

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Bid Letter is being sent to you as a shareholder (Other than those belonging to Promoter/Acquirer) of **Binod Jute and Fibre Limited**. In case you have recently sold your shares in the company, please hand over this Bid Letter and the accompanying Bid Form to the member of the stock exchange through whom the sale was effected.

If you require any clarification in connection with this Bid Letter, you should consult the Manager to the Offer i.e. Gretex Corporate Services Limited or the Registrar to the Offer i.e. Niche Technologies Private Limited.

LETTER OF OFFER

From

Poonam Dugar (the “Promoter”/the “Acquirer”) Resident at 5A, Little Russel Street, Kankaria Estate, Park Street, VTC: Middleton Row, Kolkata-700071.

inviting you to tender your fully paid-up equity shares in

Binod Jute and Fibre Limited.

having its Registered Office at Ground Floor 5A, Little Russel Street, Kolkata-700071.

in connection with the proposed acquisition of the equity shares of **Binod Jute and Fibre Limited**, pursuant to a Reverse Book Building Process in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulation, 2021.

Floor Price: Rs. 224.30/- per equity share of face value of Rs. 10/- each

Bid Opens on: Friday, August 30, 2024

Bid Closes on: Thursday, September 05, 2024

If you wish to tender your shares to the Acquirer, you should:

- Read this Bid Letter and the instructions herein.
- Complete and sign the accompanying Bid Form in accordance with the instructions therein and in this Bid Letter.
- Ensure that you have credited your shares to the correct Special Depository Account (details of which are set out in this Bid Letter) and obtained an acknowledgement of your instruction to your Depository Participant (the Delivery Instruction) in relation thereto.
- Submit (a) your Bid Form and (b) a photocopy of your acknowledged Delivery Instruction by hand to relevant Bid Centers set out in this Bid Letter and Shareholders, who are resident in areas where no Bid Centers are located, may submit their Bids by registered post (at their own risk and cost) along with a photocopy of acknowledged delivery instructions for transferring the shares in favor of special depository account of so as to ensure that their Bids are delivered to: on or before the Bid Closing Date and upto Bid Closing Time.

| MANAGER TO THE OFFER | | REGISTRAR TO THE OFFER | |
|---|--|---|---|
|  | GRETEX CORPORATE SERVICES LIMITED A-401, Floor 4th, Plot FP-616, (PT), Naman Midtown, Senapati Bapat Marg, Near India bulls, Dadar (West), Mumbai – 400013. Tel: 02269308500, 09836821999 E-Mail: info@gretexgroup.com SEBI Regd. No.: INM000012177. Contact Person: Mr. Arvind Harlalka |  | NICHE TECHNOLOGIES PRIVATE LIMITED 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata, West Bengal-700017. Ph. No: (033) 2280 6616 /6617/ 6618 Fax No. (033) 2280 6619 E-Mail : nichetechpl@nichetechpl.com Contact Person: Mr. Ashok Sen |

RISK FACTORS

The risk factors set forth below do not relate to the present or future business operations of the Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Public Shareholder in the Delisting Offer. Each Public Shareholder of the Company is hereby advised to consult with legal, financial, tax, investment, or other advisors and consultants of their choice, if any, for further risks with respect to each such shareholder's participation in the Delisting Offer and related sale and transfer of Offer Shares to the Acquirers.

Risk factors relating to the transaction, the proposed Delisting Offer and the probable risk involved in associating with the Acquirers:

1. The Acquirers make no assurance with respect to the financial performance of the Company.
2. If there is any litigation leading to a stay on the Delisting Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LOF (Letter of offer). Consequently, the payment of consideration to the Public Shareholders whose Offer Shares are accepted under this Delisting Offer as well as the return of Offer Shares not accepted under this Delisting Offer by the Acquirers may get delayed.
3. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in this LOF or in the DPA or in advertisements or other materials issued by, or at the instance of the Acquirers or the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.
4. This Delisting Offer is subject to completion risks as would be applicable to similar transactions.

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Dear Shareholder,

Invitation to tender your Equity Shares in **Binod Jute and Fibre Limited**
(hereinafter referred to as the "Company")

The Acquirer along with other acquirers are pleased to invite you to tender, on the terms and subject to the conditions set out below, your fully paid-up equity shares in the company (the "Equity Shares") pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares), Regulation, 2021.

1. BACKGROUND AND HISTORY OF THE COMPANY

1.1 The Binod Jute and Fibre Limited is a Public Limited Company, incorporated under the Indian Companies Act, 1956 and having its registered office situated at Ground Floor 5A, Little Russel Street, Kolkata-700071.

1.2 The Authorized Share Capital of Binod Jute and Fibre Limited as on the date of Public Announcement is Rs. 1,00,00,000, comprising of 10,00,000 equity shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Capital as on the date of public announcement is Rs. 55,37,500, comprising of 5,53,750 equity shares of Rs. 10/- each. There are neither any partly paid-up equity shares nor outstanding convertible instruments.

1.3 The promoter group holds 5,31,350 shares in Binod Jute and Fibre Limited representing approximately 95.95 % of the outstanding fully paid-up equity share capital as on the date of this Public Announcement. Out of the above-mentioned shares, 50,350 shares are held by Acquirer. The company has passed a Special Resolution in the Extra-ordinary General Meeting of the company held on June 10, 2024, for voluntary delisting of its equity shares from Calcutta Stock Exchange Limited, where the shares of the company are presently listed, under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulation, 2021.

1.4 The Acquirer, The Promoter on its behalf and on behalf of other promoters of the Company, hereby makes this offer to the public shareholders of Binod Jute and Fibre Limited (the "Public Shareholders") other than those belonging to the promoter group of Binod Jute and Fibre Limited in terms of the Regulation. The public shareholders presently hold 22,400 Equity Shares of Binod Jute and Fibre Limited aggregating 4.05 % of the total paid up equity share capital of the Company.

BACKGROUND OF THE PROMOTER ACQUIRERS AND THE PROMOTER GROUP:

a. Promoters Details: Brief Profile of all Promoter:

| Sr. No. | Name of Promoter | Entity Type | Brief Profile |
|---------|-----------------------|-------------|--|
| 1 | Anuradha Mehta | Promoter | Daughter of Mr. Jai Kumar Kankaria, resident of A-801, Rajhans Maxima Wing-A, Near Raghu Ramji Party Plot, Umara, South City, Surat, SVR College, Gujarat-395007 has more than 30 Years of experience in the present position. |
| 2 | Awanti Kumar Kankaria | Promoter | Son of Late Harakh Chand Kankaria, resident of C/O Harakh Chand Kankaria Kankaria Park 5 Middleton St Middleton Row Kolkata-700071 has more than 50 Years of experience in the present position. |
| 3 | Divya Dugar | Promoter | Daughter of Mr. Jai Kumar Kankaria, resident of 5A Little Russell Street Near Kankaria Estate Vtc Middleton Row Po Middleton Row Kolkata-700071 has more than 15 Years of experience in the present position. |
| 4 | Jai Kumar Kankaria | Promoter | Son of Late Harakh Chand Kankaria, resident of C/O Harakh Chand Kankaria Kankaria Park 5 Middleton St Middleton Row Kolkata-700071 has more than 50 Years of experience in the present position. |
| 5 | Meghna Sanghvi | Promoter | Daughter of Mr. Jai Kumar Kankaria, resident of C/O Amrish Babulal Sanghvi, 5th Floor, Vandan Apartment, 29, Cozi Lane, Dongarshi Road, Malabar Hill, Mumbai, Maharashtra-400006 has more than 30 Years of experience in the present position. |

| | | | |
|----|--|----------------|--|
| 6 | Poonam Dugar | Promoter | Daughter of Mr. Jai Kumar Kankaria, resident of 5A Little Russell Street Near Kankaria Estate Vtc Middleton Row Po Middleton Row Kolkata-700071 has more than 25 Years of experience in the present position. |
| 7 | Vasanti Devi Kankaria | Promoter | Wife of Mr. Jai Kumar Kankaria, resident of C/O Jai Kumar Kankaria Kankaria Park 5 Middleton St Middleton Row Kolkata-700071 has more than 30 Years of experience in the present position. |
| 8 | Aradhana Investments Ltd | Promoter Group | Registered Office of the Company is situated at 5, Middleton Street Kolkata WB 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities and generation of wind and solar power. |
| 9 | Aradhana Multimax Limited | Promoter Group | Registered Office of the Company is situated at 2/1, Russel Street Kolkata WB 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities. |
| 10 | Awanti Fibre & Industries Ltd. | Promoter Group | Registered Office of the Company is situated at 5, Middleton Street Kolkata WB 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities. |
| 11 | H C Commercial Ltd | Promoter Group | Registered Office of the Company is situated at 5 Middleton Street P S Park Street Kolkata WB 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities and generation of solar power. |
| 12 | Jai Kumar Kankaria Investment Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 6, Little Russel Street Kolkata WB 700071 and the Company is engaged in the business of investment in shares and securities. |
| 13 | Kankaria Traders And Investment Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 2/1, Russell Street Kolkata WB 700071 and the Company is engaged in the business of investment in shares and securities. |
| 14 | Morgan Walker And Co Limited | Promoter Group | Registered Office of the Company is situated at 5, Kankaria Park, Middleton Street, Park Street, Kolkata, West Bengal, 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities. |
| 15 | Reliance Traders And Investors Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 2/1, Russel Street, Kolkata WB 700071 and the Company is engaged in the business of investment in shares and securities. |
| 16 | Russell Properties Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 6, Little Russell Street, Kolkata WB 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities. |
| 17 | Samridhi Fibre Limited | Promoter Group | Registered Office of the Company is situated at 5, Kankaria Park, Middleton Street, Park Street, Kolkata, West Bengal, 700071 and the Company is engaged in the business of real estate with interest in investment in shares and securities. |
| 18 | Supreme Trade And Investment Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 2/1, Russel Street, Kolkata WB 700071 and the Company is engaged in the business of investment in shares and securities. |
| 19 | T Kumari Financiers Ltd | Promoter Group | Registered Office of the Company is situated at 5, Middleton Street Kolkata WB 700071 and the Company is engaged in the business of real estate and investment in shares and securities. |
| 20 | United Investment and Trading Co Pvt Ltd | Promoter Group | Registered Office of the Company is situated at 2/1, Russel Street, Kolkata WB 700071 and the Company is engaged in the business of investment in shares and securities. |

The Acquirer, The Promoter on its behalf and on behalf of other promoters, hereby invites the public shareholders of the equity shares of the Company i.e. Binod Jute and Fibre Limited other than those belonging to the Promoter Group, to Bid to the Offer, on the terms and subject to the conditions set out below, all of their equity shares in the Company, being,

22400 fully paid-up equity shares with a face value of Rs. 10/- each, representing 4.05 % of the paid-up equity share capital of the Company.

The Acquirer has not entered into any formal agreement with respect to the acquisition of shares through this Offer and acting together under an informal understanding.

2. OBJECT OF THE DELISTING OFFER

2.1 As stated in the Public Announcement, which was published on August 23, 2024, in the Newspapers, Financial Express (In English Language) and Duranto Bharta (In Bengali Language) pursuant to the regulations, The Acquirer, The Promoter on its behalf and on behalf of other promoters of the Company has the following object for delisting:

- 2.1.1 The proposed delisting would enable the Acquirer to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility to support the Company business;
- 2.1.2 The benefits accruing to the investors by keeping the equity shares listed on CSE do not commensurate with the cost incurred by the Company for the continued listing on CSE.
- 2.1.3 The proposed delisting will result in reduction of the ongoing substantial compliance costs and dedicated management time being incurred associated with continued listing of equity shares, which can be refocused on its business;
- 2.1.4 It would enhance Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures including financial support from the members of the Promoter Group; and
- 2.1.5 The proposed delisting is in the interest of the Public Shareholders as it will provide them an opportunity to release immediately a certain value for their Equity Shares. The price will be determined in accordance with the Reverse Book Building mechanism set out in the SEBI Delisting Regulations.

3 DETERMINATION OF FLOOR PRICE

3.1 The Delisting Regulation require the determination of a "Floor Price" for the Shares to be acquired pursuant to the Reverse Book Building as specified in the Schedule II of the Delisting Regulations.

The Shares of the company are presently listed at the Calcutta Stock Exchange ("CSE"). The shares are deemed to be infrequently traded on the said stock exchange in terms of Regulation 8 of the SEBI (Substantial Acquisition and Takeover) Regulation 2011.

The Floor Price of Rs. 224.30/- has been determined taking in to account the following:

| | | |
|----|---|---|
| a. | Negotiated Price | Not Applicable |
| b. | Highest Price paid by acquirer for acquisition, if any, including by way of allotment in a public or rights issue or preferential issue during the 26 weeks prior to the date of Public Announcement. | Not Applicable |
| c. | Other Financial Parameters | Based on the Audited Financial data for the year ended 31 st March, 2024 |
| 1. | Return on Net worth (%) | 0.24% |
| 2. | Book Value per share (Rs.) | Rs. 9.79 |
| 3. | Earnings Per Share (Rs.) | Rs. 234.98 |
| 4. | Price Earning Multiple | Not Applicable |

The equity shares have not been traded on CSE since 1997.

For the purpose of arriving at book value per share, the Regulation require computation of net worth of the company as per the latest audited balance sheet dividing by the number of equity shares. Based on the above, the value of the shares of the company is Rs. 224.30/- for the financial year 31st March, 2024.

The weighted average earning per share (Multiplied by Industry PE) for the last 3 years is Rs. 224.30

The last traded Price in Calcutta Stock exchange on Date is Rs 10.10/-

Therefore, valuation of shares at Book Value method/ EPS method is considered NOT APPROPRIATE in this case as it will not reflect the true market/ fair value of the shares.

The average of the a) Book value per share b) EPS method per share c) The last traded Price is worked out to Rs 10.10 and is taken as fair value per share. Based on the above, the fair value of the shares of the company works out to Rs. 224.30 per equity share.

Considering the above factors, Valuation report dated 3rd May 2024, M/s. Gretex Corporate Services Limited, Merchant Banker, have certified that the value of the shares Binod Jute and Fibre Limited is Rs 224.30/- Per Equity share.

Taking the above factors into consideration, the acquirer proposes a floor price of Rs. 224.30/- per share.

3.2 The Acquirer also reserves the right not to acquire the offered shares at any higher price established pursuant to the Reverse Book-Building (RBB) Process set forth in the Regulation.

4 DETERMINATION OF EXIT PRICE

4.1 Public Shareholders holding Shares of the Company in dematerialized form only, may tender their Shares during the Bid Period.

4.2 As per Schedule II, Clause 13 of the Delisting Regulation, the final offer price (the "Discovered Price") is determined as the price at which the maximum numbers of Shares are offered pursuant to the RBB Process.

4.3 The Acquirer along may, in its sole discretion to accept the Discovered Price for the Shares. The Acquirer is, however, under no obligation to accept the Discovered Price. If the Acquirer does not accept the Discovered Price, the Acquirer will have no obligation to acquire the Shares tendered in the Delisting Offer and the delisting proposal as made under the Public Announcement (PA) will not proceed any further.

4.4 Notwithstanding herein above, the Acquirer may, in its sole discretion, offer to pay a price higher than the Discovered Price for the Shares tendered in the Delisting Offer. The price so accepted or offered by the Acquirer is referred to as the "Exit Price". If the Acquirer accepts or offers an Exit Price, the Acquirer will acquire all the Shares which have been tendered at prices up to and equal to the Exit Price, subject to receipt of required approvals, if necessary for a cash consideration equal to the Exit Price, for each such share purchased pursuant to the Delisting Offer. The Acquirer shall not accept Shares offered at a price that exceeds the Exit Price. The settlement procedure will be as prescribed under the Delisting Regulation.

4.5 The Acquirer shall announce the Discovered Price, the Exit Price and its decision to either accept the Discovered Price or offer an Exit Price and accept the shares tendered up to and inclusive of the Exit Price or reject the Discovered Price in the same newspapers in which the PA appears, in accordance with the timetable set out in the PA, or such modified timetable as may be subsequently notified.

4.6 It is brought to the notice of all shareholders that the use of any manipulative or deceptive device or indulgence in market manipulation by an individual shareholder or a group of shareholders or any other person(s) relating to the sale of Shares during the RBB process resulting in detriment to the security market or to the general interest of the shareholders of the Company or violating any rules and regulations promulgated under the Securities and Exchange Board of India Act, 1992 and any amendments thereto (the “SEBI Act”) may attract the provisions of Section 12A of SEBI Act and/ or regulation 4 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 and / or other applicable provisions.

4.7 Additionally, once the shares have been delisted, any outstanding shareholders whose shares have not been acquired by the Acquirer may offer their shares for sale to the Acquirer at the Exit Price for a further period of One (1) year following the date of closure of bidding process.

4.8 If you wish to tender your shares to the Acquirer pursuant to the terms of this Bid Letter, you may do so by submitting a bid (**Bid**) by completing the accompanying Bid Form and returning it (along with an acknowledged copy of your instructions to your Depository Participant) to the relevant **Bid Center** during the **Bid Period**.

5 DATES OF OPENING AND CLOSING BID PERIOD

5.1 All the Public Shareholders holding Equity Shares are eligible to participate in the RBB process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price.

5.2 The period during which the public shareholders may tender their Shares to the Acquirer (“Bids”) pursuant to RBB process (the “Bid Period”) shall be Five (05) business days, commencing at Time 9:15 A.M. on Friday, August 30, 2024, (the “Bid Opening Date”) and closing at Time 3:30 P.M. on Thursday, September 05, 2024 (the “Bid Closing Date”). This Schedule is subject to, among others, the acquirer obtaining the necessary regulatory approvals prior to the Bid Opening date. Any changes to the Bid Period will be notified by way of Corrigendum in the newspapers where Detailed Public Announcement (DPA) is published.

5.3 The Public Shareholders should note that the Bids (as defined herein) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.

5.4 Bids received after closing time on the Bid Closing Date shall not be accepted for the purpose of determining the Discovered Price.

5.5 The Public Shareholders should submit their Bids through their respective stock brokers who are registered with BSE (“Seller Member”). Thus, Public Shareholders should not send Bids to Company/ Acquirers/Manager to the Offer/ Registrar to the Offer.

5.6 This letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of “Bids” (the “Letter of Offer”) is being dispatched as indicated in the Schedule of Activities of this LOF.

6 PROCEDURE FOR TENDERING

6.1 During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.

6.2 The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirers will be dispatched to the Public Shareholders by the Acquirers whose names appear on the

register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date (as indicated in the Schedule of Activities of this LOF).

6.3 For further details, refer the schedule of activities of this LOF.

6.4 In the event of an accidental omission to dispatch the LOF or non-receipt of the LOF by any Public Shareholder, such Public Shareholder may obtain a copy of the LOF by writing to the Registrar to the Offer at their address clearly marking the envelope “Binod Jute and Fibre Limited - Delisting Offer”. Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the website of BSE i.e., www.bseindia.com.

6.5 Procedure to be followed by Public Shareholders holding Offer Shares in dematerialized form

- a. Public Shareholders who desire to tender their Shares in demat form would have to deposit appropriate depository instruction/ slip with their Depository Participant for marking lien/ transferring shares to the Member Pool Account of their BSE registered Stock Broker as per the procedure laid down in SEBI Circulars mentioned in para 15.1 and circulars issued by BSE. The Settlement Type (normally “Delisting”) and Settlement number will be available in the offer opening circular that will be issued by BSE shortly.
- b. During the Bid Period, Public Shareholders should place their bids through their respective BSE stock brokers in the Acquisition Window Facility or OTB during normal trading hours of secondary market on or before the Bid Closing Date, by indicating to their Selling Broker the details, including number of shares and reverse bidding price. Upon placing the bid, the Public shareholder should obtain from his / her BSE Broker a Transaction Registration Slip (‘TRS’) generated by exchange bidding system which contains the details of the bid placed by the shareholder which the shareholder must check. Further, the Public Shareholders should not send bids to the Company/ Acquirers/ Manager to the Offer/ Registrar to the Offer. Public Shareholders should tender their Equity Shares before close of market hours on the last day of the Bid Period. The Selling Broker would be required to transfer the number of Equity Shares by using the settlement number and the procedure prescribed by the BSE for the transfer of the Equity Shares to the Account of the Clearing Member before placing the bids and the same shall be validate at the time of order entry. The details shall be informed in the offer opening circular that will be issued by BSE.
- c. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (‘TRS’) generated by the exchange bidding system to the bidder/ Public Shareholder. TRS will contain the deals of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered and price at which the bid was placed etc.
- d. On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Delisting Offer.
- e. Please note that submission of Bid Form and TRS is not mandatorily required in case of Offer Shares held in dematerialized form.

6.6 Procedure to be followed by Public Shareholders holding Offer Shares in physical form

- a. SEBI vide its circular bearing reference number ‘SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31st July, 2020’, has allowed public shareholders holding shares in physical form to tender their shares in the Delisting Offer. The procedure for the same is as mentioned below:
- b. Public Shareholders who hold Equity Shares in physical form and intend to participate in the Delisting Offer will be required to do so through Selling Broker. Public Shareholders should submit their bids through stock brokers registered with BSE only. In the event Selling Broker of any Public Shareholder is not registered with BSE trading member/ stock broker, then that Public Shareholder can approach any BSE registered stock broker and can register himself/ herself by using quick unique client code (UCC) facility through that BSE registered stock.
- c. Public Shareholders holding Offer Shares in physical form and intending to participate in the Delisting Offer should approach their Selling Broker along with the following complete set of documents to allow for verification procedure to be carried out: (a) Original share certificate(s); (b) Valid share transfer form(s) duly filled 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 Registrar to the Offer) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/notary public/bank manager under their official seal; (c) Self-attested PAN card copy (in case of joint holders, PAN card copies of all transferors); (d) Bid form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares; (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 has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport; (f) Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable, and upon placing the Bid, the Selling Broker shall provide a TRS generated by the Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Folio No., Certificate No., Distinctive No., No. of Offer Shares tendered and the price at which the Bid was placed.

- d. The Selling Broker/Public Shareholder should ensure the documents are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer at the address given in DPA within 2 days of bidding by the Selling Broker. The envelope should be marked as 'Binod Jute and Fibre Limited - Delisting Offer'.
- e. Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirers shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the BSE shall display such Bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids it will be treated as 'Confirmed Bids'. Bids of Public Shareholders whose original share certificate(s) and other documents along with TRS are not received by the Registrar to the Offer two days after the Bid Closing date shall be liable to be rejected.
- f. In case of non-receipt of the Letter of Offer/Bid Form, Public Shareholders holding Equity shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, share certificate number, distinctive number and number of Equity shares tendered for the delisting offer thereof, enclosing the original share certificates and other documents. Public Shareholders will be required to approach their respective Selling Broker and must ensure that their bid is entered by their Selling Broker in the electronic platform to be made available by the BSE before the Bid Closing Date.
- g. The Registrar to the Offer will hold in trust the share certificate(s) and other documents until the Acquirers complete their obligations under the Delisting Offer in accordance with the SEBI Delisting Regulations.

7 ELIGIBLE SHAREHOLDERS

7.1 Only Public Shareholders are eligible to tender their Shares to the Acquirer.

The Public Shareholders holding Shares in dematerialized form are eligible to tender their Shares to the Acquirer during the Bid Period. This Bid Letter, along with the Bid Form is being dispatched to all Public Shareholders who are on the register of members of the Company and to the beneficial owners of the Shares, whose names appear as beneficiaries on the records of the respective depositories, as on Friday, August 23, 2024, In the event that some Public Shareholders do not receive or misplace their Bid Letter, they may obtain a copy by making a request to the **NICHE TECHNOLOGIES PRIVATE LIMITED** 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata clearly marking the envelope Binod Jute and Fibre Limited - Delisting Offer".

7.2 The Company has entered into agreements with Central Depository Services (India) Limited ("CDSL") for providing facility to the shareholders of the Company to hold their Shares in dematerialized form. The ISIN number of the equity shares of the Company is **INE681E01011**.

7.3 If the Acquirer accepts the Discovered Price, the Physical Shareholders, may offer their Shares for sale to Acquirer at the Exit Price up to 15 days from the Final Settlement Date for the demat shareholders. Such shareholders should send their original share certificates together with the duly signed transfer forms and other necessary documents as required for an individual/corporate to the Registrar to the Offer so as to reach before the close of business Date.

7.4 The Shares to be acquired under this Offer are to be acquired free from any liens, charges and encumbrances and together with all rights attached thereto, including but not limited to the rights to all dividends declared and to be declared and any bonus shares to be issued by the Company hereafter as well as the right to subscribe to any rights issue made by the Company hereafter.

7.5 It shall be the responsibility of the shareholders to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering their Shares in the Offer. The Acquirer assumes no responsibility for the same. The shareholders should attach copies of such approvals, if any, to the Bid Form.

8 PROCEDURE FOR BIDDING

8.1 Public Shareholders may submit their Bids by completing the Bid Forms accompanying their Bid letters to the Company or RTA by hand delivery or through Registered Post so as to reach on or before the prescribed time on the Bid Closing Date. The Company or RTA will register the Bid through an on-line electronic system provided by BSE. Bid Forms holding shares in dematerialized form should not be sent to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirer or to the Company or the Stock Exchanges and Physical Shareholders will share the Bid Request to RTA of the Company during the following hours: – 9:15 A.M to 3:30 P.M. during the Bid Period i.e. Friday, August 30, 2024 (the “Bid Opening Date”) and closing on Thursday, September 05, 2024 (the “Bid Closing Date”).

8.2 Public Shareholders may also submit their Bids by Registered Post (at their own risk and cost) with the envelope marked Binod Jute and Fibre Limited - Delisting Offer” so as to ensure that their Bids are delivered on or before the prescribed time on the Bid Closing Date.

8.3 Necessary documents required must be enclosed and the envelope should be marked “Binod Jute and Fibre Limited - Delisting Offer”.

8.4 The Company has opened a special depository account (the “Special Depository Account”), details of which are as follows:

| | |
|--|---|
| Company Name | Binod Jute and Fibre Limited |
| Special Depository Account Name | Binod Jute And Fibre Limited- Depository Escrow Account |
| Name of the Depository Participant | Gretex Share Broking Limited |
| Name of the Depository | CDSL |
| Depository Participant Identification Number | IN304543 |
| Client Identification Number | 10002632 |

8.5 In order for the Bids to be valid, the Public Shareholders, who wish to participate in the RBB Process, should transfer their Shares from their respective depository accounts to the Special Depository Account, prior to the submission of their Bid, and enclose therein a photocopy of the delivery instruction to their depository participant (duly acknowledged by the depository participant). Alternatively, they may mark a pledge for the same in favor of the Special Depository Account and provide a copy of the pledge confirmation from their depository participant in favor of the Special Depository Account. In order to receive the payment for the pledged Shares at the price accepted by the Acquirer, the Public Shareholder has to ensure that these Shares are credited to the Special Depository Account on or

before the Bid Closing Date. All transfers should be in off-market mode.

8.6 The Public Shareholders who hold their Shares through CDSL will have to execute an inter-depository delivery instruction for the purpose of crediting their Shares in favour of the Special Depository Account.

8.7 It is the responsibility of the Public Shareholders to ensure that their Shares are credited to the Special Depository Account or pledged in favor of the Special Depository Account on or before the prescribed time on the Bid Closing Date.

9 DETAILS OF ESCROW ACCOUNT AND SETTLEMENT

9.1 In accordance with the provisions of the Regulation, the Acquirer has deposited a sum of Rs. 50,24,320/- (Rupees Only) in a separate Escrow Account titled BINOD JUTE & FIBRE LIMITED – EXIT OFFER – : ESCROW ACCOUNT ” with Canara Bank, Address: 303, Kolkata Canning street, PIN 700001 and issued a Bank Guarantee dated June 21, 2024 to the Manager to the offer in the name and style of Gretex Corporate Services Limited with HDFC Bank Ltd at Dalhousie Branch, Jardine House, 4 Clive Row, Kolkata- 700001, West Bengal, being an amount more than 100% of estimated consideration payable pursuant to the Reverse Book-Building Process at the Floor Price and the Manager to the offer has been duly authorized to operate the account

9.2 The Manager to the Offer has been authorized to realize the value of the escrow arrangement consisting of cash deposit, in terms of and as per the provisions of the Delisting Regulation.

9.3 If the Acquirer accepts the Discovered Price, the Acquirer will make available to the clearing house of BSE, the necessary funds required to settle the acceptance of the relevant Bids, at the Exit Price, on the “Final Settlement Date”, subject to and in accordance with the settlement procedure of BSE.

10 PERIOD FOR WHICH THE OFFER SHALL BE VALID

The public shareholder of shares in dematerialized form may submit their bids to the bid centers during the Bid Period. If the discovered price is accepted by the Acquirer or the acquirer decides to offer an exit price, public shareholders of shares in Physical form may offer their shares for sale to the Acquirer at Exit Price up to 15 days following the Final settlement date. Additionally, once the shares have been delisted, any public shareholder, whose shares have not been acquired by the acquirer, may offer their shares for sale to the Acquirer at the Exit Price for a period of 1 year following the date of the Bid Closing Date i.e. September 05, 2024.

11 PROPOSED TIMETABLE FOR THE OFFER

The proposed timetable for the reverse book-building process is as follows:

| ACTIVITY | DAY AND DATE |
|---|------------------------------|
| Extra Ordinary General Meeting of the Company to approve the Delisting Proposal | Monday, June 10, 2024 |
| Issue of Detailed Public Announcement | Friday, August 23, 2024 |
| Bid letter Expected to be Posted on or before to the shareholders | Tuesday, August 27, 2024 |
| Bid Opening Date | Friday, August 30, 2024 |
| Bid Closing Date | Thursday, September 05, 2024 |
| Public Announcement with details of the Discovered price, the Acquirers acceptance/Non acceptance and the Exit Price if any | Monday, September 09, 2024 |
| Final settlement date (For shares in dematerialized form) | Thursday, September 12, 2024 |
| Date of opening of the delisting offer for the holders of the physical shares | Friday, August 30, 2024 |

| | |
|---|------------------------------|
| Last day for the Physical shareholders to tender their shares | Thursday, September 05, 2024 |
| Final Settlement date (For shares in Physical form) | Thursday, September 12, 2024 |

Future dates are subject to change and are also dependent on obtaining the requisite statutory and regulatory approvals. Changes to the proposed timetable, if any, will be notified by way of a corrigendum to the Public Announcement in the same newspapers where the Detailed Public Announcement was issued.

The actual dispatch of payment instrument to successful bidders would be made in the next few days shortly after the settlement subject to acceptance of the Discovered Price or offer of an Exit Price, higher than the Discovered Price by the Acquirer.

12 TAX DEDUCTED AT SOURCE

While tendering Shares in the Delisting Offer, non-resident shareholders are required to submit No Objection Certificate (“NOC”) / Tax Clearance Certificate (“TCC”) from Income Tax authorities indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. In case the aforesaid NOC / TCC is not submitted, the Acquirer will arrange to deduct tax at the maximum marginal rate as may be applicable to the category of shareholders, on the entire consideration amount payable to such shareholders. The Acquirer reserves the right to reject such tenders from non-resident shareholders, where the aforesaid NOC / TCC is not submitted. As per the extant provisions of the Income Tax Act, 1961 (“Income Tax Act”), no deduction of tax at source shall be made before remitting the consideration for Shares held under “investment / capital account” and tendered under the Offer by Foreign Institutional Investors (“FIIs”) as defined in the Income Tax Act. This exemption is not available for payment of consideration in respect of Shares held by FIIs under their “trade accounts”. The FII shareholders should certify in the Bid Form whether the Shares are held by them on Investment / capital account or on trade account. Tax will be deducted at full rate on Exit Price if the FII fails to certify in the Bid Form that the Shares are held by it on investment / capital account.

Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice.

13 SHAREHOLDING OF PROMOTER GROUP

13.1 The promoter group presently holding 531350 shares in Binod Jute and Fibre Limited representing approximately 95.95 % of the outstanding fully paid-up equity share capital as on the date of this PA. Out of above- mentioned shares, 50350 shares are held by Acquirer.

13.2 Other than the shareholding mentioned above, neither the Acquirer nor any of its directors nor any other constituent of the Promoter Group holds and/or controls any Shares of the Company, as of the date of the Public Announcement

14 INFORMATION REGARDING STOCK MARKET DATA

14.1 The shares of the Company have not been traded even on a single day Since 1997.

14.2 The shares of the Company have not been traded even on a single day during the six calendar months preceding the dated Friday, August 23, 2024 of this PA.

15 PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

As on the date of this Public Announcement, the Company has an issued, subscribed and paid-up equity share capital of Rs. 55,73,500 consisting of 553750 fully paid-up equity shares of Rs. 10/- each. At present the shareholding pattern of the company is as follows:

| Shareholders | No. of Shares | % of Paid-up Capital |
|----------------------------------|-----------------|----------------------|
| (a) Promoters Group | | |
| Individuals/HUFs/Group Companies | 5,31,350 | 95.95 |
| Sub Total (a) | 5,31,350 | 95.95 |
| (b) Non-Promoters Group | | |
| FII's | - | - |
| NRI's | - | - |
| Indian Corporate Bodies | - | - |
| Indian Public | 22,400 | 4.05 |
| Sub Total (b) | 22,400 | 4.05 |
| Grand Total (a+b) | 5,53,750 | 100.00 |

16 LIKELY POST DELISTING CAPITAL STRUCTURE

The likely post-delisting shareholding pattern of the Company, assuming all the Shares held by Public Shareholders are acquired pursuant to the Delisting Offer will be as follows:

| Shareholders | No. of Shares | % of Paid-up Capital |
|------------------------------|-----------------|----------------------|
| Promoters and Promoter Group | 5,53,750 | 100.00 |
| Total | 5,53,750 | 100.00 |

17 STATUTORY AND REGULATORY APPROVALS

17.1 The Company has obtained the approval of its members, by way of special resolution at its Extra Ordinary General Meeting Held on June 10, 2024, Consenting to the delisting of the shares from CSE, in accordance with delisting Regulation.

17.2 To the best of the Knowledge of the Acquirer, as on the date of Public Announcement there are no Statutory or Regulatory approvals required to acquire the shares, other than those indicated above.

17.3 If any statutory or regulatory approval is or becomes applicable, the offer will also be subject to such statutory approval. The Acquirer reserves the right to withdraw the Delisting offer in the event all or any of the statutory approval is refused.

17.4 In the event the receipt of the request approvals (if any) is delayed, the acquirer may request Stock Exchange to grant an extension of time for the payment of Consideration to the Public shareholders beyond the final settlement date as Directed by SEBI.

17.5 It shall be the responsibility of the shareholders to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any prior to tendering their shares in the offer. The acquirer assumes no responsibility for the same.

18 GENERAL

18.1 In Accordance with paragraph 5 of Schedule II to the Delisting Regulation, the Public Shareholders who have tendered their shares by submitting Bids Pursuant to the terms of this PA and the Bid Letter may revise or withdraw their bids upwards not later than one day before the closure of the bidding period.

18.2 The Acquirer will inform public shareholder by way of public announcement in the same newspaper where this PA has been published, of any changes to the information set out in this PA.

18.3 Every person who desires to participate in the offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the acquirer, the manager to the offer or the company whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with this offer and tender their shares through RBB or subsequently.

COMPLIANCE OFFICER

The Compliance Officer of the Company:

Ms. Ruchika Beriwal

Binod Jute and Fibre Limited

5A, Little Russel Street, Kolkata-700071

Ph. No-033-22872607/40060331/40037219

Fax: 033-22873159, Email: jkk@kankariagroup.com

BSE DISCLAIMER

It is to be distinctly understood that the permission given by BSE to use their electronic automated facilities and infrastructure for "Online reverse book building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by Binod Jute and Fibre Limited and the MANAGER TO OFFER etc. are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the company, its promoters or its management."

It is also to be distinctly understood the approval given by BSE should not in any way be deemed or construed to mean that the public announcement has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.

That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE / Clearing House of BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through book building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DECLARATION BY THE ACQUIRER

The Acquirer accepts full responsibility for the information contained in the Public Announcement made in this regard, Letter of Offer, and also for ensuring compliance with the Regulations.

The Manager to the Offer hereby states that the people signing this Letter of Offer are the Acquirer on behalf of the other promoter group

**FOR AND BEHALF OF PROMOTERS OF
BINOD JUTE AND FIBRE LIMITED**

Sd/-

POONAM DUGAR
Acquirer

Date: August 27, 2024
Place: Kolkata

Attached: Form of Bidding/Tender Form both for Dematerialization and Physical Share

BID CUM ACCEPTANCE FORM/ BID FORM**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

(In respect of the Equity Shares of the Binod Jute and Fibre Limited pursuant to the Delisting Offer by the Acquirer)

Please read this document along with the Detailed Public Announcement published on August 23, 2024 (“**Detailed Public Announcement**” / “**DPA**”) and the Letter of Offer dated August 27, 2024 (“**Letter of Offer**”) issued by Gretex Corporate Services Limited (“**Manager to the Offer**” or “**Manager to the Delisting Offer**”) for and on behalf of Poonam Dugar (“**Acquirer**”), the promoter of Binod Jute and Fibre Limited (“**Target Company**”).

We also request you to read SEBI Circulars in relation to Stock Exchange Mechanism introduced by SEBI. The terms and conditions of the Detailed Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document.

Unless otherwise defined, capitalized terms used in this Bid cum Acceptance Form/ Bid Form have the same meaning as defined in the Detailed Public Announcement and the Letter of Offer.

Note: Public Shareholders should note that this Bid Form should not be sent to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirer or to the Company or the Stock Exchanges. Public Shareholders should further note that they should have a trading account with their broker i.e., a Seller Member as the Bids can be entered in the reverse book building process of the Stock Exchange, only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. Please note that submission of Bid Form and TRS is not mandatorily required in case of Offer Shares held in dematerialized form.

| DELISTING OFFER* | | |
|---|--|---|
| Bid Opening Date | Friday, August 30, 2024 | Bids can be revised and withdrawn only during normal trading hours of secondary market. |
| Bid Closing Date | Thursday, September 05, 2024 | |
| Floor Price per Offer Share | ₹ 224.30 | |
| Indicative price per Offer Share | Not Applicable | |
| Discovered Price | The price at which the shareholding of the Acquirer reaches 90% of the total Equity Shares of the Target Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations, pursuant to reverse book building process. | |
| Exit Price | (a) The Discovered Price, if accepted by the Acquirer; (b) A price higher than the Discovered Price, if offered by the Acquirer, at its sole and absolute discretion; or (c) The Counter-Offer Price offered by the Acquirer at its sole and absolute discretion which, pursuant to acceptance and / or rejection by Public Shareholders, results in the cumulative shareholding of the Acquirer and other members of the promoter and promoter group of the Target Company reaching to 90% of the total Equity Shares of the Target Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations. | |

*The dates are subject to change, among other things, subject to the Acquirer obtaining the necessary approvals, if any, prior to the Bid Opening Date.

(To be filled in by the Seller Member(s))

| | | | |
|---------------------------------|--|-------------|--|
| Name of Seller Member | | | |
| Address of Seller Member | | | |
| UCC | | | |
| Application Number | | Date | |

BINOD JUTE AND FIBRE LIMITED

(In respect of the Equity Shares of the Binod Jute and Fibre Limited pursuant to the Delisting Offer by the Acquirer)

Dear Sir(s)/Madam,

Re: Delisting Offer to acquire the Offer Shares by the Acquirer in accordance with the SEBI Delisting Regulations.

1. I/ We, having read and understood the terms and conditions set out below, in the Detailed Public Announcement and in the Letter of Offer, hereby tender my/ our Offer Shares in response to the Delisting Offer.
2. I/ We understand that the Seller Member to whom this Bid Form is sent, is authorized to tender the Offer Shares on my/ our behalf.
3. I/ We understand that the lien shall be marked by the Seller Member in the demat Account for the Equity Shares tendered in the Delisting Offer. Details of Equity Shares marked as lien in the demat account shall be provided by the depositories to Clearing Corporation.
4. I/ We understand that the Offer Shares tendered under the Delisting Offer shall be subject to lien in terms of SEBI Circulars, as applicable, until the time of payment of consideration, calculated at the Discovered Price/ Exit Price and / or lien is released on the unaccepted Offer Shares.
5. I/ We understand that, if the demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, Equity Shares shall be blocked in the shareholders demat account at source depository during the Bid 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 sends 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.
6. I/ We hereby understand and agree that the Clearing Corporation will release the lien on unaccepted Offer Shares in the demat account of the shareholder.
7. I/ We hereby undertake the responsibility for the Bid Form and the Offer Shares tendered under the Delisting Offer and I/ we hereby confirm that the Acquirer, the Company, Manager to the Delisting Offer and the Registrar to the Delisting Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt or non-receipt of the Bid Form along with all requisite documents, by the Seller Member, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
8. I/ We understand that this Bid is in accordance with the SEBI Delisting Regulations and all other applicable laws, by way of reverse book building process and that the Acquirer is not bound to accept the Discovered Price.
9. I/ We also understand that the payment of consideration will be done by the Acquirer after due verification of Bids, documents and signatures and the Acquirer will pay the consideration as per secondary market mechanism.
10. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Bid Form, the DPA or the Letter of Offer, this Bid may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
11. I/We hereby confirm that I/we have never sold or part/dealt with, in any manner, with the Offer Shares tendered under the Delisting Offer and these Offer Shares are free from any lien, equitable interest, charges, encumbrances, ‘lock-in’, or a subject matter of litigation, whatsoever.
12. I/We further authorize the Acquirer to return to me/us, the share certificate(s) in respect of which the Bid is found not valid or is not acceptable, specifying the reasons thereof and in the case of dematerialized Offer Shares, to the extent not accepted will be released to my/our depository account at my/our sole risk.
13. I/ We hereby declare that there are no restraints/ injunctions, or other orders of any nature which limits/ restricts my/ our rights to tender these Offer Shares and I/ we are the absolute and only owner of these Offer Shares and are legally entitled to tender the Offer Shares under the Delisting Offer in accordance with applicable laws. Further, I/ We declare that the tendering of the Offer Shares under the Delisting Process and the execution of all documents required in respect of the same, and the utilization of the proceeds received thereunder shall be in compliance with all applicable laws.
14. I/ We hereby confirm to participate in the Delisting Offer, I/ we will be solely responsible for payment to my/ our Seller Member for any cost, charges and expenses (including brokerage) that may be levied by the Seller Member on me/ us for tendering the Offer Shares in the Delisting Offer. The consideration to be received by me/ us from my/ our respective Seller Member, in respect of accepted Offer Shares, may be net of such costs, charges and expenses (including brokerage). The Acquirer, Company, Buyer Broker, Registrar to the Delisting Offer or Manager to the Delisting Offer have no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by me/ us.
15. I/ We authorize the Stock Exchange, the Acquirer and Manager to the Delisting Offer, Buyer Broker and the Registrar to the Delisting Offer to send the payment of consideration by NECS / RTGS / NEFT / Direct Credit as per SEBI Circulars.
16. I/ We undertake to immediately return the amount received by me/ us inadvertently.
17. By submitting this Bid Form, I/we hereby authorize the Acquirer and/or the Target Company to make such regulatory filings as may be required, in relation to the Offer Shares tendered by me/us and transferred to the Acquirer.
18. I/ We agree that upon due acceptance by the Acquirer of the Offer Shares tendered by me/ us under the Delisting Offer, I/ we would cease to enjoy all right, title, claim and interest whatsoever, in respect of the Offer Shares.
19. I/ We authorize the Acquirer to duly accept the Offer Shares so offered, which they may decide to accept in consultation with the Manager to the Delisting Offer and Registrar to the Delisting Offer and in terms of the Letter of Offer.
20. I/ We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Delisting Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
21. I/ We acknowledge and confirm that all the particulars / statements given herein are true and correct.

| Holder’s details (Please use BLOCK CAPITALS) | | | |
|---|---------------------|-------------------------|------------|
| Complete this box with the full name, signature and address of the holder of the Offer Shares. In case of joint holdings, | Holder | Name and Address | PAN |
| | First / Sole | | |

| | | | |
|---|--------------------|--|--|
| full name of all the joint holders must appear in the same order as appearing in the share certificate(s)/ demat account. | Second | | |
| | Third | | |
| Contact details | Tel. No.: | | |
| | Mobile No.: | | |
| | Email ID: | | |

| | | | |
|--|--------------------------------------|--|------------------------|
| Address of the First / Sole holder: (with pin code) | | | |
| Type of investor (Please tick (☐) the box to the right of the appropriate category) | Individual | | NRI (non-repatriable) |
| | Hindu Undivided Family | | NRI (repatriable) |
| | Domestic Company / Body Corporate | | FPI |
| | Mutual Fund | | Insurance Company |
| | Banks/ Financial Institution | | Other (please specify) |
| Date and place of incorporation of the holder (if applicable) | | | |

Details of Offer Shares held in physical form (applicable if Offer Shares are held in PHYSICAL FORM)

Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed

| Sr. No. | Folio No. | Share Certificate(s) No. | Distinctive Nos. | | No. of Offer Shares |
|--|-----------|--------------------------|------------------|--------------|---------------------|
| | | | From | To | |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| (If the space provided is inadequate, please attach a separate continuation sheet) | | | | Total | |

Bank account details (applicable to the Public Shareholders holding Offer Shares in PHYSICAL FORM)

Please fill the following details of the sole shareholder's bank account (or in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by electronic transfer carrying the details of the bank account as per the banking account details and as provided in this Bid Form

| Particulars | Details |
|--|---------|
| Name of the sole/ first holder's bank | |
| Branch Address | |
| City and PIN Code of the Branch | |
| Bank account No. | |
| Savings / Current / Others (Please Specify) | |
| MICR Code (for electronic payment) | |
| IFSC Code/ MICR/ Swift Code (for electronic payment) | |

Note: The fund transfer in electronic mode would be done at your risk based on the data provided as above by you.

Depository Participant's details (applicable to Public Shareholders holding Offer Shares in DEMATERIALISED FORM)

I/ we confirm that I/ we hold my/ our Offer Shares in dematerialised form. The details of my/ our depository account and my/ our depository participant are as follows:

| | |
|---------------------------------------|--|
| Name of Depository Participant | |
| Depository Participant ID No.: | |
| Client ID No. | |
| No. of Offer Shares | |

Other enclosures, if any applicable

| | | | | |
|---|-------------------|--|-------------------------|--|
| Please tick (☐) the box to the right of the appropriate category | Power of attorney | | Corporate authorization | |
| | Death Certificate | | Others (please specify) | |

Details of Previous Bid and the Offer Shares tendered pursuant to the Delisting Offer

You should insert the number of Offer Shares you wish to tender and the price per Offer Share at which you are tendering the same (your "Bid Price") in the space provided below. If your Bid Price is less than the Floor Price which INR 224.30 per Offer Share, you will be deemed to have tendered your Offer Shares at INR 224.30 per Offer Share. If the number of Offer Shares inserted is inconsistent with the number of Offer Shares tendered through your broker i.e., Seller Member, the number of Offer Shares tendered through Seller Member will be the number of Offer Shares tendered by you.

| | | | |
|---|----------------------------|----------------------|-------------------------|
| I/ We hereby tender to the Acquirer the number of Offer Shares at the Bid Price as specified below, at the Bid Price specified below: | | | |
| Particulars | Figures in Numbers | | Figures in Words |
| No. of Offer Shares | | | |
| Bid price Per Offer Share (in ₹) | | | |
| Signature | | | |
| | Sole / First Holder | Second Holder | Third Holder |

CHECKLIST (Please tick (□))

| DEMAT SHAREHOLDERS | | | PHYSICAL SHAREHOLDERS | | |
|--------------------|--------------------------------|--|-----------------------|---|--|
| 1 | BID FORM | | 1 | Bid Form | |
| 2 | OTHER DOCUMENTS, AS APPLICABLE | | 2 | Original Share Certificate of The Company | |
| | | | 3 | Valid Share Transfer Deed | |
| | | | 4 | Self Attested Copy of Pan Card | |
| | | | 5 | Other Documents, as applicable | |

Notes:

- All documents / remittances sent by / to the Public Shareholders will be at their risk and the Public Shareholders are advised to adequately safeguard their interests in this regard.
- Please read these notes along with the entire contents of the Detailed Public Announcement and the Letter of Offer.
- In the case of Public Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, etc., as applicable and required in respect of support / verification of this Bid Form shall also be provided, otherwise, the Bid shall be liable for rejection.
- Please refer to the Letter of Offer for details of the documents.
- The number of Offer Shares tendered under the Delisting Offer should match with the number of Offer Shares held under the respective client ID number. In case of mismatch, the acceptance or partial acceptance of the Bid will be at the sole discretion of the Registrar to the Delisting Offer/ Manager to the Delisting Offer.
- In case, the Bid price is less than the Floor Price of ₹ 224.30 per Offer Share, it will be deemed that the Offer Shares have been tendered at the Floor Price of ₹ 224.30.
- The consideration shall be paid to the Public Shareholder(s) by their respective Seller Member in the name of sole/ first holder only.
- Public Shareholders, holding Offer Shares in physical form, post bidding, should send the Bid Form along with share transfer deed, share certificates, TRS and other documents, as applicable, to the Registrar to the Delisting Offer. It is the sole responsibility of Public Shareholders/ Seller Member(s) to ensure that their Offer Shares held in physical form reaches the Registrar to the Delisting Offer on or before the close of business hours of September 05, 2024.**
- It is the sole responsibility of the Public Shareholders/ Seller Member(s) to ensure that their Offer Shares shall be transferred by using the settlement number and the procedure prescribed by the Clearing Corporation on or before the Bid Closing Date.**
- In case, the Bid Form sent to the Registrar to the Delisting Offer is not complete in all respects, the same may be liable for rejection
- The Bid Forms received / tendered before the commencement of the Bidding Period shall remain valid.
- In case, the sole/ any joint holder has died, please enclose the requisite documents, i.e., copies of death certificate/ will/ probate/ succession certificate and other relevant papers, as applicable.
- FOR OFFER SHARES HELD IN PHYSICAL FORM:** Before submitting this Bid Form to the Seller Member(s), you must execute valid share transfer deed(s) in respect of the Offer Shares intended to be tendered under the Delisting Offer and attach thereto all the relevant original physical share certificate(s). The share transfer deed(s) shall be signed by the Public Shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.
- FOR UNREGISTERED PUBLIC SHAREHOLDERS:** Unregistered Public Shareholders should enclose, as applicable, (a) this Bid Form, duly completed and signed in accordance with the instructions contained therein, (b) original share certificate(s), (c) original broker contract note, (d) valid share transfer form(s) as received from the market, duly stamped and executed as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. All other requirements for valid transfer will be preconditions for acceptance.
- By agreeing to participate in the Delisting Offer all the shareholders give the Company/Acquirer/Promoter, as the case may be, the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company/Acquirer/Promoter for such regulatory reporting, if required by the Company/Acquirer/Promoter.
- FOR SUBMITTING THE BID FORM BY HAND DELIVERY:** Please submit this Bid Form together with other necessary documents referred to above by hand delivery to the Seller Member.

ACKNOWLEDGEMENT SLIP

Received from Mr./ Mrs./ M/s _____ a Bid Cum Acceptance Form for Offer Shares at a Bid price of ₹ _____ per Offer Share and the details of which are given as under.

| DEMAT SHAREHOLDER | | PHYSICAL SHAREHOLDER | |
|--|--|-------------------------------|--|
| Unique Client Code (UCC) | | Unique Client Code (UCC) | |
| DP Id No. | | Folio Number | |
| Client Id No. | | Share Certificate No. | |
| Number of Offer Shares | | No. of Offer Share | |
| Bid Price per Offer Share (₹) | | Bid Price per Offer Share (₹) | |
| <i>Note: Received but not verified share certificate(s) and share transfer deeds</i> | | | |

| ACKNOWLEDGEMENT | |
|--------------------------|--|
| Unique Client Code (UCC) | |
| Application Number. | |
| Date of Receipt | |
| Signature of Official | |

Signature of Official:

Date of receipt:

-----TEAR ALONG THIS LINE-----

All correspondence in relation to the Delisting Offer should be addressed to the same Bid center where you have submitted your original Bid or at the following address:

| |
|---|
| REGISTRAR TO THE DELISTING OFFER |
|---|

Name of the Registrar of offer: Niche Technologies Private Limited

Address: 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017

Ph. No: 033 2280 6616/ 17/18

Fax No: (033) 2280 6619

E-Mail: nichetechpl@nichetechpl.com

Contact Person: Ashok Sen

Form No. SH-4 - Securities Transfer Form
[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the
Companies (Share Capital and Debentures) Rules 2014]

Date of execution: ____/____/____

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN | L | 1 | 7 | 2 | 3 | 2 | W | B | 1 | 9 | 8 | 0 | P | L | C | 0 | 3 | 2 | 8 | 1 | 9

Name of the company (in full): _____

Name of the Stock Exchange where the company is listed, (if any): BSE Limited: CSE LIMITED

DESCRIPTION OF SECURITIES:

| Kind/ Class of securities (1) | Nominal value of each unit of security (2) | Amount called up per unit of security (3) | Amount paid up per unit of security (4) |
|-------------------------------|--|---|---|
| Equity Shares | INR 10/- | INR 10/- | INR 10/- |

| No. of Securities being Transferred | | Consideration received (Rs) | |
|-------------------------------------|----------|-----------------------------|------------|
| In figures | In words | In words | In figures |
| | | | |

| Distinctive Number | From | | | |
|--------------------|------|--|--|--|
| | To | | | |
| | | | | |

| Corresponding Certificate Nos. | | |
|--------------------------------|--|--|
| | | |

Transferor’s Particulars _____

Registered Folio Number: _____

| Name(s) in full | PAN No. | Signature(s) |
|-----------------|---------|--------------|
| 1. _____ | _____ | _____ |
| 2. _____ | _____ | _____ |
| 3. _____ | _____ | _____ |

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

Signature of the Witness: _____

Name of the Witness: _____

Address of the Witness: _____

Pincode: _____

| Transferee’s Particulars | | |
|--------------------------|-----------------------------------|-------------|
| Name in full (1) | Father’s/ Mother’s / Spouse’s (2) | Address (3) |
| | | |

| | | |
|----------------|--------------------------------|---------------|
| Occupation (4) | Existing Folio No., if any (5) | Signature (6) |
| | | 1. _____ |
| | | 2. _____ |
| | | 3. _____ |

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____

2. _____

3. _____

Value of Stamp affixed:

Enclosures:

Stamps:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

For Office Use Only

Checked by _____

Signature Talled by _____

Entered in the Register of Transfer on _____

_____ vide Transfer no. _____

Approval Date _____

Power of attorney / Probate / Death certificate / Letter
of Administration

Registered on _____ at

No. _____