shares since incorporation. Further, the total number of Equity Shares proposed to be bought back by the Company shall be within the limit of 25% of the existing total paid-up Equity Share capital as per the relevant provisions of the Companies Act and the Buyback Regulations.
- The Board of Directors of the Company approved the Buyback, by passing a Board Resolution, dated Tuesday, August 06, 2024. The Buyback is further subject to approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications, if any, from time to time by statutory, regulatory or governmental authorities as required under applicable laws including but not limited to the SEBI and the stock exchanges where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (collectively referred to as the "Stock Exchanges").
- The Buyback Offer Size does not include any transaction costs viz. tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/ tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement and letter of offer publication expenses, advertising expenses, and other incidental and related expenses and charges thereto. Buyback Tax does not form part of the Buyback Size.

- In addition to the regulations/statutes referred to in paragraph 1.1 above, the Buyback is also in accordance with the Companies (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Buyback shall be undertaken on a proportionate basis from the equity shareholders of the Company as on the Record Date (as defined below) ("Eligible Shareholders") through the tender offer process prescribed under Regulation 4(vi)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/11/2015 dated April 13, 2015 read with the circular bearing reference number CFDI/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/35 dated March 08, 2023 as amended from time to time ("SEBI Circulars"). In this regard, the Company will request BSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, BSE will be the Designated Stock Exchange.
- The Buyback from the Eligible Shareholders who are residents outside India including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies), foreign institutional investors/ foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI"), under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, each as amended and that such approvals shall be required to be taken by such non-resident shareholders.
- 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 any applicable rules framed thereunder. Consequently, any income received by Eligible Shareholders pursuant to the Buyback of shares is exempt and hence not includable in the total taxable income of such shareholders. The transaction of Buyback would also be chargeable to securities transaction tax in India. Participation in the Buyback by 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 a Letter of Offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.
- In terms of the Buyback Regulations, under Tender Offer route, promoters and promoter group ("Promoters") as defined in clause (g) and clause (h) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 have the option to participate in a buyback offer. Accordingly, Promoters of the Company have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Paragraph 8 of this Public Announcement.
- A copy of this Public Announcement is available on the website of Company at www.clsel.in and at the website of Corporate Professionals Capital Private Limited ("Manager to the Buyback Offer") at www.corporateprofessionals.com and will also be available on the website of SEBI at www.sebi.gov.in during the period of Buyback and on the website of the Stock Exchanges at www.bseindia.com and www.nseindia.com.

### NECESSITY OF THE BUYBACK

The current Buyback is a capital allocation decision taken with the objective of seeking a fairer valuation of the Company's stock while improving the Company's Return on Equity and increasing shareholder value in the longer term. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash needs of the Company in the medium term and thereby returning surplus funds to the equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner.

- The Buyback is being undertaken for the following reasons:
  - The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
  - The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders" as defined in the Buyback Regulations;
  - The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
  - The Buyback gives an option to the Eligible Sellers to either choose to participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback or choose not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment as an result of decrease in the paid-up Equity Share Capital.

### MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES

- The maximum amount required for Buyback will not exceed Rs. 60,23,79,000/- (Rupees Sixty Crores Twenty-Three Lakhs and Seventy Nine Thousand Only), excluding transaction costs viz. tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as buyback tax, tax deducted at source/ tax collection at source, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement and letter of offer publication expenses, advertising expenses, and other incidental and related expenses and charges thereto.
- The maximum amount mentioned aforesaid represents 9.50% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest Audited Standalone Financial Statements of the Company, as at March 31, 2024, which is within the prescribed limit of 10% as required under the provisions of the Buyback Regulations and the Companies Act.
- The funds for the implementation of the proposed Buyback will be sourced out of the Free Reserves, Securities Premium Account or such other source as may be permitted by the Buyback Regulations or the Companies Act. Therefore, the Company shall transfer from its free reserves and surplus, a sum equal to the nominal value of the equity shares to be bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent financial statements.
- The funds borrowed, if any, from banks and financial institutions shall not be used for the Buyback.

### BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE

- The Equity Shares of the Company are proposed to be bought back at a price of Rs. 300/- (Rupees Three Hundred Only) per Equity Share ("Buyback Price").
- The said Buyback Price has been arrived at after considering various factors, including but not limited to the trends in the Volume Weighted Average Prices and closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, impact on other financial parameters and the possible impact of Buyback on the earnings per share.
- The Buyback Offer Price represents:
  - Premium of 37.25% and 38.74% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Thursday, August 01, 2024, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback ("Intimation Date").
  - Premium of 36.99% and 38.34% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for 90 Trading Days preceding the Intimation Date.
  - Premium of 31.93% and 31.78% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Wednesday, July 31, 2024, being the day preceding the Intimation Date.
  - Premium of 32.18% and 31.90% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Thursday, August 01, 2024, being the day of Intimation to Stock Exchanges.
  - Premium of 36.00% and 35.96% over the closing price of the Equity Shares on NSE and BSE, respectively, as on 1 (One) day prior to the Board Meeting i.e., Monday, August 05, 2024.
- As required under section 69(2)(d) of the Companies Act, the ratio of the aggregate of Secured and Unsecured debts owned by the Company after the buyback will not be more than twice the paid-up capital and free reserves.

### MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

The Company proposes to buyback up to 20,07,930 (Twenty Lakh Seven Thousand Nine Hundred and Thirty) fully paid-up Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) each, which represents 3.88% of the existing total number of Equity Shares of the Company as per the latest Audited Standalone Financial Statement as at March 31, 2024 at the Buyback Price of Rs. 300/- (Rupees Three Hundred Only) per share for an amount not exceeding Rs. 60,23,79,000/- (Rupees Sixty Crores Twenty-Three Lakhs and Seventy Nine Thousand Only).

### METHOD TO BE ADOPTED FOR THE BUY BACK

The method to be adopted for the purpose of Buy Back shall be the tender offer route through stock exchange mechanism as prescribed under the Buyback Regulations and circulars issued thereunder, including the "Mechanism for acquisition of shares through stock exchange" notified by SEBI Circulars or such other mechanism, for the Buy Back through tender offer route, as may be applicable.

### DETAILS OF SHAREHOLDING

7.1. The aggregate shareholding in the Company of (i) Promoters and members of the Promoter Group of the Company ("Promoter and Promoter Group") and persons in control, (ii) Directors of companies which are a part of the Promoter and Promoter Group and (iii) Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting i.e., Friday, August 06, 2024, are as follows:

- Aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company as on the date of the Board Meeting i.e., Friday, August 06, 2024 is as follows:

Sr. No.	Name of the Shareholders	No. of Shares held	% of shareholding
<b>Promoters</b>			
(1)	Rajeev Setia	1,88,81,775	36.50
(2)	Vijay Kumar Setia	1,82,13,635	35.21
(3)	Neelam Setia	3,06,400	0.59

(4)	Sushma Setia	3,02,300	0.58
(5)	Lajwanti *	2,750	0.01
<b>Members of Promoter Group</b>			
(6)	Ankit Setia	1,68,297	0.33
(7)	Jagjit Singh*	3,850	0.01
(8)	Kali Ram Suresh Kr**	3,850	0.01
(9)	Manju Ahuja	8,581	0.02
(10)	Sankesh Setia	2,76,100	0.53
(11)	Sukarn Setia	41,754	0.08
(12)	Manoj Ahuja	0	0.00

(\* These persons belonging to the promoter & promoter group are deceased.

(\*\*) This person belonging to the promoter & promoter group is not traceable.

- Aggregate shareholding of the Directors of such companies which are a part of the Promoter and Promoter Group of the Company, as on the date of the Board Meeting, i.e., August 06, 2024:

Sr. No.	Name of the Shareholders	No. of Shares held	% of Shareholding
Not Applicable			

- 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, i.e., August 06, 2024:

Sr. No.	Name of the Shareholder	Designation	No. of Equity Shares held	% of Shareholding
(1)	Vijay Kumar Setia	Chairman & Managing Director	1,82,13,635	35.21
(2)	Rajeev Setia	Managing Director and Chief Financial Officer	1,88,81,775	36.50
(3)	Sankesh Setia	Executive Director	2,76,100	0.53
(4)	Ankit Setia	Executive Director	1,68,297	0.33
(5)	Vijay Kumar Jhamb	Non-Executive - Independent Director	NIL	NIL
(6)	Arun Kumar Verma	Non-Executive - Independent Director	NIL	NIL
(7)	Pooja Kukar	Non-Executive - Independent Director	NIL	NIL
(8)	Amarijoti Bagga	Non-Executive - Independent Director	NIL	NIL
(9)	Avajlot Singh	Non-Executive - Independent Director	NIL	NIL
(10)	Shweta Setia	Executive Director	NIL	NIL
(11)	Kanika Nevatia	Company Secretary & Compliance Officer	NIL	NIL

- Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, Directors of such companies which are a part of the Promoter and Promoter Group and Directors and Key Managerial Personnel of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved, i.e., August 06, 2024:

Sr. Name of the Shareholder	No. of Shares Acquired(Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
NIL						

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

Sr. Name of the Shareholder	No. of Shares Acquired(Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Not Applicable						

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

Sr. Name of the Shareholder	No. of Shares Acquired(Sold)	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
NIL						

### INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

- In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, following persons belonging to the Promoter and Promoter Group and persons in control of the Company have expressed their intention to participate in the Buyback vide their letters dated August 03, 2024 and may tender up to an aggregate maximum of 3,81,98,842 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares proposed to be tendered by each of the Promoter and Promoter Group as well as persons in control of the Company:

Sr. No.	Name of the Promoter / Promoter Group	No. of Equity Shares held as on the date of Board Meeting	Maximum no. of Equity Shares which may be offered
(1)	Rajeev Setia	1,88,81,775	1,88,81,775
(2)	Vijay Kumar Setia	1,82,13,635	1,82,13,635
(3)	Lajwanti*	2,750	NIL*
(4)	Neelam Setia	3,06,400	3,06,400
(5)	Sushma Setia	3,02,300	3,02,300
(6)	Ankit Setia	1,68,297	1,68,297
(7)	Jagjit Singh*	3,850	NIL*
(8)	Kali Ram Suresh Kr**	3,850	NIL**
(9)	Manju Ahuja	8,581	8,581
(10)	Sankesh Setia	2,76,100	2,76,100
(11)	Sukarn Setia	41,754	41,754
(12)	Manoj Ahuja	NIL	NIL
<b>TOTAL</b>		<b>3,82,09,292</b>	<b>3,81,98,842</b>

(\* As Late Ms. Lajwanti and Late Mr. Jagjit Singh belonging to the promoter & promoter group are deceased, thus their intention can not be obtained.

(\*\*) As Mr. Kali Ram Suresh Kr belonging to the promoter & promoter group are not traceable, his intention can not be obtained.

- The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.
- The details of the date and price of acquisition of the Equity Shares of the Promoter and Promoter Group and persons in control of the Company who intended to tender their shares are set out below:

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	April 01, 2015	23,78,500	10	-	-	-	23,78,500
2.	December 29, 2015	N.A.	2	Sub-division	N.A.	N.A.	1,18,92,500
3.	October 18, 2016	11,89,250	2	Bonus	-	-	1,30,81,750
4.	August 26, 2021	58,00,025	2	Transmission of Shares	-	-	1,88,81,775
<b>TOTAL</b>		<b>1,88,81,775</b>					

### 8.3.2. Mr. Vijay Kumar Setia\*

Sr. No.	Date of Transaction	No. of Equity Shares	Face Value (Rs.)	Nature of Transaction	Issue/ Acquisition Price/Sale Price	Transaction Value (Rs.)	Cumulative Equity Shares
1.	April 01, 2015	22,68,800	10	-	-	-	22,68,800
2.	November 27, 2015	(1,500)	10	Market Sale	306	4,59,000	22,67,300
3.	December 29, 2015	N.A.	2	Sub-division	N.A.	N.A.	1,13,36,500
4.	January 8, 2016	(5,000)	2	Market Sale	78.40	3,92,000	1,13,31,500
5.	January 15, 2016	(768)	2	Market Sale	68	52,224	1,13,30,732
6.	February 18, 2016	2,000	2	Market Purchase	54	1,08,000	1,13,32,732
7.	October 18, 2016	11,33,273	2	Bonus	-	-	1,24,66,005
8.	December 7, 2016	(433)	2	Market Sale	76.11	32,955.63	1,24,65,572
9.	December 15, 2016	(1,000)	2	Market Sale	76.66	76,660	1,24,64,572
10.	December 26, 2016	(200)	2	Market Sale	77.11	15,422	1,24,64,372
11.	December 28, 2016	(1,500)	2	Market Sale	78.1	1,17,150	1,24,62,872
12.	December 29, 2016	(2,071)	2	Market Sale	80.86	1,67,461.2	1,24,60,801
13.	December 30, 2016	(8,500)	2	Market Sale	85.24	7,24,500.1	1,24,52,301
14.	January 2, 2017	(3,000)	2	Market Sale	93.01	2,79,030	1,24,49,301
15.	January 3, 2017	(500)	2	Market Sale	100	50,000	1,24,48,801
16.	January 3, 2017	(500)	2	Market Sale	104.25	52,125	1,24,48,301
17.	January 6, 2017	(500)	2	Market Sale	103.4	51,700	1,24,47,801
18.	January 9, 2017	(1,400)	2	Market Sale	102.14	1,42,998.8	1,24,46,401
19.	January 13, 2017	(3,000)	2	Market Sale	98	2,94,000	1,24,43,401
20.	January 16, 2017	(3,500)	2	Market Sale	99	3,46,500	1,24,39,901
21.	January 17, 2017	(150)	2	Market Sale	100	15,000	1,24,39,751
22.	January 18, 2017	(2,000)	2	Market Sale	100	2,00,000	1,24,37,751
23.	January 25, 2017	(1,000)	2	Market Sale	114	1,14,000	1,24,36,751
24.	January 25, 2017	(1,000)	2	Market Sale	115	1,15,000	1,24,35,751
25.	February 23, 2017	(100)	2	Market Sale	105	10,500	1,24,35,651
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Sl. No.	Date	Quantity	Mode	Price	Value	Value
37	January 16, 2018	(2,000)	2	Market Sale	177.95	3,55,900
38	January 17, 2018	(1,600)	2	Market Sale	178	2,84,800
39	January 19, 2018	(4,442)	2	Market Sale	177.85	7,90,009.7
40	January 20, 2018	(300)	2	Market Sale	176.3	52,890
41	January 22, 2018	(25,900)	2	Market Sale	178.86	4,61,500
42	January 23, 2018	(550)	2	Market Sale	180.8	99,440
43	January 25, 2018	(1,000)	2	Market Sale	173.3	1,73,300
44	February 15, 2018	(600)	2	Market Sale	170.2	1,02,120
45	March 1, 2018	(400)	2	Market Sale	153.5	61,400
46	March 5, 2018	(12,000)	2	Market Sale	147.77	1,773,240
47	March 6, 2018	(10,800)	2	Market Sale	152.15	1,632,790
48	March 8, 2018	(9,500)	2	Market Sale	143.3	1,361,350
49	March 9, 2018	(1,100)	2	Market Sale	145.8	1,60,380
50	March 13, 2018	(1,000)	2	Market Sale	144.83	1,44,830
51	March 14, 2018	(3,000)	2	Market Sale	150.45	4,51,350
52	March 15, 2018	(5,100)	2	Market Sale	152.9	7,79,790
53	March 22, 2018	(750)	2	Market Sale	149.15	1,11,862.5
54	April 2, 2018	(3,800)	2	Market Sale	140.05	5,32,190
55	April 3, 2018	(2,100)	2	Market Sale	142.1	2,98,410
56	April 4, 2018	(3,000)	2	Market Sale	143.6	4,30,800
57	April 5, 2018	(12,000)	2	Market Sale	149.85	1,798,200
58	April 12, 2018	(5,200)	2	Market Sale	162.2	8,43,440
59	April 13, 2018	(3,600)	2	Market Sale	158.65	5,71,140
60	April 16, 2018	(9,300)	2	Market Sale	161.4	15,01,020
61	May 3, 2018	(1,000)	2	Market Sale	152.9	1,52,900
62	May 8, 2018	(41)	2	Market Sale	159	6,519
63	May 10, 2018	(10,000)	2	Market Sale	154	1,540,000
64	September 19, 2019	11,000	2	Market Purchase	65.85	7,24,350
65	September 30, 2019	564	2	Market Purchase	44.70	25,211
66	October 13, 2023	(5,000)	2	Market Sale	226.75	1,13,375
67	October 16, 2023	(9,275)	2	Market Sale	227.28	2,108,108
<b>TOTAL</b>		<b>41,754</b>				

\*Note: Since specific details of acquisition/sale of equity shares prior to April 01, 2015 are not available, aggregate shareholding as on April 01, 2015 is provided.

**9. 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.

**10. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY**  
As required by clause (x) of Schedule I in accordance with Regulation 5(iv)(b) of the 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:

10.1. Immediately following the date of the Board Meeting i.e., Tuesday, August 06, 2024 there will be no grounds on which the Company can be found unable to pay its debts;

10.2. As regards the Company's prospects for the year immediately following the date of the Board Meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will be 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.

10.3. In forming the aforesaid opinion, 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 and the Insolvency and Bankruptcy Code, 2016.

**11. CONFIRMATION FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT**

11.1. All the Equity Shares for Buyback are fully paid-up;

11.2. That the Company shall not issue any Equity Shares or any specified securities including by way of bonus till the expiry of the Buyback period;

11.3. As per provisions of Regulation 24(1)(f) of Buyback Regulations, the Company shall not raise further capital for a period of one year or such further period as may be prescribed, from the expiry of Buyback period except in discharge of its subsisting obligations;

11.4. 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, as applicable;

11.5. That the Company shall not buyback its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

11.6. That there are no defaults (either in past or subsisting) in the repayment of Deposits or interest payment there on, redemption of debentures or interest payment thereon, or preference shares or payment of dividend due to any member or repayment of term loans or interest payable thereon to any financial institutions or banks.

11.7. That the Company shall not withdraw the Buyback Offer after the public announcement of the offer of the Buyback is made;

11.8. That funds borrowed from Banks and Financial Institutions whether secured or unsecured will not be used for the Buyback;

11.9. That the aggregate amount of the Buyback i.e. upto Rs. 60,23,79,000/- (Rupees Sixty Crores Twenty-Three Lakhs and Seventy Nine Thousand Only) does not exceed 10% of the aggregate of total paid-up equity capital and free reserves based on the standalone financial statements of the Company as on March 31, 2024.

11.10. That the maximum number of shares proposed to be purchased under the Buyback i.e. 20,07,930 (Twenty Lakh Seven Thousand Nine Hundred and Thirty) does not exceed 25% of the total number of shares in the paid-up equity capital of the Company as on March 31, 2024.

11.11. The Company shall not make any offer of Buyback within a period of one year reckoned from the date of expiry of the Buyback period;

11.12. That the Buyback shall be completed within a period of one year from the date of passing of this Board Resolution;

11.13. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act and no public announcement of the Buyback shall be made during the pendency of any such Scheme;

11.14. That the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up share capital and free reserves based on standalone financial statements of the Company as on March 31, 2024 as prescribed under the Companies Act and the Buyback Regulations;

11.15. 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;

11.16. That the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;

11.17. That 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 Companies Act within the specified timelines;

11.18. That the consideration for the Buyback shall be paid by the Company only in cash;

11.19. That the Company shall transfer from its free reserves, 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) as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent unaudited/ audited financial statements;

11.20. That the Buyback shall not result in delisting of the Equity Shares or other specified securities from National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges");

11.21. That the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations;

11.22. That as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the Board Meeting till the closing of the Buyback offer;

11.23. That the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of this Board Meeting;

11.24. That as per Regulation 5 (c) and Schedule I (xii) of the Buyback Regulations, there is no breach of any covenants of the loans taken;

11.25. That the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buy-Back Regulations and the Companies Act is earlier.

**12. REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S STATUTORY AUDITORS**

**QUOTE**

**Date: 06.08.2024**

**To,**

**The Board of Directors**  
**Chaman Lal Setia Exports Limited**  
**Peeran Kot Road, Ajnala Road,**  
**M O Central Jail, Amritsar,**  
**Punjab - 143001, India**  
**Dear Sir/Ms'am,**

**Subject: Report on Buy Back of Shares pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations").**

This report is issued in accordance with the terms of our engagement letter dated 25.07.2024 with Chaman Lal Setia Exports Limited ("the Company").

The Board of Directors of the Company at their meeting held on 06.08.2024, have approved the proposed Buy-back of Equity Shares in pursuance to the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ("the Act") read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), as amended; and based on the information and explanations given to us which were to the best of our knowledge and belief necessary for this purpose, we report that:

1. We have enquired into the state of affairs of the Company in relation to its Audited Financial Statements for the year ended March 31, 2024 which have been audited by us and approved by the Board of Directors of the Company at their meeting held on 28.05.2024.

2. The amount of permissible capital payment (including premium) towards the proposed Buyback of Equity Shares as computed in the table below is properly determined in our view in accordance with Section 68 (2)(c) of the Act. The amounts of share capital and free reserves have been extracted from the Audited Financial Statements of the Company for the year ended at March 31, 2024.

Particulars	Standalone As on March 31, 2024	Amount
Paid-up Capital	A	10,34,67,100
<b>Free Reserves</b>		
Profit & Loss Account Balance		545,17,35,021
Securities Premium		10,31,83,184
General Reserves		68,24,64,062
Total Free Reserves	B	623,73,82,267
<b>Total Paid up Capital &amp; Free Reserves</b>	<b>A+B</b>	<b>634,08,49,367</b>
Maximum Permissible for buyback under Section 68 (2) of the Companies Act, 2013 (10% of the total paid up capital and free reserves with the Board Approval).		<b>63,40,84,937</b>

\*Company is not required to prepare Consolidated Financial Statements as there are no subsidiary and associate companies as on March 31, 2024.

3. The Board of Directors of the Company, in their meeting held on 06.08.2024 have formed their opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, as amended, on reasonable grounds, that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution.

This report has been issued at the request of the Company solely for use of the Company in relation to filing information with the Public Announcement as per requirements of Schedule II of the SEBI Buyback Regulations and in connection with the proposed Buyback of Equity Shares of the Company in pursuance of the provisions of Section 68 and other applicable provisions of the Act and the SEBI Buyback Regulations, as amended and may not be suitable for any other purpose.

**For**  
**Rajesh Kapoor And Co**  
**Chartered Accountants**  
**Firm Registration No.:013527N**  
**Sd/-**  
**Rajesh Kapoor**  
**Membership No.: 092692**  
**UDIN: 24092692BKJC23666**  
**Date: 06.08.2024**  
**Place: Amritsar**  
**UNQUOTE**

**13. PRIOR APPROVALS FROM LENDERS**  
As on the date this Public Announcement, the Company has obtained facilities with Banks. In accordance with Regulation 5(i)(c) and Schedule I clause (xii) of the Buyback Regulations, there is no breach of any covenants of loans taken from any Banks.

**14. RECORD DATE AND SHAREHOLDER'S ENTITLEMENT**  
14.1. As required under the Buyback Regulations, the Company has fixed Monday, August 19, 2024 as the record date (the "Record Date") for the purpose of determining the entitlement and the names of the equity shareholders who are eligible to participate in the Buyback.

14.2. 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. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. The dispatch of the Letter of Offer shall be through electronic mode via email only, within two (2) working days from the Record Date and that in case any shareholder requires a physical copy of the Letter of Offer, a request has to be sent to the Company or Registrar to the Buyback, i.e., BETAL Financial & Computer Services Private Limited at the address mentioned at Paragraph 15.3 to receive a copy of the Letter of Offer in physical form and the same shall be provided.

14.3. The Equity Shares to be bought back as part of the Buyback are divided into two categories:

i. Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs only) and;

ii. General Category for all other shareholders.

14.4. In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such 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.

14.5. On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholders, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which shareholder belongs. The final number of Equity Shares that 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 an Eligible Shareholder.

14.6. In accordance with Regulation 9(i) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the small shareholder category, the Company will club together the equity shares held by such shareholders with a common Permanent Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the equity shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the equity shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the registrar and transfer agent (the "Registrar") as per the shareholder records received from the depositories.

14.7. After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The entitlement of 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.

14.8. The participation of Eligible Shareholders in the Buyback is voluntary. Eligible Shareholders can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders may also accept a part of their entitlement. Eligible 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 Eligible 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.

14.9. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account can not exceed the number of Equity Shares held in that demat account.

14.10. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" formalities of the Buyback (as such terms and conditions as may be permitted by law from time to time) indicating their respective entitlement for participating in the Buyback.

14.11. Participation in the Buyback by shareholders will trigger tax on distributed income to shareholders (Buyback Tax) in India and such tax is to be discharged by the Company. Any income received by Eligible Shareholders pursuant to the Buyback of shares will not be included in the total taxable income of such shareholders. The Buyback will also be chargeable to securities transaction tax and stamp duty in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

14.12. 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 to be sent in due course to the Eligible Shareholders.

**15. PROCESS AND METHODOLOGY FOR BUYBACK**

15.1. The Buyback is open to all Eligible Shareholders/beneficial owners of the Company holding Equity Shares either in physical and/or in dematerialized form as on the Record Date.

15.2. The Buyback shall be implemented using the "Mechanism for acquisition of shares through Stock Exchange" pursuant to the SEBI Circulars ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board (including a committee authorized to complete the formalities of the Buyback) on such terms and conditions as may be permitted by law from time to time.

15.3. For implementation of the Buyback, the Company has appointed SMC Global Securities Limited as the registered broker to the Company ("Company's Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange Mechanism for the Buyback and 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:

**Name of the Broker:** SMC Global Securities Limited  
**Phone:** +91-11-30111000  
**Website:** www.smctradeonline.com  
**Email:** smc.care@smcindiaonline.com  
**Address:** 11/6B, Shanti Chambers, Pusa Road, New Delhi - 110005  
**SEBI Registration No.:** INZ000199438  
**Validity Period:** Till cancelled  
**Corporate Identity Number:** L74899D1994PLC063609

15.4. The Company will request BSE to provide the separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE will be the designated Stock Exchange for the purpose of this Buyback. The details of the Acquisition Window will be specified by BSE from time to time. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective stock broker(s) ("Seller Member(s)") during normal trading hours of the secondary market. The Seller Member can enter orders for Equity Shares held in dematerialized form and physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

15.6. In the event the Seller Member(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 unique client code ("PUC") facility through 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 registered broker, Eligible Shareholders may approach Company's Broker i.e. SMC Global Securities Limited to place their bids, subject to completion of KYC requirements as required by the Company's Broker.

15.7. 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.

15.8. The cumulative quantity tendered shall be made available on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period. Further, the Company will not accept Equity Shares tendered for Buyback which are under restraint order of the court or any other competent authority 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.

**15.9. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:**

15.9.1. Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating to the concerned Seller Member, the details of Equity Shares they wish to tender under the Buyback.

15.9.2. The Seller Member(s) would be required to place an order/ bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of the Designated Stock Exchange (BSE). For further details, Eligible Shareholders may refer to the circulars issued by the Stock Exchanges and Indian Clearing Corporation Limited and the National Securities Clearing Corporation (collectively referred to as "Clearing Corporations").

15.9.3. The details and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by the Stock Exchanges and/or the Clearing Corporation.

15.9.4. The lien shall be marked by the Seller Member in the demat account of the Eligible Shareholder for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to Clearing Corporation. In case, the Shareholders demat account is held with one depository and clearing member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ("IDT") instructions shall be initiated by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.

15.9.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned selling member shall revoke the custodian confirmation and the revised order/ bid shall be sent to the custodian again for confirmation.

15.9.6. Upon placing the bid, the Seller Member(s) shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. The TRS will contain the details of the order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non receipt of the completed tender form and other documents, but lien marked on 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 dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the demat Equity Shares by the Clearing Corporations 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.

15.9.7. 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, due to non-acceptance or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of 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 securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the eligible shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be returned to the respective custodian depository pool account.

15.9.8. Eligible shareholders who have tendered their demat shares in the buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the tender form to be sent. Such documents may include (but not limited to): (i) duly attested power of attorney, if any person other than the eligible shareholder has signed the tender form; (ii) duly attested death certificate and succession certificate/legal heirship certificate, in case any eligible shareholder is deceased, or court approved scheme of merger/amalgamation for a company; and (iii) in case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

**15.10. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:**

15.10.1. In accordance with SEBI's circular dated July 31, 2020 (circular no. SEBI/HO/CFD/CMD1/CIR/2020/144), shareholders holding Equity Shares in physical form are allowed to tender such shares in a buyback undertaken through the tender offer route. However, such tendering shall be as per the provisions of the Buyback Regulations and terms provided in the Letter of Offer.

15.10.2. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (a) 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), (b) original share certificate(s), (c) valid share transfer form(s)/Form SH-4 duly filed and signed by the transferors (i.e. by all registered Shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (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 Aadhar card, voter identity card or passport.

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

15.10.4. Any Seller Member/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. BETAL Financial & Computer Services Private Limited at the address mentioned at paragraph 17 below on or before the Buyback closing date. The envelope should be superscribed as "Chaman Lal Setia Exports Limited Buyback 2024" to the Registrar to the buyback at their office, so that the same are received within 2 days of bidding by Seller Member and the same should reach not later than the buyback closing date (by 05:00 pm). One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member in case of hand delivery.

15.10.5. In case of non-receipt of the completed tender form and other documents, but receipt of equity shares in the account of the clearing corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted.

15.10.6. 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 Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as "unconfirmed physical bids". Once Registrar to the Buyback confirms the bids, they will be treated as "confirmed bids" and displayed on the Stock Exchange website.

15.10.7. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback.

15.10.8. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any. In the tendering process, the shareholder's broker may also process the orders received from the Eligible Shareholders.

15.11. 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 such 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 Reserve Bank of India under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any and that such approvals shall be required to be taken by such non-resident shareholders.

15.12. The reporting requirements for non-resident shareholders under Reserve Bank of India, 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 Seller Member through which the Eligible Shareholder places the bid.

**16. METHOD OF SETTLEMENT**

**16.1. Upon finalization of the basis of acceptance as per the Buy-back Regulations:**

16.1.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

16.1.2. The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. The settlement of fund obligation for demat shares shall be affected as per the SEBI Circulars and as prescribed by NSE and BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to the registered Eligible Shareholders. If the Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such Eligible Shareholders.

16.1.3. 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.

16.1.4. In case of certain shareholders 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 pertains to custodians who will transfer the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.

16.1.5. Details in respect of shareholder's