



# AMFORGE INDUSTRIES LIMITED

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## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF AMFORGE INDUSTRIES LIMITED FOR BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER.

THIS PUBLIC ANNOUNCEMENT IS BEING MADE PURSUANT TO THE PROVISIONS OF REGULATION 8(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 1998 FOR THE TIME BEING IN FORCE INCLUDING ANY STATUTORY MODIFICATIONS AND AMENDMENTS FROM TIME TO TIME AND CONTAINS THE DISCLOSURES AS SPECIFIED IN PART A OF SCHEDULE I TO THESE REGULATIONS.

OFFER FOR BUYBACK OF UP TO 34,80,000 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF Rs.2 EACH AT A PRICE OF Rs.6 PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

### 1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE:

1.1 The Board of Directors of Amforge Industries Limited ("the Company"), in its meeting held on May 29, 2017, have recommended the proposal for Buyback of 34,80,000 (Thirty Four Lakhs Eighty Thousand Only) equity shares of face value of Rs.2 each ("Shares" or "Equity Shares") of the Company ("Buyback") and sought approval of the equity shareholders of the Company, by a special resolution, through postal ballot notice dated May 29, 2017 ("Postal Ballot Notice"). The result of the said postal ballot was announced on July 6, 2017. By means of the said special resolution, passed through postal ballot, the shareholders holding Equity Shares of the Company have approved the Buyback of up to 34,80,000 (Thirty Four Lakhs Eighty Thousand Only) fully paid-up Equity Shares from the existing shareholders/beneficial owners of the Equity Shares of the Company, as on the Record Date (hereinafter defined), on a proportionate basis, through the tender offer process, in accordance with the provisions contained in Article 12A of the Articles of Association of the Company, Sections 68, 69 and 70 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the relevant rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), to the extent applicable, and the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ("Buyback Regulations"). 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 from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to Securities and Exchange Board of India ("SEBI") and the Stock Exchange where the Equity Shares of the Company are listed i.e. the BSE Limited ("BSE"), Reserve Bank of India, etc. at a price of Rs. 6 per Equity Share ("Buyback Price") payable in cash, for an aggregate maximum amount of upto Rs. 2,08,80,000 (Rupees Two Crore Eight Lakh Eighty Thousand only) ("Buyback Size"). The Buyback Size represents 24.97% of the aggregate of Company's paid-up equity share capital and free reserves as on March 31, 2017.

1.2 The Buyback shall be undertaken on a proportionate basis from the shareholders holding Equity Shares, either in physical or dematerialized form, as on Record Date ("Eligible Shareholders") through the tender offer route prescribed under Regulation 4(1) (a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Eligible Shareholders and settlement of the Buyback, through the stock exchange mechanism as specified by SEBI in Circular Number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (the "SEBI Circular").

1.3 The Equity Shares are proposed to be bought back at a price of Rs. 6/- per Equity Share. The Buyback Price has been arrived at after considering various factors including, but not limited to (i) book value as on March 31, 2017 (date of last audited Balance Sheet), (ii) the volume weighted average market price of the Equity Shares on BSE for twenty six weeks and two weeks preceding the date of intimation of the Board Meeting to consider the proposal of the Buyback to the BSE, (iii) closing market price on the date of Board Meeting and (iv) the impact on the net worth of the Company.

1.4 The Buyback Price represents: (i) premium of 36.99% over the volume weighted average market price of the Equity Shares on BSE Limited, during the 26 weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback; and (ii) premium of 40.52% over the volume weighted average market price of the Equity Shares on BSE Limited, for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback. The closing market price of the Equity Shares as on the date of intimation to the BSE for the Board Meeting for considering the Buyback was Rs. 4.05. (Source: [www.bseindia.com](http://www.bseindia.com)).

1.5 The aggregate paid-up equity share capital and free reserves (including securities premium account) as at March 31, 2017 is Rs. 836.23 lakh (Rupees Eight Crore Thirty Six Lakhs Twenty Three Thousand Only) in accordance with section 68(2) (c) of the Act, the funds deployed for the Buyback shall not exceed 25% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company under shareholder approval route. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 208.80 lakh. The Company has proposed to utilise an aggregate amount of Rs. 208.80 lakh excluding the transaction costs for the Buyback which is within the maximum amount as aforesaid and which represents 24.97% of the total paid-up share capital and free reserves (including securities premium account) of the Company as per standalone audited financial statements of the Company for the financial year ended March 31, 2017. Further, under section 68 of the Act, the number of Equity Shares that can be bought back during the financial year shall not exceed 25% of the paid-up Equity Shares of the Company. Accordingly, the number of Equity Shares that can be bought back during the financial year cannot exceed 37,05,052 Equity Shares being 25% of 1,48,20,206 (One Crore Forty Eight Lakhs Twenty Thousand Two Hundred and Six Only) Equity Shares as per the audited balance sheet as on March 31, 2017. The present Buyback proposed by the Company is up to 34,80,000 Equity Shares representing 23.48% of the paid-up Equity Shares, the same is within the aforesaid limit.

1.6 In terms of Buyback Regulations, under the Tender Offer route, promoters and promoter group ("Promoters") of the Company have option to participate in the Buyback. However, none of the Promoters and Persons in Control will participate in the Buyback.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoters and Persons in Control in the Company may increase from the existing shareholding of the total equity capital and voting rights of the Company. The Promoters and Persons in Control of the Company are already in control over the Company and therefore such further increase in voting rights of the Promoters and Persons in Control will not result in any change in control over the Company.

1.7 Assuming the Buyback of maximum Buyback shares pursuant to the Buyback Offer, the percentage holding of the Promoters and Persons in Control may increase from the existing level of 55.23 % to 72.18%. Such an increase in shareholding percentage may attract Regulation 3(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). However, the same is exempt in terms of the clause (iii) to the proviso to Regulation 10(4)(c) of the Takeover Regulations, subject to compliance with the proviso of the aforesaid clause of the Takeover Regulations. The Promoter Directors of the Company being interested in the resolution approving the Buyback in their capacity as Directors of the Company, have abstained themselves from voting in resolution approving the Buyback passed by the Board at its meeting held on May 29, 2017 and the Resolution passed by the Equity Shareholders of the Company through Postal Ballot including e-voting, the result of which have been declared on July 6, 2017.

The Buyback of Equity Shares may be subject to taxation in India and in the country of residence of the Eligible Shareholder(s). In due course, Eligible Shareholder(s) will receive a letter of offer in relation to the Buyback ("Letter of Offer"), which will contain a note on taxation. However, in view of the particularized nature of tax consequences, Eligible Shareholders are required to consult their tax advisors for the applicable tax provisions including the treatment that may be given by their respective tax officers in their case, and the appropriate course of action that they should take.

### 2. NECESSITY FOR THE BUYBACK:

2.1 The Company has accumulated substantial cash reserves out of the operations in the past. The Company does not have any expansion plans / new projects to be undertaken in near future and neither has it any debt to be repaid. The Company wishes to return a portion of the cash to the Shareholders by utilizing the free reserve to buyback its Equity Shares. The buyback of Equity Shares shall also provide an opportunity to the shareholders to offer their Equity Shares to the Company resulting in improvement in financial ratios and maximization of overall shareholders' value. The Buyback is a more efficient form of distributing surplus cash to the Equity Shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:

i. The Buyback gives an option to the Equity Shareholders to either participate in the Buyback and receive cash in lieu of Equity Shares accepted under the Buyback or not participate in the Buyback and enjoy a resultant increase in their percentage shareholding in the Company post the Buyback;

ii. The Buyback would help in improving certain key financial ratios of the Company;

iii. The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve a reservation for Small Shareholders as defined in the Buyback Regulations. As defined in the Buyback Regulations, a "Small Shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, of not more than Rs. 2,00,000 (Rupees Two Lakh).

2.2 The Buyback will help the Company return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members.

2.3 The Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the Small Shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholder" as per Regulation 2(1)(a) of the Buyback Regulations;

2.4 The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value;

2.5 The Buyback gives an option to the members 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 REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES:

3.1 The aggregate paid-up equity share capital and free reserves (including securities premium account) as at March 31, 2017 is Rs. 836.23 Lakhs (Rupees Eight Crore Thirty Six Lakhs Twenty Three Thousand Only). Under section 68 (2) (c) of the Act, the funds deployed for the Buyback shall not exceed 25% of the total paid-up equity share capital and free reserves (including securities premium account) of the Company under shareholders' approval route. Accordingly, the Company has proposed to utilise the maximum amount not exceeding Rs. 208.80 lakh (Rupees Two Crore Eight Lakh Eighty Thousand only) excluding the transaction costs for the Buyback which is within the maximum amount as aforesaid and which represents 25% of the total paid-up equity capital and free reserves (including securities premium account) of the Company as per audited financial statements of the Company for the financial year ended March 31, 2017.

3.2 The Buyback would be financed out of current surplus and/ or cash and cash equivalents and/ or internal accruals of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares proposed to be bought back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

### 4. MAXIMUM PRICE AT WHICH SHARES ARE PROPOSED TO BE BOUGHT BACK AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE:

The Equity Shares are proposed to be bought back at a price of Rs. 6/- (Rupees Six Only) per Equity Share. The Buyback Price has been arrived at after considering various factors including, but not limited to, (i) book value as on March 31, 2017 (date of last audited Balance Sheet), (ii) the volume weighted average market price of the Equity Shares on BSE for twenty six weeks and two weeks preceding the date of intimation of the Board Meeting to consider the proposal of the Buyback to the Stock Exchange, (iii) closing market price on the date of Board Meeting and (iv) the impact on the Net worth of the Company.

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

The Company proposes to Buyback up to 34,80,000 (Thirty Four Lakhs Eighty Thousand Only) Equity Shares of face value of Rs. 2 (Rupees Two Only), representing 23.48% of the total issued and paid-up Equity Share capital of the Company.

### 6. METHOD TO BE ADOPTED FOR THE BUYBACK:

6.1 As required under the Buyback Regulations, Equity Shares to be bought back under Tender Offer are divided into two categories: (i) Reserved category for Small Shareholders; and (ii) General category for all other shareholders. Please refer Clause 12.2 of this Public Announcement for further details.

6.2 The Buyback will be undertaken on a proportionate basis from the Equity Shareholders of the Company as on the Record Date through the Tender Offer process prescribed under Regulation 4(1)(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 in SEBI Circular in terms of Regulation 9(3A) of the Buyback Regulations.

### 7. DETAILS OF PROMOTER SHAREHOLDING AND THEIR INTENTION TO PARTICIPATE IN THE BUY BACK:

7.1 The particulars of the Equity Shares of the Company held by the Promoter and Promoter Group and the Persons in control of the Company, on the date of the Board Resolution and the Postal Ballot Notice i.e., May 29, 2017:

Sr. No.	Name of the Shareholder	No. of shares held	% of total paid-up capital
1	Puneet Makar	25,13,219	16.96
2	Reshma Yogiraj Makar	51,096	0.35
3	Radhika Kapur	62,796	0.42
4	Nutan Lamba	62,378	0.42
5	Yogiraj Jaichand Makar (HUF)	75,660	0.51
6	Namsh Trading & Consultancy LLP	25,30,245	17.07
7	Vinivoy Investment & Trading Co. Pvt. Ltd.	28,89,880	19.50
	<b>Total</b>	<b>81,85,274</b>	<b>55.23</b>

7.2 None of the directors and Key Managerial Personnel of the Company hold any equity shares in the Company except for the following:

Sr. No.	Name of the Shareholder	No. of shares held	% of total paid-up capital
1	Puneet Makar	25,13,219	16.95
2	Reshma Yogiraj Makar	51,096	0.34
3	Fali P. Mama	2,220	0.01
4	Ajit P. Walwaikar	1850	0.01

7.3 The Promoter and Promoter Group and the Persons who are in control of the Company have confirmed that they have not purchased or sold or transferred Equity Shares of the Company during six months except transmission of shares within the promoter group, preceding May 29, 2017 being the date of Board Meeting and date of Postal Ballot Notice. The details of transmission of shares are given below:

Name	Date of transaction	Mode	No. of equity shares	Transaction value
Yogiraj Makar	18/01/2017	Transmission of shares to legal heir	3,44,646	Not Applicable
Puneet Makar	18/01/2017	Received by way of trans-mission of shares	3,44,646	Not Applicable

### 8. INTENTION OF THE PROMOTERS AND PERSONS IN CONTROL OF THE COMPANY TO TENDER EQUITY SHARES FOR BUY BACK:

In terms of the Buyback Regulations, under the tender offer route, the Promoters and Promoter Group of the Company have the option to participate in the Buy Back. The Promoter and Promoter Group Members have communicated that they are not participating in the Offer.

### 9. NO DEFAULTS:

The Board of Directors of the Company have confirmed that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

### 10. CONFIRMATION BY THE BOARD OF DIRECTORS:

10.1 The Board of Directors has confirmed that on the date of the Board Resolution (May 29, 2017) it has made a full enquiry conducted into the affairs and prospects of the Company, the Board of Directors has formed the opinion that:

(a) immediately following the date of the Board Resolution (May 29, 2017), and the date on which the results of shareholders' resolution passed by way of Postal Ballot / E-voting ("Postal Ballot Resolution") will be declared, there are no grounds on which the Company can be found unable to pay its debts;

(b) as regards the Company's prospects for the year immediately following the date of the Board Resolution (May 29, 2017) and for the year immediately following the Postal Ballot Resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Resolution as well as the date of the Postal Ballot Resolution; and

(c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company were being wound up under the provisions of the Act and/ or the Insolvency and Bankruptcy Code, 2016, as applicable, (including prospective and contingent liabilities).

### 11. REPORT BY THE COMPANY'S STATUTORY AUDITOR:

The text of the report dated 29<sup>th</sup> May, 2017 received from J. Singh & Associates, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

#### QUOTE

To,

The Board of Directors

Amforge Industries Limited,

1104-A, Raheja Chambers, Free Press Journal Marg,

Nariman Point, Mumbai – 400 021.

Dear Sirs,

1. We have been engaged by Amforge Industries Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of Section 68 and Section 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and the regulations as specified in the "Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and amendments thereto (the "Buyback Regulations"), based on the information and explanations given to us to the best of our knowledge and belief were necessary for this purpose, we report as follows:

i. We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the period ended March 31, 2017.

ii. The Board has proposed to buyback the Company's equity shares up to an aggregate amount not exceeding Rs. 208.80 lakh ("Maximum Offer Size") at a price not exceeding Rs.6/- per equity share ("Maximum Buyback Price"). The amount of permissible capital payments towards buyback of equity shares has been properly determined in accordance with Section 68(2)(c) of the Act, as given below:

Particulars	Rupees
Issued, Subscribed and Paid up Capital as at March 31, 2017 (1,48,20,206 equity shares of Rs. 2/- each fully paid up)	2,96,40,412
Free reserves as at March 31, 2017:	
— General Reserve	43,02,67,060
— Securities Premium Account	18,31,94,900
— Statement of Profit and Loss	(55,94,79,491)
Total	8,36,22,881
Maximum permissible amount for Buyback i.e. 25% of the total paid-up capital and free reserves	2,09,05,720

2. The Board of Directors in their meeting held on May 29, 2017 have formed their opinion, as specified under Clause (v) of Part A of Schedule II of the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

3. Compliance with the provisions of the Act and the Buyback Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on the procedures we performed.

4. We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). These procedures include examining evidence supporting the particulars above on a test basis.

5. This report has been prepared for and only for the Company and is in reference to proposed buyback of Equity Shares in pursuance of the provisions of the Act and the Buyback Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For J. Singh and Associates

Chartered Accountants

S.P. Dixit

Partner

Membership No. 0411179

Dated: May 29, 2017

#### UNQUOTE

### 12. RECORD DATE AND SHAREHOLDER ENTITLEMENT:

12.1 As required under the Buyback Regulations, the Company has fixed Wednesday, July 26, 2017 as the record date ("Record Date") for the purpose of determining the entitlement and the names of the Shareholders who will be eligible to participate in the Buyback.

12.2 The Equity Shares to be bought back, as part of the Buyback is divided into two categories:

a) reserved category for Small Shareholders (defined under Regulation 2 (1)(a) of the Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on record date, is not more than Rs.2 lakh); and

b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

12.3 The reserved category for Small Shareholders shall be 15% of the number of Equity Shares, which the Company proposes to buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher.

12.4 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity 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 the Eligible Shareholders, will be based on the Equity Shares tendered. Accordingly, in the event of the overall response to the tender offer being in excess of Buyback Size, the Company may not purchase all the Equity Shares tendered by the Eligible Shareholders over and above their entitlement.

12.5 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 the shareholders in that category and thereafter from shareholders who have tendered over and above their entitlement in other category.

12.6 The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

12.7 The maximum tender under the Buyback by any shareholders cannot exceed the number of Equity Shares held by the shareholders as on the Record Date or 34,80,000 Equity Shares whichever is lower.

12.8 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 the Buyback Regulations.

12.9 Detailed instructions for participation in the Buyback (tendering 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 in due course to the Eligible shareholders as on Record Date.

### 13. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK:

#### Process

13.1 The Buyback is open to all Eligible Shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and 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 SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no.

CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and the procedure prescribed in the notice issued by BSE bearing reference number 20170202-34, dated February 2, 2017, and in accordance with the procedure prescribed in the Act and the 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. In this regard, the Company will request BSE to provide the Acquisition Window (defined hereinafter). For the purpose of this Buyback, BSE would be the Designated Stock Exchange.

13.3 For implementation of the Buyback, the Company has appointed VKC Share & Stock Broking Services 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:

VKC Share & Stock Broking Services Limited, 23, Rustomjee Street, 2<sup>nd</sup> Floor, Ballygunge Phari, Behind Mukti Hous, Kolkata – 700 019. India Tel.: +91 33 40099999; Fax: +91 33 40099957; Contact Person: Mr. Shreyas Kampani.

13.4 The Company shall request BSE to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time.

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 stockbrokers ("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.

13.6 Procedure to be followed by shareholders holding Demat Shares:

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

b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker.

c) For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/ bid by custodians. The custodian shall either confirm or reject the orders not later than 6:00 p.m. on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custody and the confirmation and the revised order shall be sent to the custodian again for confirmation.

d) Upon placing the bid, the Shareholder Broker shall provide a 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.

e) Modification/ cancellation of orders will be allowed during the tendering period of the Buyback.

f) The cumulative quantity tendered shall be made available on the website of BSE i.e., [www.bseindia.com](http://www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

13.7 Procedure to be followed by the shareholders holding Physical Shares:

a) Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include: (i) tender form duly signed (by all shareholders in case Equity Shares are held in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificate(s); (iii) valid Form SH-4 (share transfer form) duly filled and signed by the transferors (i.e. by all shareholders who are transferring the Physical Shares in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company; (iv) self-attested copy of shareholder(s) PAN Card(s); (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the shareholder has undergone a change from the address registered in the Register of Members of the Company, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the documents such as the valid Aadhar card, voter identity card or passport.

b) Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the shareholders holding Physical Shares and who wish to tender Equity Shares in the Buyback, using the Acquisition Window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the shareholder. TRS will contain the details of order submitted such as the folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.

c) Any Eligible Shareholder Broker who places a bid for Physical Shares, is required to deliver the original share certificate(s) & documents (as mentioned in Paragraph 12.7 (a) above) along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback (at the address mentioned in Paragraph 15 below) not later than 2 (two) days of bidding by the Shareholder Broker. The envelope should be super scribed as "Amforge Industries Limited Buyback Offer 2017". 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.

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

e) Modification/ cancellation of orders will be allowed during the tendering period of the Buyback.

f) The cumulative quantity tendered shall be made available on the website of BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading session and will be updated at specific intervals during the tendering period.

### 14. METHOD OF SETTLEMENT: