

RL/MUM/AF/30/2021-22

August 31, 2021

Rishiroop Ltd. 84, Atlanta, Nariman Point Mumbai 400 021, India Tel: +91-22-4095 2000 Fax: +91-22-2287 2796 CIN: L25200MH1984PLC034093 www.rishiroop.in

To, Department of Corporate Services BSE Limited, P.J.Towers, Dalal Street, Fort, Mumbai – 400 001

Ref.: BSE Scrip Code No. 526492 : ISIN INE582D01013

Sub : Buyback of equity shares of Rs.10/- each of Rishiroop Limited ("Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("Buyback Regulations") through tender route ("Buyback").

This is in continuation to our letter dated August 27, 2021 intimating that the Board of Directors at its meeting held on August 27, 2021 has, *inter alia*, approved the proposal for Buyback of up to 6,40,000 (Six Lakh Forty Thousand) fully paid-up Equity Shares of Rs.10/- (Rupees Ten only) each at a price of Rs.125/- (Rupees One Hundred and Twenty Five only) per equity share for an aggregate amount not exceeding Rs.8,00,00,000/- (Rupees Eight Crores only), on a proportionate basis through the tender offer process.

Pursuant to Regulation 5 of the SEBI (Buy-back of Securities) Regulations, 2018 ("Buyback Regulations"), please find attached a copy of Board resolution dated August 27, 2021 for your records.

Also, pursuant to Regulation 7 of said Buyback Regulations and Regulation 47 of SEBI Listing Obligations and Disclosure Requirement) Regulation 2015, please find attached a copy of the Public Announcement dated August 30, 2021 for the Buy-back of equity shares by the Company, which was published on August 31, 2021 in the below mentioned newspapers, and copy of which is being filed with the Securities and Exchange Board of India -

- 1) Business Standard (an English daily newspaper)
- 2) Business Standard (a Hindi daily newspaper)
- 3) Lokmantha (Marathi newspaper with wide circulation in Nashik, Maharashtra. Maharashtra being the state where our Registered Office is situated)

Copy of the Public Announcement is also available on the website of the Company - www.rishiroop.in

Thanking you,

Yours faithfully,

For Rishiroop Limited

Agnelo A. Fernandes Company Secretary

Encl.: As above





www.rishiroop.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RISHIROOP LIMITED AT THEIR MEETING (MEETING NO. 03/2021-22) HELD ON FRIDAY, 27th AUGUST, 2021 AT 12.00 P.M., THROUGH VC/OAVM

APPROVAL FOR BUYBACK OF FULLY PAID EQUITY SHARES

"RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 as amended ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014, as amended ("Management Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in accordance with Article 74 of the articles of association of the Company and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations") and any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Mumbai (the "ROC") and/ or other authorities, institutions or bodies (the "Appropriate Authorities"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions and exemptions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall include any persons authorized by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buy back by the Company of its fully paid-up equity shares of Rs. 10/- each ("Equity Shares") not exceeding 6,40,000 Equity Shares (representing 6.60 % of the total number of Equity Shares in the paidup Equity Share capital of the Company) at a price of Rs. 125/- (Rupees One Hundred Twenty Five only) per Equity Share (the "Buyback Offer Price") payable in cash for an aggregate consideration not exceeding Rs. 8,00,00,000/- (Rupees Eight Crore only) (the "Buyback Offer Size") being 9.67 % of the fully paid-up equity share capital and free reserves as per the audited balance sheet of the Company for the financial year ended March 31, 2021 on standalone basis, which is within the statutory limits of 10% (Ten percent) of the aggregate of the fully paid-up Equity Share capital and free reserves under the Board approval route as per the provisions of the Companies Act, from the equity shareholders of the Company, as on the record date ("Record Date"), on a proportionate basis, through the "Tender Offer" route as prescribed under the Buyback Regulations (hereinafter referred to as the "Buyback"). The Buyback period shall commence from the date of board resolution until the last date on which the payment of

Registered Office: W-75(A) & W-76(A), MIDC Industrial Estate, Satpur, Nasik 422 007, India

consideration for the Equity Shares bought back by the Company is made (**"Buyback Period"**), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for fixing **September 9, 2021 as the Record Date** for ascertaining the eligibility of the Shareholders to participate in the Buyback of Equity Shares of the Company.

RESOLVED FURTHER THAT the Buyback Offer Size shall not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, advisors' fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including Buyback taxes, securities transaction tax, Goods and Services Tax, stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI, vide circulars CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/ 2016/131 dated December 09, 2016, or such other mechanism as may be applicable.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's free reserves and/or such other sources as may be permitted by law through Tender Offer route and as required by the Buyback Regulations and the Companies Act.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback.

RESOLVED FURTHER THAT the Company may buyback Equity Shares from all the existing shareholders holding Equity Shares of the Company on a proportionate basis, provided 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of 'small shareholders' (as defined under the Buyback Regulations) as on the Record Date, whichever is higher, shall be reserved for the 'small shareholders', as prescribed under proviso to Regulation 6 of the Buyback Regulations.

RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the LODR Regulations.

RESOLVED FURTHER THAT Company has complied and shall continue to comply with Section 70 of the Companies Act, wherein:

a) It shall not directly or indirectly purchase its own shares:

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

b) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.

c) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act.



RESOLVED FURTHER THAT the Board hereby confirms that:

a) all Equity Shares of the Company are fully paid up;

b) the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;

c) the Company shall not issue and allot any shares or other specified securities including by way of bonus or conversion of employee stock options/outstanding instruments into Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;

d) the Company shall not raise further capital for such period of time, as prescribed under the provisions of Regulation 24(f) of the Buyback Regulations and the circular dated April 23, 2020 bearing no. SEBI/HO/CFD/DCR2/CIR/P/2020/69 issued by SEBI, along with any amendments and modifications thereto, from the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations and in compliance with the Buyback Regulations;

e) the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or equity shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

f) The Company will not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;

g) the Company shall not buy back its shares or other specified securities from any person through negotiated deal whether on or off the stock exchange or through spot transactions or through private arrangement;

h) there are no defaults subsisting in the repayment of deposits accepted either before or after the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon or redemption of debentures or preference shares or payment of dividend due to any shareholder, or repayment of any term; loans or interest payable thereon to any financial institution or banking companies;

i) borrowed funds from banks and financial institutions, if any, will not be used for the Buyback;

j) the Buyback Offer Size does not exceed 10% of the aggregate of the fully paid-up Equity Share capital and free reserves as per audited financial statements as at March 31, 2021 (the last audited financial statements available as on the date of the Board meeting);

k) that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. 6,40,000 Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as per the audited financial statements as at March 31, 2021;

1) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback as prescribed under Buyback Regulations, the Companies Act, the rules made thereunder and other applicable laws;

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

n) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act as on date;

o) the Company will not withdraw the Buyback after the public announcement of the Buyback is made;

p) the Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange;

q) Consideration of the Equity Shares bought back by the Company will be paid only by way of cash.

RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and that based on such full inquiry conducted into the affairs and prospects of the Company, the Board has formed an opinion that:

a. Immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;

b. As regards the Company's prospects for the year immediately following the date of this Board meeting, and having regard to the Board's intention with respect to the management of 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 this Board meeting; 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 Companies Act or the Insolvency and Bankruptcy Code, 2016, as applicable (including prospective and contingent liabilities).

RESOLVED FURTHER THAT the proposed Buyback be implemented **through Tender Offer route** as prescribed under the Buyback Regulations from the equity shareholders of the Company as on the Record Date including the members of the promoter and promoter group of the Company (as disclosed under the shareholding pattern filings made by the Company from time to time under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011, as amended) out of its free reserves and / or such other sources as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT the Company shall not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from banks and financial institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback.

RESOLVED FURTHER THAT the Company shall not Buyback the locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable;

RESOLVED FURTHER THAT as required under the provision to Section 68(6) of the Companies Act and Regulation 8(i)(b) of the Buyback Regulations, the draft of the Declaration

of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and the Mr. Aditya A. Kapoor, Managing Director and Mr. Arvind A. Kapoor, Director & Chairman of the Company be and are hereby authorized to finalize and sign the same, for and on behalf of the Board, and the Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.

RESOLVED FURTHER THAT the Buyback from shareholders who are persons resident outside India including foreign corporate bodies (including erstwhile the Overseas Corporate Bodies), Foreign Institutional Investors/ Foreign Portfolio Investors, non-resident Indians, and shareholders of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder and to the extent necessary or required including approvals from concerned authorities including the Reserve Bank of India under Foreign Exchange Management Act, 1999, and the rules and regulations framed there under, if any, if any, if any, if any, if any, if any, and the rules and regulations framed there under t

RESOLVED FURTHER THAT as per the provisions of Section 68(8) of the Companies Act, the Company will not issue same kind of shares including allotment of new shares under clause (a) of sub-section (1) of section 62 of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.

RESOLVED FURTHER THAT in terms of Regulation 24(iii) of the Buy-back Regulations, Mr. Agnelo A. Fernandes, Company Secretary be and is hereby appointed as the Compliance Officer for the Buy-back.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, the approval of the Board be and is hereby accorded for appointment of Inga Ventures Private Limited as the Manager to the Buyback at such fees and other terms and conditions as mutually agreed with them.

RESOLVED FURTHER THAT in compliance with the Buyback Regulations, Link Intime India Private Limited be appointed as the Registrar for the Buyback at such remuneration as mutually agreed with the Managing Director of the Company.

RESOLVED FURTHER THAT a Committee of Directors comprising Mr. Arvind M. Kapoor, Director, Mr. Aditya A. Kapoor, Managing Director, Mr. Atul R. Shah, Director and Mr. Hemant D. Vakil, Independent Director be constituted for the purpose of taking any decision with respect to the said Buyback, and any member of the said Committee or Mr. Agnelo A. Fernandes, Company Secretary ("Authorized Persons"), be and are hereby severally authorized to do all such acts, deeds, matters and things in relation to the Buyback as they may deem necessary and/or expedient, including but not limited to the following:

a) appointment of intermediaries for the Buyback including but not limited to brokers, registrar, advertising agency, legal advisors, escrow bank, compliance officer and other advisors, depository participant, printers, consultants or representatives; if any, and settlement of terms of appointment including the remuneration for all such intermediaries/ agencies/ persons, including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;



b) finalizing the terms of buyback like the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the buyback;

c) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;

d) opening, operation and closure of all necessary accounts, including bank accounts (including escrow account), depository accounts for the purpose of payment and authorizing persons to operate the said accounts;

e) preparation, finalizing, signing and filing of public announcement, the draft letter of offer/ letter of offer, certificates for declaration of solvency and any other material in relation with the Buyback with the SEBI, ROC, the stock exchange and other appropriate authority;

f) making all applications to the appropriate authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;

g) earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback;

h) extinguishment of dematerialized shares and physical destruction of share certificates and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or the Board, as required under applicable law;

i) to affix the Common Seal of the Company on relevant documents required to be executed for the buyback of shares in accordance with the provisions of the articles of association of the Company.

j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchange, depositories and/or other Appropriate Authorities.

k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.

I) dealing with stock exchange (including their clearing corporations), where the Equity Shares of the Company are listed, and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including any further amendments thereof.

m) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback.

n) to settle and resolve any queries or difficulties raised by SEBI, stock exchange, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary to the Buyback.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Authorized Persons be and are hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company will use the platform of BSE Limited ("BSE") for the purpose of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on any shareholder to offer and / or any obligation on the Company or the Board or the Buyback Committee to buyback any shares and / or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT the Company shall maintain a register of securities bought back where in details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

RESOLVED FURTHER THAT any of the Directors of the Company and / or the Company Secretary for the time being, be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees, etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions.

RESOLVED FURTHER THAT any of the Directors of the Company and / or the CFO and / or the Company Secretary for the time being, be and are hereby severally authorised to represent the Company before the Ministry of Corporate Affairs ('MCA'), SEBI, the stock exchange on which the Equity Shares of the Company are listed viz., BSE or any other agencies connected with the Buyback offer of the Company and to sign and submit all forms, letters, documents or other papers that may be required for the implementation of the Buyback."

//Certified True Copy //

FOR RISHIROOP LIMITED

ARVIND M. KAPOOR DIRECTOR (DIN -00002704)



RISHIROOP LIMITED

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dC Contact Person: Mr. Agnelo A. Fernar Tel.; +91 22 4095 2080; Fax: +91 22 2287 2796; E

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF RISHIROOP LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER INDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS.2018, AS AMENDED ("BUYBACK REGULATIONS").

REGULATIONS 2018, AS AMENDED ("BUYBACK REGULATIONS"). This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(1) of the Buyback Regulations and contains the disclosurus as specified in Schedule II read with Schedule I of the Buyback Regulations. OFFER FOR BUYBACK OF UP to 5 4,0,000 (SU LAKH FORTY THOUSAND) FULLY PAID UP COUITY SHARES OF THE RISHIROOP LIMITED HAVING A FACE VALUE OF 1010 (RUPEES THO NUY) FACH (FOUTY SHARES') AT APRICE OF 1136', (RUPEES ONE HUNDRED AND TWENTY-FIVE ONLY) PER FULLY PAID UP COUITY SHARE IC ASH ON A PROPORTIONATE BASIS FROM ALL COUITY SHAREHOLDERS' BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING STOCK EXCHAINES MCCHANISM. Certain figures contained in this Public Announcement, Including financial information, have been subject to rounding-off adjustments. All decimals have been rounded of to two decimal points. In certain instances, (i) the sum or percentage change of such numbers in a column row in certain Libles may not conform exactly to the total figure given for that column row in.

- DETAILS OF THE BUYBACK OFFER AND OFFER PRICE
- In not contome exactly to the total figure given; and (ii) the sum of the numbers in a sum or two.
 DETAILS OF THE BUYBACK OFFER AND OFFER PRICE
 The board of directors of Richicop Limited (the "Company") (the board of directors of the Company hereinatier releared to as the "Board", which expression shall include any committee constituted and authorized by the Board to exercise its powers), at there meeting held on August 27, 2221 (the "Board Meeting"), pursuant of the Companies Act, 2013. as an anotation (the "Management Rules") to the extent splitcable, and in compliance with Securities and Exchange Board of India (Listing Obligations"), the Buyback Regulations and subject to such approvals of statulory, regulatory of powernmental subtrations any be required under applicable laws, approved the gives and subtrations and subject to such approvals of statulory, regulatory of powernmental subtrations any be required under applicable and in compliance with Securities and Exchange Board of India (Listing Obligations"), the Buyback Regulations and subject to such approvals of statulory, regulatory of governmental subtrations any be required under applicable laws, approved the gives family Shares of Study (Rupees Entro only) insplanement, in a 6,60%), the paint of the Company (sy Shares of Study Rupees Entro only) insplanement, in a 6,60%, the subtration of the Study Shares of Study Shares of Study Shares (Study Share), Study Shares (Study Share
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- Shafeholde's are advised to consult ther own legal, innancia and tax, advisors pror to participating in the Buyback. Pursuant to the proposed Buyback and depending on the response to the Buyback. The voling rights of the metheors of the Promoter and Person in Control in the Control can may increasive or do for the consult in the total control can may increasive or do for the consult in the total control can may increasive or do for the consult in the total Buyback. The public shareholders of the Company may fall before the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as an ended However, the Company undertakes to achieve minimum level of public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation Rules, 1957 (SCRR) within the time and in the manner as prescribed under the SCRR and the Listing Regulations. Any change in volting rights of the promoter and Person in Control of the Company pursuant to completion of Buyback will not result in any change in control over the Company A copy of this Public Announcement is available on the website of the Company at www.rbingcomin and is expended of Buyback and on the website of the SCR EXCRA and the Company Contract of the Company A copy of this Public Announcement is available on the website of the SCR and the Contract of the Company Contract of the Company at www.rbingcomin and is expended of Buyback and on the website of the SCR is public Kerkange at www.rbingcoming.
- 2 NECESSITY OF THE BUYBACK

NECESSITY OF THE BUYBACK The Buyback is being proposed by the Company to service the equity more efficiently. Addisonally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other thrings: a) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares; b) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders fudition Entury Shares of The Buyback doise an option to the shareholders fudition Entury Shares of the

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- bass, thereby leading to long term increase in shareholders' value; The Buydack gives an option to the shareholders holding Equily Shares and Equily Shares and the Equity Shares and receive cash or not to sell their Equily Shares and get a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment; and The Buyback, which is being implamented through the lander offer as preactibed under the Buyback adget, without additional involve minimum reservation of 15% for Small Shareholders and allocation of higher of number of shares as per their emittement or 15% of the number of shares to be bought back, reserved for Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder. Shareholders would benefit a Buyback King Aug. (The Shareholders) FINE TOTAL PAID UP CAPITAL AND FREE RESERVES F INE TOTAL PAID UP CAPITAL AND FREE RESERVES In maximum amount required for Buyback will not exceed 18 0,00,0000- (Rupces)
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- or the total PAID UP CAPITAL AND FREE RESERVES The maximum amount required for Subsets will not exceed 18 00 00,000/. (Rupees Eight Crores only), excluding transaction Costs viz, brokerage, applicable taxes inter alia including Butyback taxes, securities transaction tax, CSS, tatang duy, expenses incurred or to be incurred for the Butyback like filing less payable to the SEBI, advices/tagel fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. The approache filiu value. The Subset Security 3.1
- dispatch expenses and other incidential and related expenses, etc. The aggregate (tuly paid-up Equity Share Capital and free reserves as per latest Audited Francial Statements of the Company as at March 31, 2021 on is 16274.98 laths. The Company does not have any subsidiary, joint verture or associates, hence does not prepare any consolidated financial statements. The maximum amount menioned aloread is 9.87% of the aggregate of the fully paid up equity hance capital and free reserves as per the latest available Audited Financial Statement of the Company, which is within the preschool and of 0%. The free reserves as per the latest available Audited Financial Statement of the Company, which is within the preschool and of 0%. The free reserves of the Company or sub-preschool and the be partited by the Buyback Regulations or the Companies Act. The funds borrowed (if any shall not be utilized for the purpose of Buyback. The Company shall transfer from its free reserves, a subsequent audited Financial Statements. BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE The Equity There is the Company are progressed to be buybits as at any com-text and the subsequent audited Financial Statements. 3.2
- 4.
- BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE The Equily Shares of the Company rep proposed to be burght hack at a price of 1125/. (Rupers One Hundhed and Twenty-Five only) per Equity Share. The Buyback Price of 1125/. (Rupers One Hundhed and Twenty-Five only) per Equily Share has been ammed alfaer considering various factors including, but ho Innited Share has been ammed alfaer considering various factors including. But ho Equity Shares on BSE. This volume weighted average price and closing price of the Equity Shares on BSE. The Volume Versited average price and closing price of the Equity Shares on BSE. The deson which the Company inimated be the Slock Exchange of the date of the merging of the Board of Directors wherein the proposal of Buyback vas considered.

- remium of 12.06 % over the volume weighted average market price of the guly Shares on BSE, during the two weeks preceding the date of intimation the Stock Exchange of the date of the meeting of the Board of Directors herein the proposal of Buyback was considered. remium of 17.37 % over the volume weighted average market price of the guly Shares on BSE, during the 30 trading days preceding the date of intration to the Stock Exchange of the date of the meeting of the Board of intration is the Stock Exchange of the date of the meeting of the Board of intration to the Stock Exchange of the date of the meeting of the date of intration to the Stock Exchange of the date of the meeting of the date of intration to the Stock Exchange of the date of the meeting of the Board of intration to the Stock Exchange of the date of the meeting of the Board of intration to the Stock Exchange of the date of the meeting of the Board of intration to the Stock Exchange of the date of the meeting of the Board of intration the Stock Exchange of the date of the meeting of the Board of indicons wherein the proposal of Buyback was considered. **UUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO ACK**
- Eq
- BUCHAONIN NUMBER OF SECURIES INAL THE CUMPART FROMSES ID BUTARCK The Company proposes to Buyback up to 6,40,000 (Six Lakh Forty Thousand) Muly paid-up Equity Shares having a face value of 1010- (Rouest en only) each segregating up to 6,80% of the total number of Equity Shares of assued and paid up Equilibrium exploring the the more and total entrance of the Statements from exceeding 16,000,000-(Rouese Eight Corress Only). DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY The aggregate shareholding of the (I) promoter and promoter group of the CompaNY and persons in control ("Promoters and Persons in Control") (II) Directors of the Baute Media te part of the Phomoter and Persons in Control") (I) Aggregate shareholding of the (Promoter and Persons in Control") (I) Aggregate shareholding of the Phomoter and Persons in Control es on the date of the Baute Media (I) the Promoter and Persons in Control as on the date of aggregate shareholding of the Promoter and Persons in Control as on the date of the Baute Media (I) the Promoter and Persons in Control as on the date
- 6. 6.1

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v)

8.

Sr. No	Name of	the Shareholder	No. of Equity Shares held	
A) I	ndividuals			
1	Arvind M. Kapoor		2,90,00	0 2.99
2	Aditya A. Kapcor		2,21,00	0 2.28
3	Gouri A. Kapoor		2,32,00	0 2.39
4	Shradha V. Khanna		1,84.00	0 1.90
5	Radhika Kapoor		46,00	0 0.47
Sut	Total (A)		9,73,00	0 10.03
B) E	Bodies Corporate			
6	Rishiroop Holding Pr	ivate Limited	31,25,00	0 32.21
7	Rishiroop Polymers	Private Limited	29,32,00	0 30.22
Sut	Total (B)		60,57,00	0 62.44
Tota	ai (C) = (A) +(B)		70,30,00	0 72.46
		Iding of the Directors Promoter Group, as on		
Sr. No	Name of the Company	Name of Director	No. of Equity Shares held	% Shareholding
1	Rishupon Holding	Anind M Kanon	2 00 000	2.00

Company Ishiroop Holding Arvind M. Kapoor Gouri A. Kapoor 2,90,000 2.99 2.39 2.28 2.99 2.28 Aditya A. Kapoor Arvind M. Kapoor Aditya A. Kapoor 2,21,000 2 oo Polymers 2,21,000 egate shareholding of the Directors a pany as on the date of the Board Me Managerial I nel of the Sr. No No. of Equity Shares held Name of the Di ctor & KMI rvind M. Kapoor (Chairman) ditya A. Kapoor (Managing Director) 2.99 2,90,000

Hemant D. Vakil (Independent Director)	60	0.00
Vijyatta Jaiswal (Independent Director)	0	0.00
Atul R. Shah (Non-Executive Director)	100	0.00
Suresh H. Khilnani (Chief Financial Officer)	1,300	0.01
Agnelo A. Fernandes (Company Secretary & Compliance Officer)	100	0.00
	Vijvatla Jaiswal (Independent Director) Atul R. Shah (Non-Executive Director) Suresh H. Khilnani (Chief Financial Officer) Agnelo A. Fernandes (Company Secretary &	Vijvatla Jaiswal (independent Director) 0 Atul R. Shah (Non-Executive Director) 100 Suresh H. Khinani (Chief Financial Officer) 1,300 Apelo A. Femandes (Company Secretary & 100

Aggregate shares purchased or sold by the Promoter and Persons in Control, Directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of six months preceding the date of the Board Meeting at which the Buydack was approved, i.e., August 27, 2021: Aggregate of shares purchased or sold by the Promoter and Promoter Group and Persons in Control: a)

Tier's

	Name of Shareholder	No. of Equity Shares Acquired/ Sold	Nature of Transaction	Price per Equity Share	Date of Maximum Price	Price	Date of Minimum Price
1.	Rishiroop Holding Private Limited	900	Purchase	83.15	23-Mar-21	82.15	23-Mar-21
2.	Rishiroop Polymers Private Limited	408	Purchase	82.20	23-Mar-21	80.05	23-Mar-21
3.	Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
4.	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21
5.	Gouri A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-21
6,	Radhika Kapoor	600	Purchase	83.57	23-Mar-21	83.57	23-Mar-21
7.	Shradha V, Khanna	517	Purchase	83,57	23-Mar-21	83.57	23-Mar-21

b) Aggregate shares purchased or sold by the Directors of companies with part of the Promoter and Promoter Group.

Sr. No		No. of Equity Shares Acquired/ Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
1	Arvind M, Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
2	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21
3	Gouri A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-21
ii)	Name of the Pro	moter Co	mpany: Ri	shiroop F	olymers I	Private Li	mited
Sr. No		No. of Equity Shares Acquired/	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Ninimum Price	Date of Minimum Price

 1
 Arvind M. Kapoor
 5
 Purchase
 62.20
 23-Mar-21
 82.20
 23-Mar-21

 2
 Aditya A. Kapoor
 900
 Purchase
 83.20
 23-Mar-21
 82.05
 23-Mar-21
 Aggregate shares purchased or sold by the Directors and Personnel of the Company: C)

Sr. No	Name of Shareholder	No.of Equity Shares Acquired/ Sold	Nature of Transaction		Date of Maximum Price	Minimum Price	Date of Minimum Price
1	Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
2	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21

INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK 7.1

CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Persons in Control of the Company have expressed their intention to participate in the Buyback vide their letters dated August 27, 2021 and may tender up to an aggregate maximum of 35,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please elow the maximum number of Equity Shares pro Promoter and Persons in Control of the Compare

Sr. No	Name of the Promoter/ Promoter Group and Persons In Control	No. of Equity Shares held	Maximum Number of Equity Shares intended to tender
1.	Arvind M. Kapcor	2,90,000	40,000
2.	Aditya A. Kapoor	2,21,000	40,000
3.	Gouri A. Kapoor	2,32,000	40,000
4.	Shradha V. Khanna	1,84,000	40,000
5	Radhika Kapoor	46,000	Ni
5.	Rishiroop Holding Private Limited	31,25,000	95,000
6.	Rishiroop Polymers Private Limited	29,32,000	95,000
Total		70,30,000	3,50,000

The Buyback will not result in any benefit to Promoter and Persons in Control or any Diredors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their strateholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to robuction in the equity share can be deally of the proof by Buyback uncluded in the Buyback, as a result of the deally one proof by Buyback uncluded the Equity Shares altotat/orelided transmitted/acquired that the Promoter and Persons in Control intend to tender are set-out below. 7.3

Date	Nature of Transaction	Number of Equity Shares	Face Value (१)	Issuel Acquisition Price (?)	Consideration (?)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		40,000			

Accuration price calculated as per exchange ratio approved as part of the terms of the Scheme (defende detox). Note 1: Pursuant to the terms of the Scheme of Amalgamation between Rishincop, Rubber (International) Limited and the Company (Scheme) which was approved by the shareholders of respective Companies, and sanctioned by the Honibe High Court of Judicature at Bornbay wide its order dated May 8, 2015 and Honibe High Court of Gujarat at Altmetabad vide its order dated May 8, 2015 and Honibe High Court of Gujarat at Altmetabad vide its order dated May 8, 2015 and Honibe High Court of Gujarat at Altmetabad vide its order dated May 8, 2015 and Honibe High Court of Gujarat at Rhaiting, Ruber (International) Limited ("RRIL") were itssued Optional Convertible Preference Shares (COPS) of the Company in lieu of ther original holding in RRIL, In the ratio of 3 COPS for every 5 equipy shares held in RRIL, as per the sanctioned Scheme. Those OCPS shareholders who had optid there abilited new reality charts of the Company when being the consequent to such OCPS conversion, the paid-up capital of the Company was increased to 97.01,288 Equity Shares of 10.4 each, aggregating to paid-up value of R701.129- lakts. va A. Kapoor- Intend to tender up to 40,000 Equity Shares

Date	Nature of Transaction	Number of Equity Shares	Face Value (<)	Issue/ Acquisition Price (?)	Consideration (7)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16,67/-*	Issued in lieu of Preference shares
Total		40,000	(
Scheme. Fo	price calculated as per further details, please apoor- Intend to tend Nature of	refer Note 1	above		Consideration
	Transaction	of Equity Shares	Value (१)	Acquisition Price (†)	(₹)

Issued in fieu of Preferance shares Allotment pursuant to the conversion of Preference Shares to Equity Shares Total 40,000 n price calculated as per exchange ratio appr b. For further details, please refer Note 1 abo Khanna - Intend to tender up to 40,000 E ved as part of the cquisition Scheme aradha V. up to 40,000 Equity Shares Number of Equity Shares Issue/ Acquisition Price (?) Date Nature of Transaction Face Value Co (7) (7) 16.04.201 40,00 *16.67 Allotment pursuant to the conversion of 10 Issued in lieu of Preference reference Shares to Juity Shares ares Total 40,000 red as part of the terms of the Scheme. For further ulsition price calculated as per exchange rafio app is, please refer Note 1 above Rishiroop Holding Private Limited - Intend to tender up to 95,000 Equity

Date	Nature of Transaction	Number of Equity Shares	Face Value (?)	Issue/ Acquisition Price (?)	Consideration (₹)
19.05.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	95,000	10/-	16.67/-*	Issued in fieu of Preference shares
Total		95,000			

^a Acquisition price calculated as per exchange ratio approved as part of the lerms of the Scheme. For further details, please refer Note 1 above Rishtroop Polymers Private Limited- Intend to tender up to 95,000 Equity

Date	Nature of Transaction	Number of Equity Shares	Face Value (?)	Issue/ Acquisition Price (7)	Consideration (₹)
12.01.2017	Allotment pursuant to conversion of Preference Shares to Equity Shares	95,000	10/-	16.67/-*	Issued in fieu of Preference shares
Total	1	95 000	1.		

acquisition price calculated ta per acknong ratio approved as part of the lerms of the Scheme. For further details, please ratio approved as part of the lerms of the Scheme. For further details, please ratio is subsisting in the repayment of daposition interest payment thereon, redumption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any starsholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT:

- b)
- c)
- NFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE YBACK REGULATIONS AND THE COMPANIES ACT: all the Equity Shares of the Company are fully paid-up; the Company shall not issue and all of any shares or other specified securities, including by way of borus or conversion of employee stock options/outslanding instruments in the Equity Shares, from the date of the board resolution for the Buyback till the expiry of the Buyback Penod, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, the Company shall not raise there capital for such period of time, as prescribed under the provisions of Regulation 24(1) of the Buyback Regulations and the circular dated April 23, 2020 bearing no. SEBIHO/CFD/DCR2/CI/RI/2020/59 issued by SEBI, along with any amendments and modifications thereio, from the expiry of the Buyback Perod, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of its subsisting obligations and in compliance with the Buyback Regulations; The Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same hind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of six months after the complexition of the Buyback eccept by within a period of six months after the complexition of the Buyback eccept by equily or conversion of preference barkers or deher securities including allotments of new shares under Section 62(1)(a) or other specified securities within a period six months after the complexition of the Buyback eccept by within a period six months after the complexition of the Buyback eccept by equily or conversion of preference barkers on the bentrums into Equily Shares here one of the securities and the same endorm of the buyback bares here the provide theory and the addrence barkers of the Buyback Shares hereono the Comp
- the Company shall not Buyback locked-in Equity Shares and non-tra Equity Shares until the pendency of the lock-in or till the Equity Shares transformation. 8) nsferable
- D
- transferable; the Company shall not Buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback; there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including linterest payable thereon); 0)
- common structuring interests payable Diefeon);
 That the funds borrowed from banks and financial institutions, if any will not be used for the Buyback;
 that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Company inse Act; h)
- 0 j)
 - of the Companies Act: The Companies is in completione with the Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*SEBI Listing Regulations), and will comply with the said Regulation at all times during the Buy-Back, Period, Pursuant to the completion of the Buyback, the public shareholding of the Company may fail betow the minimum level required as per Regulation 33 of the SEBI Listing Regulations. However, the Company undertakes to achieve minimum level of public shareholding as specified in Rule 13(2) and Rule 13(A of the Seconties Contracts (Regulation) Rules, 1987 (SCR) within the time and in the manner as prescribed under the SCRB and in Control of the Company pursuant to company. The aggregate amount of the Buyback Le up to R50.000.000 / (Rulese Sign) and free reserves of the Company as per Audited Financia: Statements;
- k)

- the maximum number of Equity Shares proposed to be purchased under the Buyback up to 6,40,000 (Six Lakh Forty Thousand only), does not exceed 10% of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Financial Statements; The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting
- m)
- n)
- 0)
- p)
- q)
- The Company has not undertaken a buyback of any of its securities during the period of one year immediately preading the date of this Board meeting the Company shall not make any offer of buyback within a period of one year reckneel from the date of anyloy of the Buyback Period; the ratio of the appregate of secured and unsecured debts owed by the Company shall not denote than hvice the paid-up Equity Shares capital and frear reserves, after the Buyback; and the Company shall not denote yor indirectly purchase its Equity Shares through the Company shall not denote yor indirectly purchase its Equity Shares through any stall not denote yor indirectly purchase its Equity Shares through any stall not denote yor indirectly purchase its Equity Shares through there is no pendency of any scheme of analganation or compromise or arrangement pursuant to the provisions of the Company shall not divide with a partice of the Buyback offer after the data letter of direct Blow that the Buyback offer after the data letter of direct Blow the Elst of the public of anoder any unable to direct Bloyback to deling its equity shares other specified socialities from the stace dex knamg. Consideration of the Equity Shares bought back to deling the sequence and producting from the stace key haves and anot anot pro-temed company unable to direct Buyback. r)
- S)
- t)
- Or Consideration of the Equity Shares dought back by the Company will be back only by way of cash. THE BOARD HAS CONFIRMED THAT IT HAS MADE A FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND HAS FORMED THE
- The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the option: a) Immediately following the date of the board meeting approving the Buyback there will be no grounds on which the Company could be found unable to pay its debts;
- Its debts: As regards the Company's prospects for the year immediately following the date of the board meeting approving the Buyback and having regard to the Board's intentions with respect to the management of the Company's builtiess 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 suit be able to meet its liabilities as and when they fail due and will not be rendered insident within a period on eye art from the date of the Board needing : In forming an opinion as abreased, the Board has taken into account the companies Act or the Insolvency and Baningstry Code. 2016, as applicable Companies Act or the Insolvency and Baningstry Code. 2016, as applicable Companies Act or the Insolvency and Baningstry Code. 2016, as applicable Companies Act or the Insolvency and Baningstry Code.
- C)
- uncuuring prospective and contingent liabilities) as amended from time to time. THE TEXT OF THE REPORT DATED AUGUST 27, 2021 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPTLAL PAYMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BLOW: 10.

To, The Board of Directors, Rishiroop limited

Rishiroop limite 84, Atlanta Nariman Point Mumbai 400 021 Dear Sir,

- Mumbai 400 021
 Dear Sir,
 Sub.: Statutory Auditor's certificate in connection with proposed buyback of equity starse of face value of 110/- each of Rishiroop Limited ("Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2) as a mended, through Tender Ofter (Buyback R) equities and Exchange Board of India (Buy Back of Securities) Regulations 2) as a mended, through Tender Ofter (Buyback R).
 The Buy-back of Rishiroop Limited ("the Company") has been approved by the Board of Directors of the Company" has been approved by the Board of Pricol (Buyback). In this regard, we report that:
 (a) We have inquired into the state of affairs of the prod ended March 31, 2021 as adopted by the Board of Directors of the prod ended March 31, 2021 as adopted by the Board of Directors of the prod ended March 31, 2021 as adopted by the Board of Directors of the Company with reference to is latest audited statements for the prod ended March 31, 2021 as adopted by the Board of Directors of the Company at the meeting held March 31, 2021 as adopted by the Board of Directors of the Company at the meeting held March 31, 2021 as adopted by the Board of Directors of the Section Big (X) of the Companies At read with Regulation 41 (and 01) sections Big (X) of the Companies At read with Regulation 4(0) of the SEB Buyback Regulations. The amounts of share capital and fire reserves have been extracted from fancial statements.
 (b) The Board O, 2013, which reguires consolidated of financial statements of the Companies at low fire therm reguting held on 27th August. 2021.
 (b) The Board O Directors of the Low part and able audited financial statements of the Companies At read with Regulation 4(1) of the SEB Buyback Regulation 40 (2) of the Companies At read with Regulation 4(2) of the Company as at and for financial ystatements.
 (b) The Board of Directors of the Company asolidary, print venturor on ssoci

Company does not have any subsidiary, print venture or associates as exime uncer the Companies Act, 2013, which requires consolidated of financial statements. (c) The Board of Directors of the Company, at their meeting held on 27th August, 2021 Ilavas formed beir opinion as specified in classa (c) of Schedule It to the Buyback of a fatus, will not be rendered insolvent within a period of one year from the date of passing the Board Resolution dated 27th August, 2021. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directos of the Company to Include in public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of the Company to Include in public announcement, and (b) the Contral Depository Sorvices (india) Limited, Nalional securities Depository Limited and (iii) for providing to the Managers in connection with the proposed buyback of Equity Shares of the Company scales. Securities and Exchange of Sections 68 and other applicable provisions of the Company controls with the proposed buyback of Equity Shares of the Company is pursuance to the provision of Sections 68 and other applicable provisions of the Company esc. At and the Buyback Regulations, and may not be suitable for any other purpose.

For Jayesh Dadia & Associates LLP Chartered Accountants Firm Registration No: - 121142W / W100122

Rahil Dadia

M. No.:143181

Place: Mumbai Date: 27th August, 2021 UDIN: 21143181AAAADZ4079 Annexure A –Statement of Per missible Capital Paym

mputation of amount of permissible capital rayment mputation of amount of permissible capital payment towards buyback of equity shares accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act"), based or itted financial statements as at and for the financial year ended March 31, 2021.

	1
Particulars	As at 31" March, 2021
Equity Share Capital-Subscribed and Paid-up (A)	970.13
Free Reserves	
Securities Premium Account	1490.50
General Reserve	1215.00
Surplus in Statement of Profit and Loss (*)	4599.35
TOTAL FREE RESERVES (B)	7,304.85
TOTAL (A+B)	8,274.98
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves	2,068.75
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid- up equity share capital and free reserves.	827.50
Amount proposed by Board Resolution dated 27th August, 2021	800.00

Amount propied volume volume value and value a

For Rishi oop Limited

Sd/-Aditya A. Kapoor Managing Director

- RECORD DATE AND SHAREHOLDER'S ENTITLEMENT 11.1
- As required under the Buyback Regulations, the Company has fixed Thursday, September 9, 2021 as the record date (the "Record Date") for the purpose of determining the entiltement and the names of the equity shareholders who are eligible to participate in the Buyback. The Equity Shares to be bought back as part of the Buyback are divided into two categories: 11.2
- Reserved category for small shareholders; and General category for all other shareholders.
- 11.3
- E. General category for all other shareholders. As defined in Requision 20(10) of the Buyback Regulations, a "small shareholder' is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading valume as on Record Date, of not more than 72,00,000/- (Rupees Two Lakts only). In accordance with Regulation 5 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entited as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small share-holders as part of this Buyback. 11.4

- 11.5 On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder including small shareholders, to Lender their Could States in the Buyback. This of the Surback Surback

 - anares in the Buyback. The maximum tender under the Buyback by any Eligible Shareholder cannol ave the number of Equity Shares held by the Eligible Shareholder cannol ave Date. In case the Eligible Shareholder holds Equity Shares through multiple d accounts, the tender through a demat account cannot exceed the number of El Shares held in that demat account.
- Shares held in that demat account. 11.0 The Equity Shares Indevide as per the entitiement by the Eligible Shareholder 11.0 The Keguity Shares Indevide as per the entitiement by the Eligible Shareholder 11.0 The Equity Shares Indevide the Buyback Regulations. The settlement of the lenders under the Buyback will be done using the 'Mechanism for acquisition of shares through Stock Exchange' contided under the SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their respective entitement for participating in the Buyback. 11.11 Small Shareholders holdings of multiple demat accounts would be clubbed together for identification of small shareholder. Is accounts would be clubbed together of names of joint holders is matching, holding under such foics should be clubbed together for identification of small shareholders.

- together for identification of small shareholder. 11.2 Participation in the Buyback by shareholders may irigger capital gains taxation in India and in their country of residence. The Buyback transaction would also be subject to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback. 11.3 Detailed instructions for participation in the Buyback (transes in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent in due course to the Eligible Shareholders. 12. PROCESS AND METHODOLOGY FOR THE BUYBACK
- 12.1
- 122
- PROCESS AND METHODOLOCY FOR THE BUYEACK The Buyback is open to all Eligible Sharaholders of the Company, holding Equity Sharas either in physical and or demat form on the Record Date (subject to provisions of paragraph 12.7 and 12.8 or this Prote Announcement). The Date of the Sharaholder of the Company for the Sharas either the procedure prescribed in the Ad and the Buyback Regulations, and as may be determined by the Board (including any person authorized by the Board to complete the formalities of the Buyback) and on such terms and conditions as may be determined by the Mont lime to time. For implementation of the Buyback, the Company has appointed ITI Socurities Broking Liu. She registered broker to the Company's Broker are as follows: Name: ITI Securities Broking Liu. 12.3
- ss: Unit No. 2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013 Tel. No.: +91 9967604127
- Tel: No.: Hel 1986/004127 Contact Person: Kuldeep Vashist Email: kvashist@itiong.com; Website: www.titisb.co.in; SEBI Registration Number: IV2000005835 Corporate Identity Number: IV2120MH1994PLC077946

- Contact Person: Kuldeep Vashist
 Email: Evanit: Kuldeep Vashist
 SEBI Registration Number: IN200000833
 Corporate leantity Number: IN20000833
 Corporate leantity Number: IN20000835
 Corporate leantity Number: UN20000835
 The Company will request BSE, being the designatid stock exchange, to provide the sequence window ("Acquestition Window") to facilitate provide the solution window ("Acquestition Window") to sea specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholder is not registered with SSE as a tarding member/stock Droker, then that Eligible Shareholder to detect to Cell (CC) facility Arough the BSE registered broker, Eligible Construction (CC) facility Arough the BSE registered broker, Eligible Construction (CC) facility Arough the BSE registered broker, Eligible Construction (CC) facility Arough the BSE registered broker, Eligible Construction (CC) facility Arough the BSE registered broker, Eligible Construction (CC) facility Arough Stroker Le., IT Securities Broke Droker 1 and the place to tid.
 At the beginning of the tendering period, the order for burying Equily Shares shall be placed by the Company Y through Company's Broker.
 During the tendering period, the order for burying Equily Shares shall be placed by the Company Y through Company's Broker.
 The reporting requirements for non-resident Jhareholders through their respective stock brokers during normal trading hours of the secondary market. The stock brokers the Shareholder Broker Through Wind the Eligible Shareholder shares and a by a signed Eligible Shareholder shares and a by a signed Eligible Shareholder shares and a by Eligible Shareholder shares and a by a signed Eligible Shareholder shares and

- - Physical form: In accordance with the Frequently Asked Questions issued by SEBI, "FACs Tendering of physical shares in buy-back offer open offer rise information rephysical shares in buy-back offer open offer rise information rephysical end of the shares in buy-back offer open offer rise in physical form are allowed to tender shares in buy-back through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations. 2

15

- the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the Physical form is as detailed below. Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Stock Broker along with the complete said of documents for verification procedures to be carried out including the (i) oniphal valid share certificate(s) (i.e. certificates issued on or after Ju/2, 42,007, cite of ablorment pursuant to Schmer of Arangement the transferore (i.e. by all registered shareholders in same order and as per the specimen signatures: registered with the Company; and duj witnessed at the appropriate place authorizing the transfer in favor of the Company; (ii) self-attestid copy of the shareholder's PAN Card, and (u) any other relevant documents such as power of altorney, corporate authorization (including board resolution' specime signature), notarized copy of death certificate and succession, certificate or probated will, if the original shareholder has decased, etc., as applicable, in addition, if the addines of an Eligible Register of Shareholders of NR Card, and (u) any other relevant documents: valid Adathar Card, Voler Identify and you not of the following documents: valid Adathar Card, Voler Identify Card or Passport. Based on these documents, the Stock Broker shall piace the bid no behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchange. Upon placing the bid, the Stock Broker shall provide at RS generated by the Stock Schareholder holding Estimation the Eligible Shareholder for her Buyback and the dealies of the order submitted like Ideio number. Certificate number, distinctive number of Equity Shares to the engister at the shareholder bolding the bid, the Stock Broker shall provide at RS generated by the Stock Schareholder has to deliver the original share by registing bodi

- acknowledgement of the same to the Slock Bicker/Eligible Shareholder. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is be subject to verification as per the Buyback Regulations and any further direction issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Slock Exchange shall display such bids as unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids' in case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares familiated issel in the submitted will in the soft the Buyback.
- 12.12 Buyoack. 13 The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period. 13. METHOD OF SETTLEMENT
- de available on the website of the BSE (www.basindi.com) throughout the ding session and will be updated at specific intervals during the lendering period. In finalization of the basis of acceptance as per Buyback Regulations: The settlement of trades shalt be carried out in the manner similar to settlement of trades in the secondary market. The Company will pay the consideration to the Company's Broker on or before the payin date for settlement. For Equity Shares accepted under the Buyback, the Clearing Corporation will marke direct funds payout to respective Eligible Shareholders in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will marke direct funds payout to respective Eligible Shareholders in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will marke direct funds payout to respective Eligible Shareholders in their bank account so the Shareholders Broker(s) by Reserve Bank of Indel/Eligible Shareholders. The Equity Shares bought back in demai form would be transferred directly to the demat account of the Company Steck for Buyback ("Special Demat Account") provided it is indicated by the Company's Broker or it will be transferred by Bares do the accented demat form would be transferred directly or the demat account of the Company special Benat Account on receipted of the Equity Shares from the cleaning and settlement mechanism of BSE. The Eligible Shareholders in the transferred by the depository participant (TDP') account active and unbicked to receive cradi in case of return of Equity Shares or unaccepted demat Equity Shares, in asy, tendened by the Rysical Shares accepted demat Equity Shares, in asy the the account of company center to the special benet Account on receive ration will be returned back to the concerned Eligible Shareholders. In payoud, *Any* scress Physical Sh C.
 - d.

 - h.
 - also issue a contract note to the Company for the Equity Shares accepted under the Buyback. In case of cartain shareholders viz, NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to thinds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds apount would be given to their respective Shareholder Share's settlement accounts for releasing the same to such shareholder is account. Elipide Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, applicable the Seller Member upon the selling shareholders for tarding Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Elipide Shareholder from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, applicable toxes, charges and expenses (including brokenge) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokenga) incured solely by the Elipide Shareholders. The Equity Shares by to the credit of the Special Demat Account and the Equity Shares bough hask and accepted in thysical form will be extiguished in the manor and following the procedure prescribed in the Buyback Regulation **MPLIANCE OFFICER**
 - COMPLIANCE OFFICER
 - COMPLANCE OFFICER Investors may contact the Compliance Officer appointed for buy back for any califications of to address their grievances, if any, during office hours i.e. 10:00 a.m. to 5:00 p.m. on all working days except Saturday. Sunday and public holidays, all the following address: Agneto A. Fernandes Company Secretary & Compliance Officer Rishiroop Ltd. 8: Atlanta, Nariman Point, Mumbai 400 021; Tel. No: 022-40952080; Fax: 022-22972766; Famil: addressed: Britishiroop. Wabelle: House theiroop in

MANAGER TO THE BUYBACH

17.

Aditya A. Kapoor Managing Director

Date : August 30,2021 Place : Mumbai

Email: afemandes@rishiroop.com; Website: www.rishiroop.in REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTRE 15.

In case of any queries, shareholders may also contact the Registrar to the Buyback, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday. Sunday and public holidays, at the following address: Sunday and public holidays, at the following address: LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, L.B.S. Marg, Vishnoil (W), Mumbai-400 083 LINK Intime O II. No.: 912 24918696195; Contact person: Sumeet Deshpande; Email: Shirtopo, buydax/Bilinkime.co.in Website: www.inkintime.co.in; SEBI Registration Number: INR00004058; CIN: U67190MH1999PTC118368.

MANAGER TO THE BUYBACC INGA VENTURES PRIVATE LINTED 1229, Hubtown Solaris, N.S. Phadke Marg. Opp. Tell Gall, Andheri (East), Murbai 400 009 Tell. Call, Call,

oop Lin

Agnelo A. Fernandes Company Secretary & Compliance Officer

arship Number: F-9334)

For and on behalf of the Board of Rish

rector Identification (Director Identification per (DIN): 00003019) Number(DIN): 00002704 (Me

Arvind M. Kapoor Director



RISHIROOP LIMITED

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF RISHIROOP LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS.2018, AS AMENDED ("BUYBACK REGULATIONS").

REGULATIONS 2016, AS AMEROED ("BUYBACK REGULATIONS"). This Public Amountoment (the "Public Amountoment") is being made pursuant to the provisions of Regulation 7() of the Buyback Regulations and contains the disclosures as specified in Schedule II read with Schedule I of the Buyback Regulations. OFFER FOR BUYBACK OF UP TO 640,000 (SIX LAKH FORTY THOUSAND) FULLY PAID UP EQUITY SHARES OF THE RISHIROOP LIMITED HAINING A FACE VALUE OF 10°, (RUPEES THO NIX') FLORING CONSTANT SHARES (AT APRICE) OF 123- (RUPEES ONE HUNDRED AND TWENTY-RIVE DAYS THE RISHIROOP LIMITED HAINING A FACE VALUE OF IN CASH ON A REPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS' BE CASH ON A REPORTIONATE BASIS FROM ALL EQUITY SHAREHOLDERS' BE DEDICAL OWNERS OF THE RISHIROOP SUCHAMES OF THE COMPANY THROUGH THE ENDER OFFER PROCESS USING STOCK EXCHANGE MECHANISM.

LENUER OFFER PROCESS USING STUCK EXCHANCE MECHANISM. Cartain figures contained in this Public Announcement, inducing financial information, have been subject to rounding-off adjustments All decimate have been rounded off to how decimal points. In dertain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the numbers in a column row in certain tables may not conform exactly to the total figure given for that DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- y not conform exacity to the total figure given; and (ii) the sum of the numbers in a jumn or win conform exacity to the total figure given for that jumn or win. DeTAILS OF THE BUYBACK OFFER AND OFFER PRICE
 The board of directors of Richicop Limited (the "Company") (the board of directors of the Company hereinatier referred to as the "Board", which expression shall holde any committee constituted and authorized by the Board to exercise its boards, which expression shall holde any committee constituted and authorized by the Board to exercise its 68, 6970 and all other applicable provisions, if any of the Companies Act. 2013, as some doit (the "Companies Act. 2015, as amended (the "Companies Act."), the Companies (Share Capital and Detentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Mana Gapment and Administration Requirements Reguire ments) Reguiations. 2015 (the "Listing Reguiations."), the Buyback Reguiations and subject to such approvals of statutory, regulatory or governmental authorise as may be required noder applicable in the company (the Share Capital Rules.") to the Companies (Mana Gapment and Disclosure Requirements Reguire ments) Reguiations. 2015 (the "Listing Regulations."), the Buyback Regulations and subject to such approvals of statutory, regulatory or governmental authorise as any be required noder applicable for the company (the "Share of 1104 Rupees Ten only) presenting to the Statutory and the Company of the Company (the "Audited Financial statements for the year ended March 31, 0201 of the Company (the "Audited Financial statements") at a price of 1125 (Rupees Company as per the latest autited financial statements is at a single of the Company who hold under the Buyback Rupees Single Core only (Fauyback Stare), which is up to 97% (within statutory limit of 10.5) of the Company who hold under the Buyback Kare does not include any transaction costs v. Envotorage, applicable taxes inter alia including Buyback taxes, securitis transaction tax, Stat does not include any transactio
- 12

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- 1.5 1.6
- Shateholders are advised to consult ther own legal, inancial and tax advisors pror to participating in the Bulyback. A pursuant to the proposed Bulyback and depending on the response to the Bulyback, the volting rights of the members of the Promotier and Person in Control in the Company may increase or decrease from their existing shareholding. In the total Bulyback, the public shareholding of the Company may fail bedow the minimum level required as per Regulation 38 of the Securities and Exchange Board of India (Using Obligations and Dicclosure Requirements) Regulations. 2015, as an emded. However, the Company undertakes to achieve minimum level of public shareholding as specified in Rule 19(2) and Rule 19A of the Securities and Exchange Board of India (Using Obligations and Dicclosure Requirements) Regulations. 2015, as an emded. However, the Company undertakes to achieve minimum level of public shareholding Rules, 1957 (SCRR) within the time and in the manner as prescribed under the SCRR and the Listing Regulations. Any change in volting rights of the promoter and Person in Control of the Company A cocy of this Public Announcement is available on the website of the Company al www.nahroorin and is expected to be available on the website of the SCB and www.nahroorin and is advised to ablyback will on the website of the SSE at www.sadi.gov/in.during the partical of blyback will on the website of the SSE at www.sadi.gov/in.during the partical of blyback will on the website of the SSE at www.sadi.gov/in.during the partical of the ZMBACK WEFCRSTYP THE BUHYARAMY

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NECESSITY OF THE BUYBACK

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- Exchange at www.deannaa.com. NECESSITO 71HE BUYBACK The Buyback is being proposed by the Company to service the equity more efficiently. Additionally, the Company's management strives to increase equity shareholders value and the Buyback would result in amongst other things: a) The Buyback will help the Company to return unpubsic cash to its shareholders holding Equity Shares; b) The Buyback is generally expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders value; c) The Buyback gives an option to the shareholders holding Equity Shares of the Company, there to sell their Equity Shares and receive cash or to to sell their Equity Shares and get a resultant increase in their percentage shareholding, post the Buyback regult and the diturnal investment; and (1) The Buyback, which is being implemented through the tender offer as prescribed under the Buyback Regult and the of a humber of shares as per their entitiement or 15% of the number of shares to be bough back, reserved for the Small Shareholders. The Company believes that this reservation for Small Shareholders, who down and I sarpe number of publics hareholders, who would get classified as Small Shareholder.

XIMUMAMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE THE TOTAL PAID UP CAPITAL AND FREE RESERVES 3.

- 3.1
- maximum manuum recipitiveD UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAD DV CATTLA AND FREE RESSERVES The maximum amount required for Buyback will not exceed 78,00,00,000/ (Rupees Eight Cross only), excluding Transaction Costs viz. brokenge, applicable taxes inter alle including Buyback taxes, securities transaction tax, GST, stamp ddy, expenses incurred or to be incurred for the Buyback like fing less payable to the SEBI, advisoralegal featy paid-up Equity Share Capital and free reserves as per litest Audited Financial Statements to the Company sail Match 31, 2021 on it 85274.98 Audited Financial Statements to the Company sail Match 31, 2021 on it 85274.98 Audited Financial Statements to the Company sail Match 31, 2021 on it 85274.98 does not prepare any consolidated financial statements. The maximum amount mentioned atoresaid is a BOT^{*} of the aggregate of the fully paid-up equity share capital and free reserves as per the latest available Audited Financial Statement of the Company, which is within the prescribed limit of 10%. The funds for the implementation of the proposed Buyback. Will be sourced out of buyback Regulations or the Company or such other sources as may be permitted by the Buyback Regulations or the Company sail and fails being the solid by the Buyback Regulations or the Company sails and back buyback transfer from its free reserves, a sum equil to the norminal value of the Ecupity Shares so bought back decides and in setemption Reserved for Demany shall transfer from its free reserves, a sum equil to the norminal value of the Ecupity Shares so bought back decides and the deversion of Company Shall transfer from its free reserves, a sum equal to the norminal value of the Ecupity Shares so bought back decides and in setemption Reserved for Company shall be divid by the transfer from its free reserves, a sum equal to the norminal value of the Ecupity Shares so bought back 3.2
- 33 BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE
- 4.1
- BUYBACK PRICE AND BASIS OF DETERMINING THE BUYBACK PRICE The Equity Shares of the Company are proposed to be bought back at a price of 1125- (Ruppes One Hundred and Twenty-Five only) per Equity Share. The Buyback Prices of 1135- (Ruspess One Hundred and Twenty-Five only) per Equity Share has been arrived at after considering venous factors including, but not immed to, the trends in the volume weighted average price and closing price of the Equity Shares on BSE. The Buyback Price represents: I. Premium of 31.93 % over the closing price of the Equity Shares on BSE, as on August 23, 2012 being the date on which the Company infinated to the Slock Exchange of the date of the meeting of the Board of Directors wherein the proposal during the substance. 4.2

- Premium of 12.06 % over the volume weighted average market price of the Equity Shares on BSE, during the two weeks preceding the date of intimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered. Premium of 17.37 % over the volume weighted average market price of the Equity Shares on BSE, during the 30 trading days precoding the date of Directors wherein the proposal of Buyback was considered.
- Directors wherein the proposal of Buyback was considered. Premium of 22.23 % over the volume weighted average market price of the Equily Shares on BSE, during the 60 trading days preceding the date of infimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal Buyback was considered. MILIM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO iv. yback was considered. THAT THE COMPANY PROPOSES TO
- BUYBACK The Company proposes to Buyback up to 6,40,000 (Six Lakh Forty Thousand) fully paid-up Equity Shares having a face value of 110- (Ruppes Ten only) each aggregating up to 6,60% of the total number of Equity Shares of stoued and paid up Equity Share capital of the Company as one the Audited Financial Statements from the Equity Shareholders of the Company as on the Recard Date for an arrount not exceeding 88,00,00,000. (Ruppes Eight Corres Only). DETAILS OF HOLING AND TRANSACTIONS IN THE SHARES OF THE COMPANY 51
- 6.
 - De nates of inclusing and increased non-site in a shared of the Company and persons in control ("Promoters and Persons in Control") (ii) Directors of companies which are a part of the Promoter and Persons in Control") (iii) Directors of companies which are a part of the Promoter and Promoter Group as on the date of the Board Meeting Le. August 27, 2021: reholding of the Pro moter and Persons in Control as on the date

Sr. No	Name of the Shareholder	No. of Equity Shares held	% Shareholding
A) I	ndividuals		
1	Arvind M. Kapoor	2,90,000	2,99
2	Aditya A. Kapoor	2,21,000	2.28
3	Gouri A. Kapoor	2,32,000	2.39
4	Shradha V. Khanna	1,84,000	1.90
5	Radhika Kapoor	46.000	0.47
Sut	o Total (A)	9,73,000	10.03
B) E	Bodies Corporate		
6	Rishiroop Holding Private Limited	31,25,000	32.21
7	Rishiroop Polymers Private Limited	29,32,000	30.22
Sub	Total (B)	60,57,000	62.44
Tota	al(C) = (A) + (B)	70,30,000	72.46

August 27, 2021.

Sr. No	Company	Name of Director	Shares held	% Shareholding
1	Rishiroop Holding	Arvind M. Kapoor	2,90,000	2.99
	Private Limited	Gouri A. Kapoor	2,32,000	2.39
		Aditya A. Kapoor	2,21,000	2.28
2	Rishiroop Polymers	Arvind M. Kapoor	2,90,000	2.99
1	Private Limited	Aditya A. Kapoor	2,21,000	2.28

(iii) Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting:

Sr. No	Name of the Director & KMP	No. of Equity Shares held	% Shareholding
1.	Arvind M. Kapoor (Chairman)	2,90,000	2.99
2.	Aditya A. Kapoor (Managing Director)	2,21,000	2.28
3.	Dilipkumar P. Shah (Independent Director)	0	0.00
4.	Hemant D. Vakil (Independent Director)	60	0.00
5.	Vijyatta Jaiswal (Independent Director)	0	0.00
6.	Atul R. Shah (Non-Executive Director)	100	0.00
7.	Suresh H. Khilnani (Chief Financial Officer)	1,300	0.01
8,	Agnelo A. Fernandes (Company Secretary & Compliance Officer)	100	0.00

Aggregate shares purchased or sold by the Promoter and Persone in Control. Directors of companies which are a part of the Promoter and Promote Croup of the Company during a period of six months preceding the date of the Board Meeting at which the Buyacuk was approved i.e. August 27, 2021: Aggregate of shares purchased or sold by the Promoter and Promoter Group and Persone in Control:

Cr. In No. of Nature of Maximum Date of Minimum Date of

No	Shareholder	Equity Shares Acquired/ Sold	Transaction	Price per Equity Share	Maximum Price	Price	Minimum Price
1.	Rishiroop Holding Private Limited	900	Purchase	83.15	23-Mar-21	82.15	23-Mar-21
2.	Rishiroop Polymers Private Limited	408	Purchase	82.20	23-Mar-21	80.05	23-Mar-21
3,	Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
4.	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21
5.	Goun A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-21
6.	Radhika Kapoor	600	Purchase	83.57	23-Mar-21	83.57	23-Mar-21
7.	Shradha V. Khanna	517	Purchase	83.57	23-Mar-21	83.57	23-Mar-21

b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group.

	Sold		Share	Price		Price
Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
Aditya A, Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-2
Gouri A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-2
ame of the Pro Name of Shareholder	No. of Equity Shares	mpany: Ri Nature of Transaction	Maximum Price per Equity	Date of Maximum Price	Private Li Minimum Price	Date of Minimum Price
	Aditya A. Kapoor Gouri A. Kapoor ame of the Pro- Name of	Aditya A. Kapoor 900 Gouri A. Kapoor 703 ame of the Promoter Co Name of No. of Shareholder Equity	Aditya A. Kapoor 900 Purchase Gouri A. Kapoor 703 Purchase ame of the Promoter Company: Ri Name of Shareholder Equity Transaction Shareholder Equity Transaction Acquired/	Adilya A. Kapoor 900 Purchase 83.20 Gouri A. Kapoor 703 Purchase 83.20 arme of the Promoter Company: Rishireop F Name of No. of Nature of Maximum Shareholder Shares Acquired Shares Stares Sta	Kilyu A. Kapoor 900 Purchase 83.20 23.44x-21 Souri A. Kapoor 703 Purchase 83.20 23.44x-21 mae of the Procenter Company: Tishiroop Polymers In Shareholder Tishiroop Polymers In Shareholder Na.47 Name of Macroined Na.47 Nature of Macroiner Macroiner Shareholder Saras Shareholder Shareholder	Kilyu A. Kapoor 900 Purchase 83.20 23.40a-21 82.05 Soun A. Kapoor 703 Purchase 83.20 23.40a-21 83.20 mee of the Promoter Company: Rs.hrcop. Polymers Private List Na.rd Mikimum Na.rd Name of Manual Mark No. of Kaharo Manual Mikimum Price Private Share Price Share Price Share

 1
 Arving M. Kapoor
 5
 Purchase
 82.20
 23-Mar-21
 82.20
 23-Mar-21

 2
 Aditya A. Kapoor
 900
 Purchase
 83.20
 23-Mar-21
 82.05
 23-Mar-21
 or sold by the D Aggregate shares purchase Personnel of the Company:

Sr. No	Name of Shareholder	No. of Equity Shares Acquired/ Sold	Nature of Transaction		Date of Maximum Price	Minimum Price	Date of Minimum Price
1	Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
2	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21

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

Cure nocl. OF THE COMPARY TO PARTICIPATE IN BUYBACK In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promotier and Persons in Control of the Company have expressed their intention to participate in the Buyback vide their letters dated August 27, 2021 and may tender up to an aggregate maximum of 30,0005 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback. Regulations, Please of the Personetian Demostry in Control and Personesing Control and Persons in Control and Totel and the Buyback vide their letters dated Augus an aggregate maximum of 3.50,000 Equity Shares ty Shares in accordance with the provisions of the Bi below the maximum number of Equity Shares propo e Promoter and Persons in Control of the Company

Sr. No	Name of the Promoter/ Promoter Group and Persons in Control	No. of Equity Shares held	Maximum Number of Equity Shares intended to tender
4.	Arvind M. Kapoor	2,90,000	40,000
2.	Aditya A. Kapoor	2,21,000	40,000
3.	Gouri A. Kapoor	2,32,000	40,000
4.	Shradha V. Khanna	1,84,000	40,000
5	Radhika Kapoor	46,000	Ni
5.	Rishiroop Holding Private Limited	31,25,000	95,000
б.	Rishiroop Polymers Private Limited	29,32,000	95,000
Total		70,30,000	3,50,000

1

The Buyback will not result in any benefit to Promoter and Persons in Control or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response necesived in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share. The details of the catte and prior to discussion of the Equity Shares altoted/orsider transmitted/acquired that the Promoter and Persons in Control intend to tender are set-out below. 7.2 7.3

ad M. Kappor- Intend to tender up to 40,000 Equity Shares

Date	Nature of Transaction	Number of Equity Shares	Face Value (१)	Issue/ Acquisition Price (?)	Consideration (7)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		40 000			

* Acquisition price calculated as per exchange ratio approved as part of the terms of t Scheme (defined below)

Scheme (defined below) Scheme (defined below) Note 1: Pursuant to the terms of this Scheme of Amaigamation between Rishincop Rubber (Internationa) Limited and the Company (Schemer), which was approved by the shareholders of respective Company, and an another the Horh be High Court of Judicature at Bombay vide is order dated May 8, 2015 and Horbbe High Court of Judicature at Bombay vide is order dated June 23, 2015, the erstwhile shareholders of Rishincop, Rubber (International) Limited ("RRL), were its sud-Control and Limit and the Schemer 2000 (Schemer), which were listed Company in the sanchords Schemer. Those OCCPS for the Oct promy in the sub-RRL, as per the sanchords Schemen. Those OCCPS Schemerholders who had optide for conversion of their OCPS to equity shares as per the terms of the Schemer, were allotted new equity shares of the Company, which were listed on BSE LLL Consequent to such OCPS to equity shares of 10 - each aggregating to paid-up value of 1720-1824. https:// Lable.com/schemers/schemers/ 4707.1234- labh; Alitya A. Kapoor- Intend to lender up to 40.000 Emitty Shares Aditya A. Kappor-Intend to tender up to 40,000 Equity Shares

iii)

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iv)

vi)

Date	Nature of Transaction	Number of Equity Shares	Face Value (T)	Issue/ Acquisition Price (₹)	Consideration (?)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		40,000	1	1	
cheme. For	price calculated as pe further details, please spoor- Intend to tend	refer Note 1	above		I the terms of 1
cheme. For	further details, please	Number of Equity	000 Equ Face Value	lity Shares Issue/ Acquisition	f the terms of the Consideration (7)
Scheme. For Souri A. Ka	further details, please poor- Intend to tend Nature of	Number	000 Equ Face	lity Shares	Consideration

Incomplete acculated as per exchange ratio approved as part of the larms of Scheme. For further details, please refer Note 1 above pradha V. Khanna - Intend to lender up to 40,000 Equity Shares

Date	Nature of Transaction	Number of Equity Shares	Face Value (?)	Issue/ Acquisition Price (₹)	Consideration (₹)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	*16.67/-	Issued in lieu of Preference shares
Total		40,000			

quisition price calculated as per exchange ratio approved as part of the terms of the Scheme, For further its, please rifer Note 1 above inhiroop Holding Private Limited - Intend to tender up to 95,000 Equity

Date	Nature of Transaction	Number of Equity Shares	Face Value (?)	Issue/ Acquisition Price (7)	Consideration (?)
19.05.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	95,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		95,000	1		

*Acquisition price calculated as per exchange ratio approved as part of the terms of the Scheme. For further dataits, please ratie Note 1 above Rishiroop Polymers Private Limited- Intend to tender up to 95,000 Equity

Date	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (?)	Consideration (?)
12.01.2017	Allotment pursuant to conversion of Preference Shares to Equity Shares	95,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		95,000	-		

Acquisition price calculated as per exchange ratio approved as part of the terms of the Scheme. For further details, please refer Note 1 above. The Company confirms that there are no defaulti subsisting in the repayment of deposit or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholdor, or repayment of any term toans or interest payable thereon or any financial institution or banking company.

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

- VEACK REGULATIONS AND THE COMPANIES ACT. all the Equity Shares of the Company are fully paid-up; the Company shall not issue and allot any shares or other specified securities including by way of borus or conversion of employee stock options/outstanding instruments into Equity Shares. From the date of the board resolution for the Buyback till the expiry of the Buyback Period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, the Company shall not rises further capital for such period of time, as prescribed under the provisions of Regulations 24(1) of the Buyback. Regulations and the cusated by SEBI, along with any amendments and modifications theredo, from the entrying of the Buyback Period, i.e., the date on which the Buyback except in discharge of its subsiding obligations and in compliance with the Buyback Regulations; a period the Starbing obligations and in compliance with the Buyback Regulations; a period section of Section 58(8) of the Act. will not make c)
- Buyback Regulations; the Company, as per the provisions of Section 68(8) of the Act, will not make any further issue of the same kind of shares or other securities including altorned in here whares under Saction 62(1)(a) or other specified securities within a period of six months after the completion of the Buyback except by way of horus shares under Sarbarie Issued in order to discharge subsisting eauly or convension of preference shares or debentures into Equity Shares Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable: d)
- e) D
- transferable; the Company shall not Buyback its Equity Shares from any person through negotiatid deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the iniplementation of the Buyback; there are no defaults subsisting in the repayment of any deposition (industry interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any tem boars to any financial institution or banks (including interest payable thereon); That the funds berowed from banks and financial institutions, if any, will not be used for the Buyback; (a)
- that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act; n
- that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Company is in compliance with the Regulation 36 of SEBI (Listing Regulations²), and will comply with the said Regulation at all times during Regulations²), and will comply with the said Regulation at all times during the buy-Back Period. Pursual to the completion of the Buy-back, the public shareholding of the Company may fail below the minimum level required as per Regulation 35 of the SEBI Listing Regulations. However, the company undertakes to achieve minimum level of public shareholding as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (SCRR) within the time and in the manner as prescribed under the SCRR and he Listing Regulations. Any change in voting rights of the promoter and Person in Control of the Company pursuant to completion of Buy-back will not result in any change in control over the Company. the aggregate amount of the Buyback is, up to 78,00,00,000 / (Rupees Eight Cores oni) does not exceed 10% of the aggregate of the total paid-up capital and free reserves of the Company as per Audited Financial Statements: D

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Contact Person: Mr. Agnelo A. Fernandes, C Tel.: +91 22 4095 2080; Fax: +91 22 2287 2796; Email: a

- the maximum number of Equity Shares proposed to be purchased under the Buyback up to 6,40,000 (Six Lakh Forty Thousand only), does not exceed 10% of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Financial Statements:
- m)
- n)
- O)
- D)
- q)
- of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Financial Statements; The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting the Company shall not make any offer of buyback within a period of one year recknord from the date of expiry of the Buyback within a period of one year recknord from the date of expiry of the Buyback Period; the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback; and the Company shall not directly or indirectly purchase its Equity Shares through any subidary company including its own subidiary companies or through any investment Company or group of investment companies. At son date: The Buyback shall be completed within a period of 1 year from the date of passing of board resolution; the Company shall not withfraw the Buyback; The Buyback shall be completed within a period of 1 year from the date of the draft letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback; the company unable to effect Buyback; to delist Its equity shares other r)
- the Company on our of electrocycock, the Company is not undertaking the Buyback to delist its equity shares other specified securities from the stock exchange; Consideration of the Equity Shares bought back by the Company will be paid only by way of cash. 5)
- ONY DY WAY OF CASH. THE BOARD HAS CONFIRMED THAT IT HAS MADE A FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND HAS FORMED THE OPINION:
- OFINION: The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion: a) Immediately following the date of the board meeting approving the Buyback there will be no grounds on which the Company could be found unable to pay its debts;
- there will be no grounds on which the Company could be found unable to pay lis debts;
 As regards the Company's prospects for the year immediately following the date of the board meeting approxing the Buydsak and having regards to be Board's intervions with respect to the management of the Company's business during that year and to the anomal and character of the financial rescurse which will be Board's view, be available to the Company during that year, the Company will insolvent within a partied of one year from the date of the Board's meeting;
 In forming an opnion as eforesaid, the Board has taken the account the liabilities all the company were being wound up under the provisions of the Companies Act or the insolvency and Bankruptcy Code. 2015, as applicable (including prospective and contingent liabilities) as anneded from time to time. THE TEXT OF THE REPORT DATED AUGUST 27, 2021 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADURITORS ON THE PERMISSIBLE CAPITAL PAYMENT OF INION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW:
- 10 Quote

To, The Board of Directors, Pishiroop limited Rishiroop limite 84, Atlanta Nariman Point Mumbai 400 021

Dear Sir

Naman Pont, Mumbai 400 021
 Dear Sir,
 Sub.: Statutory Auditor's certificate in connection with proposed buyback of equity shares of face value of ₹10⁶ each of Rishiroop Limited ("Company") in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018
 (Buyback Regulations"), as amended, through Tender Ofer (Buyback).
 The Buy-back of Rishiroop Limited ('The Company') has been approved by the Board of Diructors of the Company at their meeting held on 27^o August, 2021 under section 58, 9 and 70 of Companies Act, 2013 of up to 1527, per Equity Share (Maximum Buyback Price) (Buyback).
 We have inquired into the state of affairs of the Company at the state of affairs of the Sompany at mean subject Price) (Buyback).
 The annount of permissible capital payment (including premium) towards the proposed Buyback of ESIB byback.
 The annount of permissible capital payment (including premium) towards the proposed Buyback of ESIB byback.
 The annount of SEB Buyback States and Company at its median the Statement attached the proposed Buyback of ESIB byback.
 The annount of SEB Buyback States and Company at a meanous of share capital and there reserves have been extracted from the latest available audited financial statements.
 The Board of Directors of the Company at their meeting held on 27th August, 2021. The Company does not have any subsidiary, joint venture or associates as defined under the Company as at and for lacuse (a) 65 cheduel I to the Buyback Regulations. The Board of Directors of the Company at their meeting held on 27th August, 2021. The Company does not have any subsidiary, joint venture or associates as defined under the Company as at and for lacuse (a) 65 cheduel I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, with a Dered of Directors of the Company to sund the dave of paysang

For Jayesh Dadia & Associates LLP

Chartered Accountants Firm Registration No: - 121142W / W100122

Rahil Dadia

Partner M. No.:143181

Place: Mumbai

Date: 27th August, 2021 UDIN: 21143181AAAADZ4079 Annexure A -Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity share in accordance with Section 68(2)(c) of the Companies Act, 2013 (The Act), based to audited financial statements as at and for the financial year ended March 31, 2021.

Particulars	As at 31" March, 2021
Equity Share Capital-Subscribed and Paid-up (A)	970.13
Free Reserves	1
Securities Premium Account	1490.50
General Reserve	1215.00
Surplus in Statement of Profit and Loss (*)	4599.35
TOTAL FREE RESERVES (B)	7,304.85
TOTAL (A+B)	8,274.98
Maximum amount permissible for the Buy-back under Section 68 of the Act i.e. 25% of total paid up equity capital and free reserves	2,068.75
Maximum amount permissible for buy back under section 68 of the Act, within the powers of the Board of Directors - 10% of total paid- up equity share capital and free reserves.	827,50
Amount proposed by Board Resolution dated 27th August 2021	800.00

Amount proposed by Board Resolution dated 27th August, 2021 800.00 approving the Buyback. (*) Surplus in Statement of Profit & loss includes the balance of Other Comprehensive Income The consolidation statements are not prepared by the Company, as it does not have any subsidiary, joint venture or associates, which requires consolidation.

For Rish oop Limited

Aditya A. Kapoor

Managing Directo Hoguote

- RECORD DATE AND SHAREHOLDER'S ENTITLEMENT
- As required under the Buyback Regulations, the Company has fixed Thursde September 9, 2021 as the record date (the "Record Date") for the purpose determining the entitlement and the names of the equity shareholders who a eligible to participate in the Buyback. 11 2
- 11.3
- summary are enablement and are ranned or use equity side/fibiole/fis/wh0 are eligible to participate in the Buyback. The Equity Shares to be bought back as part of the Buyback are divided into two categories. I. General category for all other shareholders; and General category its and other shareholders. As defined in Regulation 20(n) of the Buyback Regulations; a "small shareholder" is a sharehold with holds equity shares having market value, on the basis of closing a sharehold with holds and there shareholders. As defined in Regulation 20(n) of the Buyback Regulations; a "small shareholder" is a sharehold with holds equity shares having market value, on the basis of closing a sharehold with holds and the shareholders of the Buyback Regulations. Site of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entited as por the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback. 11.4

- 11.5 On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder, including small shareholder, to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder. The final model of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder beings. The final number of Equity Shares hold the Caputy Shares Indeed & Accord Buyback Regulations, in order to ensure that the same shareholders will multiple demail accontabilities of the Caputy Shares the small shareholder. Cancontabilities of the Caputy Shares the small shareholder calceys y. He Company will cub the same shareholders will multiple demail accontabilities of the Caputy Shares the Shareholder. Cancontabilities of the Caputy Shares the small shareholder calceys y. He Company will cub Account Number (PAN) for determining the category (small shareholder or general) and entitlement under the Buyback. In case of physical shareholders, where MA is not available, the Company will club together the equity shares held in cases where the sequence of hanks and the sequence of names of the pink is identical. The shareholders where MA is not available, the Company will check these sequence of names of hane haneholders is identical. The shareholders where MA is not available, the Caenty and the sequence of names of the sequence of names of a shareholders is identical. The shareholders where MA is not available, the Company will check the sequence of names of a shareholders is identical. The shareholder is clearing members at with common PAN will note a clear together for equity shares held in success. Shareholders where PAN is not available, the Company will check the sequence of names of a name of
- 11.7
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- 12.2
- 12.3

- SEBI Registration Number, INZ00000535 Compared Indentity Number, UTX100M19594PLC077366 The Company twill request 85E, being the designated stock exchange, to provide the separate acquaistor window (Acquisition Window) to Eablitute plucing of sell orders by Eligible Shareholders who wish to tender their Equily Shares in the Buyback, The details of the Acquisition Window will be as specified by BSE from time to time. In the event the Shareholder Broker(s) of any Eligible Shareholders is not registered will BSE as a trading member/stock broker in that Eligible Shareholders can approach any SSE registered stock troker and can register themsalves by using quick unique client code (UCCC) facility than that Eligible Shareholders can approach any SSE registered stock troker and can register themsalves by using quick unique client code (UCCC) facility than that Eligible registered broke, Eligible Shareholders may approach Company's Broker i.e., TH Securities Broker (Linger Chempany Broker). 3 A the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through Company's Broker. During the tendering period, the order for buying Equity Shares will be placed in the Acquisite(f)') can enter orders for demains thares available in respective stock brokers during normal trading hours of the secondary market. The stock trokers (Seltor Member(f)) can enter orders for demains thares available subjects and the Shareholder shorts through the time, regulations, guidelines, for remittance of funds, whall be made by the Eligible Shareholders under the foreign scharage Management Act, 1999, as amended, and any other nucle, regulations, guidelines, tor remittance of funds, whall be made by the Eligible Shareholder and or the Shareholder and or the store through thick the Eligible Shareholder shareholders and and the Shareholder and or the store through the the trading Baraeholder shall be clubbed and considered as 'one bdf' for the purpose of acceptance.
- 12.5
- 12.6
- 12.7
- 12.8
- 12.9
- specific intervals during the tendening period. The Company will not accept Equity Shares tendered for Buyback which under restraint order of the count for transfer/sale and/or tile in respect dwhich is otherwise under dispute or where loss of share cartificates has been notified to the Company and the duplicate share cartificates have not been issued either due to such request being under process as per the provisions of law or otherwise. Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialized form: 12.10
- Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematuratized form under Buyback would have to do so through their respective Sellier Member by giving the details of Equity Shares they intend to tender under the Buyback. b.
- c. d.
- respective Seller Member by giving the details of Equity Shares they intend to Inder under the Buyback. The Seller Member would be required to place an order/bid on behalf of the Eligible Shareholders who with to fender Equity Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the concerned Seller Member would be required to transfer the tendered Equity Shares to the Subback using the Acquisition Window of the BSE. Before placing the bid, the concerned Seller Scound of Indian Clearing Corporation Limited ("Clearing Corporation"), by Corporation This shall be validated at the time of orderbid early. The details of the special account shall be informed in the tissue opening circular that will be issued by SSE or Indian Clearing Corporation. Thindi, For custodian participant, orders for demat Equity Shares early pay-in is enandatory prior to confirmation. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, orders to define shall be validation. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order south life works the custodian confirmation and the revised order shall be deemed to be rejected. For all confirmed function and the revised order shall be set to the custodian gain for confirmation.
- be sen to the custorian again for commandon. Upon placing the order, the Selfer Member shall provide transaction registration silp (TRS') generated by the stock exchange bidding system to the Ekgipte Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc.
- cavert IU, no. of Equity Shares tondered, etc.
 In case of non-meeting of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Cleaning Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be directed to have been accepted.
 Procedure to bave bone accepted.
 Procedure to bave bone accepted.
- a
 - Physical form: In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tandening of https://www.instein.buy-back.off.org/angl/angl/angl/angl/ Fabruary 20, 2020 and SEBI Circular No. SEBI/HOI/CSP/CADI/CIRP/2020/144 dateJ July 31, 2020, Eligible Shareholdean holding accurates in physical form are allowed to tender shares in buy-bc-rk through Tande Offer route. However, such tendering shall be as port the provisions of respective regulations. 2

the procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the Physical form is as detailed below.

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- Equity Shares in the Physical form is as detailed below. Eligible Shareholders who are holding physical Equity Shares and intend to whith the complete stef of documents for verification procedures to be carried out including the (i) original valid share certificate(s) (a. certificates issued on or after July 24, 2007, dite to allotment pursuant to Scheme Charagement (as defined above)), (ii) valid share certificate(s) (a. certificates issued on or after July 24, 2007, dite to allotment pursuant to Scheme Charagement (as defined above)), (ii) valid share transfer form(s) duly filed and signed by the transferrors (e., by all registered shareholders in same or dere and as per the specimen signatures registered with the Company (ii) documents such as power of attorney, corporate authorization (including board resolution) specimes any signature, notarized copy of death certificate and succession, certificate or probated will, if the original shareholder has deceased, e.g., as applicable. In addition, if the address of an Eligible Shareholder thas undergone a change from the address registered in the Register of Shareholders of the Stock Brocker shall place the bid on bhalf of the Eligible Shareholder chy of scling the socurismic windw of the Stareholder base documants, the Stock Brocker shall place the bid on bhalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Vacue stare in the societ stare. The Stock Enchange. Upon placing the bid, the Stock Brocker shall provide a TRS generated by the Stock Enchange is bidding systems to the Single Shareholder to all of the deals of the order submitted like Iolo number. Certificate maker, distinction runder of Equity Shares in the deals. The Stock Enchange. Upon placing the bid, the Stock Brocker shall provide a TRS generated by the Stock Enchange is bidding systems to the Gligbib Shareholder. The Isolek Enchange distinction runder of deal will be an enchanded to united with the tetr of of(e

- g n/cancellation of orders will be allowed during the tendering period of the
- 12.12 Mos
- Le mountains an automative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
 METHOD OF SETTLEMENT Intervalsment of the basis of arcentance as per Buyback Regulations;

 - 3 The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the vesicie of the BSE (www.bsiendia.com) throughout the trading session and will be updated at specific intervals during the lendering period.
 METHOD OF SETTLEMENT
 Upon finalization of the basis of acceptance as per Buyback Regulations:

 The settement of trades shall be cartied out in the manner similar to settlement of trades that be cartied out in the manner similar to settlement of trades that be cartied out in the manner similar to settlement of trades that be cartied out in the manner similar to settlement of trades that be cartied out in the manner similar to settlement of trades the Classing Corporation will make direct funds payout to respective by system directly to the Clearing Corporation and in case of Physical Shares, account dottais are not available or if the fund transfer instruction is rejected by Reserve Bank of India/Eligibe Shareholders Shareholders.
 The Equity Shares bought tack in demark from would be tradement bank account for onward transfer to such Grade's settlement directly to the Clearing Corporation will be transferred to the concented Stock froker's settlement bank account for onward transfer to such Grade's settlement directly that as buyen's torker to the Special Demark Account on receipt of the Equity Shares torm be clearing and settlement account on receipt of the Equity Shares ourser to the type Keep the depository participant (DP) account active and unblocked to receive credit in case of return of Esc.
 The Equity Shares oursecpted demat Equity Shares, farm, lendered by the Eguity Shares ourseceptance.
 Excess demat Equity Shares ourscepted demat Equity Shares, large, lendered by the Eguity Shares source that they keep the depository participant (DP) account active and unblocked to receive credit in case of return of Equity Shares source to the tor Company is additional cost, there the supparticipant (DP) account active

 - SUMPLIANCE UPPLICEN Investors may contact the Compliance Officer appointed for buy back for a claffications or to address their grievances, if any, during office hours i.e. 10.00 a to 5.00 p.m. on all working days except Saturday, Sunday and public holidays, at following address:
 - Agnelo A. Fernande:

S INGA

DIRECTORS RESPONSIBILITY

Sd/-

Date : August 30,2021

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17.

- Company Secretary & Compliance Officer

15.

Agnelo A. Pernamas-Company Secretary & Compliance Officer Richiropo Ld. 84 Allarda, Naminan Point, Mumbal – 400 021; Tel. Noc: 022-40052080; Fax: 022-22872786; Email: admandes@inkirolog.com; Website: <u>www.inshiropo.in</u> REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTRE In case of any queries, shareholders may also contract the Registrar to the Buyback, during office hours is: 1: 000 arm in 05 000 pm. on all working days except Salunday. Sunday and public holders, and using day days except Salunday. Sunday and public holders, and using day days except Salunday. Sunday and public holders, and the Song Park Strate Limited Link (WTIME InNote Private Limited C. 10, 12: 75 minute and 10: 2016 Private Limited C. 10, 12: 75 minute and 10: 2016 Private Limited C. 10, 10: -912 22: 4016520; Fax: even Silvated Viewskiller Website: www.inkintime.co.in Website: www.inkintime.co.in Website: www.inkintime.co.in Sell Registration Number: INR000004058; CIN: US7190MH1999PTC118368.

ACK INGA VENTURES PRIVATE LIMITED 1229, Hubicwn Solaria, N.S. Phadte Marg, Ogn, Telli Gall, Andhari (East), Mumbai 400 699 Tel. No.: 022 26815003, Pax No.: 022 26818020; Contact Person: Kavia Shah; Email: Jawi/aginagwnitures.com:

Sd/-

Website: www.ingaventures.com; SEBI Registration No: INM000012698; Validity: Permanent CIN: U67100MH2018PTC318359

DIRECTORS RESPONSIBILITY AS per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misileading information.

For and on behalf of the Board of Rishiroop Limited.

Aditya A. Kapoor Managing Director (Director Identification Number (DIN): 00003019) Number(DIN): 00002704 (Membership Number: F-9334)

Sd/-

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नाशिक । मंगळवार, दि. ३१ ऑगस्ट २०२१

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RISHIROOP LIMITED trial Area, Satpur, Nasik - 422 007. Point, Mumbai - 400 021. man Po Contact Person: Mr. Agnelo A. Fernandes, Co Tel.: +91 22 4095 2080; Fax: +91 22 2287 2796; Email: afe atary and C in.oc

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERSI BENEFICIAL OWNERS OF EQUITY SHARES OF RISHIROOF LIMITED FOR THE BUYBACK OF EQUITY SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANCE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS.2018, AS AMENDED ("BUYBACK REGULATIONS").

REGULATIONS, 2019, AS AMENOED ("BUYBACK REGULATIONS"). This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Buyback Regulations and contains the disclosures as specified in Schedule II mad with Schedule I of the Buyback Regulations. OFERE FOR BUYBACK OF UP to 64.00.00 (SIX LARH FORT) THOUSAND FULLY PAID UP EQUITY SHARES OF THE RISHINGOP LIMITED HAWING A FACE VALUE OF tiol. (RUPEES THONN!) (SACH (COUTY SHARES) TAFFRICE OF 125-(RUPEES) ONE HINDRED AND TWENTYFIVE ONLY) PER FULLY PAID UP EOUTY SHARES BENEFICIAL OWNERS OF EDUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS USING STOCK EXCHANGE MECHANISM.

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nuces overske PROJESS Using STOCK EXCHANGE MECHANISM. Italin figures contained in this Public Announcement. Including financial information, ve been subject to rounding-oft adjustments. All decimals have been rounded off to two final points. In certain instances, (i) the sum of percentage change of such numbers in or contain exactly to the total figure given; and (ii) be un of the numbers in a lumn or row. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- y not contorm exactly to the total figure giver; and (ii) the sum of the numbers in a jurn or twi.
 DETALS OF THE BUYBACK OFFER AND OFFER PRICE
 The baard of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the board of directors of Rahincop Limited (the "Company") (the Board") which and the exceeded of the Company of the Company (the "Company") (the "Dard and Debentures) (the "Stard Mederia Taplicable provisions, if any of the Company") (the Soft and Debentures) (the "Stard Mederia Taplicable, and in compliance with Securities and Exchange Board of India (Lising Oblgatices and Decompany") (the Company (the "Management Line) (the "Limit Regulations"), the Soft and Debentures) (the "Limit Regulations"), the Soft and the Regulations and Directores (the Soft and Company (the Dord And Company (the Deb 64.00.000) (the "Limit Regulations"), the soft and the Company (the Deb 64.00.000) (the Soft and Table (the Company (the Deb 64.00.000) (the Soft and the Company (the Deb 100) paid up Equity Shares of 130-(Ruppes Tan only) representing up to 6.000 (the total pumber of Equity Shares (the Company (the Deb 100) paid up Equity Shares of 100-(Ruppes Egit Coreo only) (the Mederia Size), which is to the Stard Medin (the Stard Coreo only) (the Mederia Size), which is to 100 (the total pumber) (the Mederia Size) (the the buyback Rise distor
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- summonants are adviced to consult their own legal, financial and tas devices prote to participating in the Bulyack. Pursuant to the proposed Buyback and depending on the response to the Buyback. How coling rights of the methodes of the Promotier and Person in Control in the Company may increase or decrease from their existing shareholding in the total equity capital and voting rights of the Company Pursuant to the completion of the Buyback, the public shareholding of the Company may fail balow the minimum freed required as per Regulation 36 of the Sciencitis and Exchange beard of India as specified in Rule 19(2) and Rule 19A of the Securities Controls in the SCRR and the Listing Regulations. Any change in voting rights of the promoter and Person in Control of the Company pursuant to completion of Buyback will not result in any change in council over the Company on the website of the SEBI at www.set.govid this Public Announcement is available of the SEBI at Exchange et www.beendia.com 1.6
- 1.7
- NECESSITY OF THE BUYBACK 2.

 - Excessing at investigation NECESSITY OF THE BUYEACK The Buyhack is being proposed by the Company to service this equity more efficiently. Active and the Buyback would result in amongst date things: all the Buyback would result in amongst date things: The Buyback will help the Company to return surgius cash to its shareholders holding Equity Shares; The Buyback will help the Company to return surgius cash to its shareholders holding Equity Shares; The Buyback will help the Company to return surgius cash to its shareholders holding Equity Shares; The Buyback gives an option to the shareholders holding Equity Shares of the Company, either to sell their Equity Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their procenting shareholding, post the Buyback will require life their Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their procenting shareholding, post the Buyback will require the sharehold and the shareholder in the experiment of The Guyback will receive any shareholder. The Shares and per their entities of 15% of the number of shares to be bough to be companied on 15% for Shareholders model benefit alarge number of public shareholders, who oved distassified as Shareholder.
- 3.
- 3.1
- 3.2 7 7.1
- Barnell Shareholders. The Company believes that their reservation for Small Shareholders would benefit a large number of public shareholders, who would get classified as Small Shareholder.
 MAXIMUA MANUNT REQUIRED UNDER THE BUYBACK ANOTS PERCENTAGE OF THE TOTAL PAD UP CAPTAL AND FREE RESERVES
 Definition of the total of Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident of Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident of Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident of Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident of Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident of the Buyback will not exceed 18.00.00,000- (Rupees Eight Corves only), accident and represents on the Buyback will not exceed 18.00.00,000- (Rupees SEB), advisoratiegat fews, public announcement publication expenses, printing and displatit oxpenses and other incidental and related expenses, etc.
 The aggregate fully paid-up Equity Share Capital and free reserves as per latest Audited Financial Statements to the Company as at March 31, 2020 to in \$227.43
 Bakhs. The Company does not have any subsidiary joint venture or associates, hence does not pagere any conscillation francial statements to 19.00.0000- (Rupees and Rupees and Buyback Mill be sourced out of the Company and source as may be permitted by the Buyback Regulations on the Company as cource as may be permitted by the Buyback Regulations on the Company as cource as may be nemitted by the Buyback Regulations on the Company and source as source as may be availed for the implementation of the proposed Buyback will be sourced of the Capital Redemptor Reserve Account and details of such transfer shall be disclosed in the subsequent Audited Financial Statements.
 BUYBACK PRICE AND BASIS OF DETEMINING THE BUYBACK PRICE
 The Buyback Nares of the Company are proposed to be bought b 3.3
- 4.1
- 4.2

- Premium of 12.05 % over the volume weighted average market price of the Equity Shares on BSE, during the two weeks proceeding the date of insimation to the Stock Exchange of the date of the meeting of the Board of Directors wherein the proposal of Buyback was considered. Premium of 17.13 % so or the volume weighted average market price of the Equity Shares on BSE, during the 30 trading days preceding the date of infination to the Stock Exchange of the date of average market price of the Equity Shares on BSE, during the 30 trading days preceding the date of infination to the Stock Exchange of the date of the meeting of the Board of Directors wherein the roposal of Buyback was considered. Subjects and the Stock Exchange of the date of the meeting of the Board of Directors wherein the roposal of Buyback was considered. SUMUM NUMBER OF SECURITES THAT THE COMPANY PROPOSES TO BACK Π.

 - MAXIMUM
 - BUTBACK The Company proposes to Buyback up to 6.40,000 (Six Lakh Forty Thousand) fully paid-up Equity Shares having a face value of 110- (Ropees Ten only) each agregating up to 65% of the total number of Equity Shares of issued and paid up Equity Share capital of the Company as one the Audide Francial Statements from the Equity Shareholdes of the Company as one the Record Date for an amount not DETAILS OF HOLDING AND TRANSACTIONS IN THE SHARES OF THE COMPANY
 - The aggregate shareholding of the (i) promoter and promoter group of the Company and persons in control (Promoters and Persons in Control") (ii) Directors of companies which are a part of the Promoter and Promoter Group as on the date of the Board Meeting i.e. August 27, 2021: (i) Aggregate shareholding of the Promoter and Persons in Control as on the date of the Board Meeting, i.e., August 27, 2021:
 - II)

Sr. No	Name of the Shareholder	No. of Equity Shares held	% Shareholding
A)I	Individuals		
1	Arvind M. Kapoor	2,90,000	2.99
2	Aditya A. Kapoor	2,21,000	2.28
3	Gouri A. Kapoor	2,32,000	2.39
4	Shradha V. Khanna	1,84,000	1.90
5	Radhika Kapoor	46,000	0.47
Sub	o Total (A)	9,73,000	10.03
B) B	Bodies Corporate		-
6	Rishiroop Holding Private Limited	31,25,000	32,21
7	Rishiroop Polymers Private Limited	29,32,000	30.22
Sub	o Total (B)	60,57,000	62.44
Tot	al (C) = (A) +(B)	70,30,000	72.46

Sr. No	Name of the Company	Name of Director	No. of Equity Shares held	% Shareholding	
1		Rishiroop Holding Private Limited	Arvind M. Kapoor	2,90,000	2.99
			Gouri A. Kapoor	2,32,000	2.39
		Aditya A. Kapoor	2,21,000	2.28	
2	Rishiroop Polymers	Arvind M. Kapoor	2,90,000	2.99	
	Private Limited	Aditya A. Kapoor	2,21,000	2.28	

(iii) Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of the Board Meeting:

Sr. No	Name of the Director & KMP	No. of Equity Shares held	% Shareholding
1.	Arvind M. Kapoor (Chairman)	2,90.000	2.99
2	Aditya A. Kapoor (Managing Director)	2,21,000	2.28
3	Dilipkumar P. Shah (Independent Director)	0	0.00
4.	Hemant D. Vakil (Independent Director)	60	0.00
5.	Vijyatta Jaiswal (Independent Director)	.0	0.00
6.	Alul R. Shah (Non-Executive Director)	100	0.00
7.	Suresh H. Khilnani (Chief Financial Officer)	1,300	0.01
8,	Agnelo A. Fernandes (Company Secretary &	100	0.00

ance Officer Aggregate shares purchased or sold by the Promoter and Persons in C Directors of companies which are a part of the Promoter and Promoter of the Company during a period of six, months preceding the date of the Meeting at which the Buyback was approved, i.e., August 27, 2021: as in C

Sr. No	Name of Shareholder	No. of Equity Shares Acquired/ Sold	Nature of Transaction	Maximum Price per Equity Share	Date of Maximum Price	Minimum Price	Date of Minimum Price
1.	Rishiroop Holding. Private Limited	900	Purchase	83.15	23-Mar-21	82.15	23-Mar-21
2.	Rishiroop Polymers Private Limited	408	Purchase	82.20	23-Mar-21	80.05	23-Mar-21
3.	Arvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-21
4.	Aditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-21
5.	Goun A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-21
õ.	Radhika Kapoor	600	Purchase	83.57	23-Mar-21	83.57	23-Mar-21
7.	Shradha V. Khanna	517	Purchase	83.57	23-Mar-21	83.57	23-Mar-21

	Acquired/ Sold		Equity Share	Price		Price
rvind M. Kapoor	5	Purchase	82.20	23-Mar-21	82.20	23-Mar-2
ditya A. Kapoor	900	Purchase	83.20	23-Mar-21	82.05	23-Mar-2
oun A. Kapoor	703	Purchase	83.20	23-Mar-21	83.20	23-Mar-2
	ditya A. Kapoor	Ivind M. Kapoor 5 ditya A. Kapoor 900	Sold rvind M. Kapoor 5 Purchase ditya A. Kapoor 900 Purchase	rvind M. Kapoor 5 Purchase 82.20 ditya A. Kapoor 900 Purchase 83.20	Sold Function rvind M. Kapoor 5 Purchase 82.20 23-Mar-21 ditya A. Kapoor 900 Purchase 83.20 23-Mar-21	Sold Purchase 82.20 23-Mar-21 82.20 rvind M. Kapoor 5 Purchase 83.20 23-Mar-21 82.05 ditya A. Kapoor 900 Purchase 83.20 23-Mar-21 82.05

Acquired/ Sold
 1
 Arvind M. Kapoor
 5
 Purchase
 82.20
 23-Mar-21
 82.20
 23-Mar-21

 2
 Aditya A. Kapoor
 900
 Purchase
 83.20
 23-Mar-21
 82.05
 23-Mar-21
 c) ed or sold by the Directors and Key Aggregate shares purch Personnel of the Compa

e Company. No. of Nature of Maximum Data of Minimum Equity Transaction Price per Maximum Price Shares Acquired Share Date of Price

Acquired/ Sold
 1
 Arvind M. Kapoor
 5
 Purchase
 82.20
 23-Mar-21
 82.20
 23-Mar-21

 2
 Aditya A. Kapoor
 900
 Purchase
 83.20
 23-Mar-21
 82.05
 23-Mar-21
 INTENTION OF PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

Low incol. or THE COMPANY TO PARTICIPATE IN BUYBACK In tarms of the Buyback Regulations, under the index offer route, the Promoter and Promoter Group have an option to participate in the Buyback. In this regard, the Promoter and Persons in Control of the Company have expressed their intention to participate in the Buyback vide their laters dated August 27, 2021 and may lender up to an aggregate maximum of 35,000 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations, Please see below the maximum number of Equits Shares roused to keep

Sr. No	Name of the Promoter/ Promoter Group and Persons in Control	No. of Equity Shares held	Maximum Number of Equity Shares Intended to tender
1.	Arvind M. Kapoor	2,90,000	40,000
2	Aditya A. Kapoor	2,21,000	40,000
3.	Gouri A. Kapoor	2,32,000	40,000
4.	Shradha V. Khanna	1,84,000	40,000
5	Radhika Kapoor	46,000	Ni
5.	Rishiroop Holding Private Limited	31,25,000	95,000
5	Rishiroop Polymers Private Limited	29,32,000	95,000
Total		70,30,000	3,50,000

The Buyback will not result in any benefit to Promoter and Persons in Control or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response necevice in the Buyback as a result of the exdinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company posi Buyback and buyback and the change. The desits of the date and price of acquisition of the Equity Shares allotted:redied/ insamitted/equipated that the Promoter and Persons in Control Intell to tender are

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Arvind M. Kapoor- Intend to tender up to 40,000 Equity Share
 Kappor
 Internation
 Number
 Face
 issuel

 Nature of Transaction
 Number
 of Equity
 Value
 Acquisition

 Shares
 (1)
 Shares
 (1)
 Price (1)

 Allotment pursuant
 40,000
 10/ 16.67/-*
 Date (7) Issued in lieu of Preference shares Allotment pursuant to the conversion of Preference Shares to Equity Shares

40,000 Total * Acquisition price calculated as per exchange ratio approved as part of the ter Scheme (defined below) ns of the

Any answer price accurate as per exchange rate approved as part of the terms of the Scheme (doline) device) Note 1: Pursuant to the terms of the Scheme of Amalgamation between Rishiroog Rubber (International) Limited and the Company (Schemer), which was approved by the shareholders of respective Companies, and sanctioned by the Honible High Court of Judicature all Borthay vide its order dated Mye, 2015 and Honible High Court of Schemer all Borthay vide its order dated Mye, 2015 and Honible High Court of Balicature all Borthay vide its order dated June 23, 2015, the estawhite schemer and Convertible Preference Shares (OCPS) of the Company in lieu of their RRIL, as per the sanctioned Scheme. These CCPS shareholders who had option constantion of the company beam of the Company beam schemer had in RRIL, as per the sanctioned Scheme. These CCPS shareholders who had option and another curverblate Preference Stheme. These CCPS shareholders who had option constantion of the company beam of the Company and the schemer had and the additional to the COPS conversion, the pask-up capital of the Company was increased to 370, 1286 Equity Shares of 100- each, aggregating to paid-up values and that a Astronor, latend to hands un to 400 GPS - latenders white a Astronor. Josef Conversion, the pask-up capital of the date of schemer and the additional to the schemer and the schemer a

Aditya A. Kapoor- Intend to tender up to 40,000 Equity Shares Nation of Number Face Ist Data 1

	Transaction	of Equity Shares	Value (?)	Acquisition Price (?)	(1)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total		40,000	1		
Acquisition	price calculated as pe	r exchange n	atio appr	oved as part i	of the terms of th
	further defails, please apoor- Intend to tend			uity Shares	
Date	Nature of Transaction	Number of Equity Shares	Face Value (?)	Issue/ Acquisition Price (?)	Consideration (?)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total	Equily one to	40,000	-		
Acquisition	price calculated as p	er exchange	ratio ap	proved as pa	ort of the terms
	For further details, p Khanna - Intend to t				
		ALC: CALL	1.11.11		
Date	Nature of Transaction	Number of Equity Shares	Face Value (1)	Issue/ Acquisition Price (*)	Consideration (?)
16.04.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	40,000	10/-	*16.67/-	Issued in lieu of Preference shares
Total		40,000	-		
Acquisition pr	i ice calculated as per exchan	ge ratio approv	ed as part	of the terms of th	e Scheme. For furth
details, please	refer Note 1 above Holding Private Lin				
Date	Nature of Transaction	Number of Equity Shares	Face Value (1)	Issue/ Acquisition Price (t)	Consideration (?)
19.05.2016	Allotment pursuant to the conversion of Preference Shares to Equity Shares	95,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total	Equily critered	95,000			
Scheme. Fo Rishiroop Share	price calculated as pe r further details, please Polymers Private L	ruler Note 1 imited- Inte	above and to	tender up t	o 95,000 Equi
Date	Nature of Transaction	Number of Equity Shares	Face Value (7)	Issue/ Acquisition Price (*)	Consideration (१)
12.01.2017	Allotment pursuant to conversion of Preference Shares to	95,000	10/-	16.67/-*	Issued in lieu of Preference shares
Total	Equity Shares	95,000			
	n price calculated as p			0.000	
deposit or i thereon or shareholde financial ins CONFIRM/ BUYBACK a) all the b) the Co includi instrur Buyba	any confirms that the interest payment thater redemption of prefer redemption of prefer redemption of prefer ATTONS FROM THE REGULATIONS AND Equity Shares of the impany shall not issue ing by way of bonus or ments into Equity Shares ck till the expiry of the sideration is marke to its sideration is sideration its sideration is sideration its sideration is sideration its sideration its sider	ion, redemp ence shares mpany. COMPANY. D THE COM Company are a and allot a rconversion rres, from th Buyback Per	AS PER PANIES e fully p ny share of employed	ebentures or ment of divi erest payable t THE PROV ACT: aid-up; aid-up; as or other sy byte stock op of the board the date on v	Interest payme dend due to a e thereon to a "ISIONS OF The pecified security provided security provide
c) the Co under circula issued the ex consid excep Buyba d) the C	subration is made to 1 impany shall not raise the provisions of Reg ir dated April 23, 2021 I by SEBI, along with gip of the Buyback teration is made to th t in discharge of its s tok Regulations; ompany, as per the p	further capit gulation 24(f) bearing no any amend Period, Le. e sharehold subsisting o rovisions of	al for such of the SEBI/I ments a the da lers who bligation	the second of the second of the second of the second of the second secon	me, as prescrib gulations and t 82/CIR/P/2020/ ons thereto, fro the payment ted the Buybaa mpliance with t Act, will not ma
any fu allotm within	inther issue of the si ent of new shares un a period of six month	ame kind of ider Section	62(1)(a complet	or other se) or other sp ion of the Br	cunities includi becified securit uyback except

way of borus shares or equity shares issued in order to discharge subsists obligations such as conversion of warrants, stock option schemes, swe equity or conversion of preference shares or debentures into Equity Shares; the Company shall not Buyback lockad-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable: e)

- transferable; the Company shall not Buyback its Equity Shares become inegolated deal whether or or of the ecido excharges or through spot transactions or through any private arrangement in the implementation of the Buyback; there are no defaults subsisting in the repayment of any deposite (including interest payable thereon), redemption of debentures or preference shares, symment of dividend or repayment of any temposite institution or banks (including interest payable thereon); That the (indis borrowed from banks and financial institutions, if any, will not be used for the Buyback; 0
- g)
- i)
- That the funds borrowed from banks and financial institutions, if any, will not be used for the Buyshock: that the Company has been in compliance with Sections 92, 123, 127 and 129 of the Company is in compliance with the Regulation, 2015 ("SEEI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEEI Listing Displayed the Company with the Regulations, 2015 ("SEEI Listing applications and the Company with the Regulations, 2015 ("SEEI Listing the Buyshack Period. Pursuant to the completion of the Buyshack, the public per Regulation 38 of the SEBI Listing Regulations, However, the Company undertakes to achieve minimum level of public hareholding as specified in Rule 18(2) and Rule 194 of the Securities Contracts (Regulation) Rules, 1957 (SCR) within the time and in the manner as prescribed under the SCRR and the Company contract, plang in ording rights of the promoter and Person any change in control over the Company. The aggregate amount of the Buyback, the up to any change is control over the Company. D
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- the maximum number of Equity Shares proposed to be purchased under the Buyback up to 6,40,000 (Six Lakh Forty Thousand only), does not exceed 10% of the total number of Equity Shares in the paid-up Equity Share capital as per the Audited Thancial Statements; m)
- n)
- 0)
- of the total number of Equity Shares in the paid-up Equity Share capital as per the Audicel Financial Statements; The Company has not undertaken a buyback of any of its securities during the pend of one year immediately preceding the date of this Board meeting. The Company shall not make any offer of buyback within a period of one year reacond from the date of anguy of the Buyback within a period of one year the Company shall not make any offer of buyback within a period of one year the date of the date of anguy of the Buyback the Period. The Buyback fract the Buyback and the Company shall not be nore han here ine paid-op Equity Share capital and the company shall not directly or indirectly purchase its Equity Shares through any structures company including its own subsidiary companies of through any investment company or group of investment companies. The Buyback hall be completed within a period of 1 year from the date of after the dath be the protect within a period of 1 year from the date of after the dath be to finder a filed with the SEBI or the public announcement of the offer of the Buyback is: mot other after buyback is the Company unable to effect Buyback; to delist its oquity shares other 0
- t)
- render Company unable to effect Buyback. 5) the Company is not undersking the Buyback to delist its equity shares other specified sourclies from the stock exchange. 1) Consideration of the Equity Shares bought back by the Company will be paid the BOARD has COMPRIMED THAT IT HAS MADE A FULL ENCURY INTO THE AFAIRS AND PROSPECTS OF THE COMPANY AND HAS FORMED THE OPINION:
- unremote: The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion: a) Immediately following the date of the board meeting approving the Buyback there will be no grounds on which the Company could be found unable to pay its dets; a
- there will be no grounds on which the Company cauld be found unable to pay its debis; and the company's prospects for the year immediately following the date of the board meeting approxing the Buydaet, and having repard to the Board's intentions with respect to the management of the Company's business during that year and to the annound and character of the financial resounds which will, the Board's view, be available to the Company during that year, the Company will insolved which a period of one year from the date of the Board meeting; (c) In forming an opnion as allorativit, the Board has taken the account the liabilities at the Company were being would up under the provisions of the Companies Act or the insolvency and Bankruptcy Code. 2016, as applicable (including prospective and contingent liabilities) as annedde from time to time. THE TEXT OF THE REPORT DATED AUGUST 27, 2021 ADOPTED BY THE BOARD OF DIRECTORS MEETING ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW:

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- ArMENT OPINION FORMED BY DIRECTORS REGARDING INSOLVENCY IS REPRODUCED BELOW: Duate To, To, Baard of Directors, Rishiroop limited 84. Ataina Marinan Point Murbai 400 021 Dear Sir, Sub: Statutory Auditor's certificate in connection with proposed buyback of equity shares of these value of 'file' each of Rishiroop Limited ('Company') in terms of Securities and Exchange Board of India (Buy Back of Securities) Regulations 2018 (Buyback Regulations'), as amended, through Toder Offer (Buyback'). The Buyback of Rishiroop Limited ('the Company') has been approved by the Board of Directors of the Company at their meeting held on 27²⁴ August, 2021 under section 68, 69 and 70 of Companies Act, 2013 of up to 1125 / per Equity Share (Maximum Buyback Proc) (Buyback Regulations'), as amended, through and 27²⁴ August, 2021 under section 68, 69 and 70 of Companies Act, 2013 of up to 1125 / per Equity Share (Maximum Buyback Proc) (Buyback Regulations'), as amended, through and 27²⁴ August, 2021 under section 68, 69 and 70 of Companies Act, 2013 of up to 1125 / per Equity Share (Maximum Buyback Proc) (Buyback Regulations'), as anticulation and the been audied stadactore financia Jataments for the perod endod Mach 31, 2021 ats and file serves have been stated of the perod endod Mach 31, 2021 ats with Regulation 4() of the SEBI Buyback Regulations. The amound is attements and file serves have been stated of minetia year endod 31 to Mach, 327. The the Company as a and for financial year endod 31 to Mach, 327. The the Company as a section for functia year endod 31 to Mach, 327. The the Company as a section for functia year endod 31 to Mach, 327. The the Company as a section for functia year endod 31 to Mach, 327. The the Company as a section for functia year endod 31 to Mach, 327. The the Company as a specified in classe (s) of Schedule 1 to the Buyback Regulations, on reasonable grounds and that the Company having regulations, 401 to the adde of affain, which regulated Schedule 30 to Buyback to b

For Jayesh Dadia & Associates LLP Chartered Accountants Firm Registration No: - 121142W / W100122 Sd-

Rahil Dadia

Partner M. No.:143181

Place: Mumbai Dais: 27th August, 2021 UDIN: 21143181AAAADZ4079 Annexure A –Statement of Permissible Capital Payment back of equity shares "the Act"), based on larch 31, 2021. (* in Lakhs) Computation of amount of permissible capital payment towards be in accordance with Section 68(2)(c) of the Companies Act, 201 audited financial statements as at and for the financial year ended

As at Particulars

		31" March, 2021
Egu	ity Share Capital-Subscribed and Paid-up (A)	970.13
Fre	e Reserves	
Sec	unities Premium Account	1490.50
Ger	eral Reserve	1215.00
Sur	olus in Statement of Profit and Loss (*)	4599.35
TO	AL FREE RESERVES (B)	7,304.85
TOT	AL (A+B)	8,274.98
	imum amount permissible for the Buy-back under Section 68 the Act i.e. 25% of total paid up equity capital and free reserves	2,068.75
Act,	imum amount permissible for buy back under section 68 of the within the powers of the Board of Directors - 10% of total paid- equity share capital and free reserves.	827.50
	ount proposed by Board Resolution dated 27 th August, 2021 roving the Buyback.	800.00
Sd/- Adit	Rishiroop Limited ya A. Kapoor	
Man	aging Director	
	vole	
11.	RECORD DATE AND SHAREHOLDER'S ENTITLEMENT	
11.1	As required under the Buyback Regulations, the Company September 9, 2021 as the record date (the "Record Date" determining the entitlement and the names of the equity st eliable to participate in the Buyback.) for the purpose of
11.2		
	The Equity Shares to be bought back as part of the Buyback categories;	are divided into tw
	categories; i. Reserved category for small shareholders; and	are divided into tw
	categories:	

- As detends in Regulation 20(h) of the Buytack Regulations, a "small shareholder" is a shareholder with holds aguly shares having market value, on the basics of dosing price on the stock exchange having highest trading volume as on Record Date, of on more than 52,0000-(Rupper No Lakins only). In accordance with Regulation 6 of the Buytack Regulations, 15% of the number of Equity Shares winch the Company proposes to buytack or such number of Equity Shares entitled as per the shareholding of unnal shareholders as on the Record Shares entitied as per the shareholding of unnal shareholders as for the Ruytack Buytack. 11.4

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 - parmitted by law from time to time. For implementation of the Buyback, the Company has appointed ITI Securities Broking Ltd. as the registered broken to the Company (Company's Broken') through whom the purchases and as determent on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows. Name: ITI Securities Broking Ltd. Address: Unit No. 2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013 To: No.: 919 906760127 Contact Person: Kuldeep Vashist Famil: Navahiftiding: com: Weshet: www.itikb.co.in; SEBI Registration Number 1H200005835 Company Advection, Mumber 1H200005835

- Contact Person: Kuldeep Vashidt
 Famili kvahidigliong com, Webrale: www.Risb.co.hr;
 SEBI Registration Number: IN200005835
 Corporate Identity Number: IN200005835
 Corporate Identity Number: UV3100005835
 The Company will request IBSC; being the dissipated stock exchange, to provide the stocker.
 Setting State Identity Number: UV3100005835
 Control and State Identity Number: UV3100005835
 State Identity Number: DV3100005835
 State Identity Number: UV3100005835
 State Identity Number: UV3100005835
 State Identity Number: UV3100005835
 State Identity Number: UV3100005835
 State Identity Number: UV310000584
 State Identity Nump dust Numper Identity Code (UVC1) IdeNt IM Numper Identity 124
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- - b.
- dematerialized form: Eligible Shareholders who desire to tender their Equity Shares in the electronic/ dematerialized form under Buyback would have to do so through their respective Selfer Member by giving the details of Equity Shares they intend to tender under the Buyback. The Selfer Member would be required to place an order/bid on behalf of the Eligible Shareholders who wish to lender Equity Shares in the Buyback using the Aquation Window of the SSE. Bidfere placing the bid, the concerned Selfer Member would be required to transfer the tendence Equity Shares to the special using the settlement number and the procestive prescribed by the Clearing Corporation. This shall be validated at the time of orderbid entry. The details of the special account shall be informed in the suce onering.
- Item of the settlement number and the procedure prescribed by the Cleaning Corporation. This shall be validated at the line of orderhold entry.
 The details of the special account shall be informed in the issue opening circular that will be setup by 55C or inform Cleaning Corporation Linkid.
 For custodian participant orders for demat Easity Shares early participant and the the order of the lender that will be simple order to the setup of the lendering period. Thereafter, all unconfirmed orders shall be demet to be rejected. For all confirmation and the revised order shall be been to the used order shall be been to the used order shall be been to the used by the store scharge bidding system to the Eligible to the used or the scharge bidding system to the Eligible clean of one-order of the confirmed reduction provide transaction registration allo (TRS) generated by the store scharge bidding system to the Eligible clean of one-order) of the confirmed reduction and other documents, but receipt of Equity Shares in the accounts of the Cleaning Corporation and a value share shall be been do by Eligible Shares holding Equity Shares in the exchange bidding system.
 In case of non-ordering to the completed biddin system to the Eligible be demed to have been accepted.
 112.
 Case of non-ordering bidding system to bid by such Equity Shares in the exchange bidding system.
- - Physical form: In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in huy-back offer/ open offer/activity farmed Perhanay 20, 2020 and SEBI Cortau New SEBI/NOCPOLICMO/CIC/RP/2020144 dated July 31, 2020, Eligibili Shareholders hoding securities in physical form are allowed to tender shares in buy-back through Tender Offer route. However, such tindering shall be as per the provisions of respective regulations. 2

The procedure for tendering to be followed by Eligible Shareholders holding Equity Shares in the Physical form is as detailed below.

- me procesure for tendening to be followed by Eligible Shareholders holding Equity Shareholders who are holding physical Equity Shares and intend to anticipate in the Bryscal will be required to approach the Stock Enker along with the complete set of documents for verification procedures to be carried ut including the Brydsax will be required to approach the Stock Enker along with the complete set of documents for verification procedures to be carried to discluding the (i) original value transe transfer form) do discluding the (i) original value transe transfer form) double the approach of the store transfer and the samethous (e.e., by all registrate share the origin of a store of the Company, (ii) self-attased copy of the shareholder's PAN Card, and (iv) any other relevant documents such as power of taloney, corporate authorization (including board succession: certificate or probated will, the original shareholder has dedres of shareholders of the dorises of an Eligible barbareholder and succession certificate or probated will, the original shareholder has dedress of the Company, the shareholder and Eligible to submit a set-attasted copy of death certificated is used to a spower of boarded will, the original shareholder has decessed, etc., as applicable. In addition, if the original shareholder has decessed of the Company, the shareholder or Passport. Bayed on there documents, the Stock Broker shareholder to bashoff.
- Register of Shareholders of the Company, the shareholder would be required to submit a set-attexted cory of address prof consisting of any core of the following documents, valid Andhar Card. Yokin Identity Card or Passport. Ber Eligible Shareholder holding Exulty Shares in physical form who withens to lender Equily Shares in the Euryback using the accusition window of the Eligible Shareholder holding Exulty Shares in physical form who withens to inder Equily Shares in the Euryback using the accusition window of the Stock Exchange Upop Paseing the obt, the Stock Erkorer shall provide a TRS generated by the Stock Exchange's bidring system to the Eligible Shareholder. The TRS will contain the detains of the order submitted like look number, certificate number, distinctive number of Equity Shares lendered etc. The Stock Exchange to the collection entropy along with the TRS effect and documents (as mentioned above) along with the TRS effect and again 15 below or the collection centers of the Registrar details of which acknowledgement of the super sched as Plaihtogo. Buryback Offer 2021. One cogo the TRS will be reliand by the Registrar details of which submitted. Accorptance of the physical Equily Shares fundered etc. The stroke Reveal constraint the details of the Stock Broker. The envelope should be super sched as Rishiroson. Buryback Offer 2021. One cogo the TRS will be reliand by the Registrar and twill provide acknowledgement of the abares to the Registrar and twill provide acknowledgement of the physical Equity Shares from the Stock Exchange shall display such bids as 'unconfirmed physical Body' Shares in the thysical submitted. Acceptance of the physical Equity Shares Indiv the Stock in usas any Eligite Shareholder has assimilated as comfirmed body in case any Eligite Shareholder has abunited Body Shares in physical in dasa any Eligite Shareholder has abunited Equity Shares in physical in case any Eligite Shareholder has abunited Body Shares in physical in case any Eligite Shar

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- process of getting the Equity Shares dematerialed is completed well in time so that they can particulate in the Buyback.
 121 Modification/cancellation of orders will be allowed during the tendering period of the Buyback.
 123 The camulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE (www.bsendia.com) throughout the tendering period of the BSE (www.bsendia.com) throughout the tendering period.
 13. The camulative quantity of Equity Shares tendered under the Buyback.
 14. METHO OF SETTLEMENT of a specific intervais during the tendering period.
 15. METHO OF SETTLEMENT of a specific intervais during the tendering period.
 15. The formation of the basis of acceptance as per Buyback Regulations:

 The setties in all raded shall be candid out in the manner similar to settlement.
 The formation of the basis of acceptance is per Buyback Regulations:

 The setties in all raded shall be candid out in the manner similar to settlement.
 The formation of the company of the complexition to the Company's Broker on or before the pay-in date for settlement. For Equity Shares based b

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COMPLIANCE OFFICER Investors may contact the Compliance Officer appointed for buy back for any clarifications or to address their grevances, if any, during office hours i.e. 10.00 a.m. to 5.00 p.m. on all working days except Saturday. Sunday and public holidays, at the following address: Agnelo A. Fernand Company Sec

mpany Secretary & Compliance Officer hiroop Ltd. Atlanta, Nariman Point Museum

- Rish 84 A 84 Atlanta, Nariman Point, Mumbai – 400 021; Tel. No.: 022-40952080; Fax: 022-22872796;

Email: alemandes@nshiroop.com; Website: www.rishiroop.in REGISTRAR TO THE BUYBACK/INVESTOR SERVICE CENTRE 15.

REGISTRAR TO THE BUYBACKINVESTOR SERVICE CENTRE
 In case of any currents, shareholders may also carbitat the Registrar to the Buyback,
 Sunday and public holds and also of the Buyback,
 Sunday and public holds and also of the Buyback (Sanday)
 LINK INTIME INDIA PRIVATE LIMITED
 LO1, 247 Park,
 LINK INTIME INDIA PRIVATE LIMITED
 LO1, 247 Park,
 LINK INTIME 124 24186200; Batt 312 249186201;
 Email: Biblicop buyback@linkinime.co.in
 Website: www.linkinime.co.in
 SEBI Registration Number: INN000004058;
 CIN 247 BUBACK
 MAAGERT OT HE BUYBACK
 MAG VENTURES PRIVATE LIMITED

16.

Sd/-

CIN: UG7190MH1999PTC118368 MANAGER TO THE BUYBACK MAA VERTURES PRIVATE LIMITED MAA VERTURES PRIVATE LIMITED VIEW INCOMENTION OF THE STREAM OF THE STREAM

Sd/-

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For and on behalf of the Board of Rishiroop Limited

Aditya A. Kapoor Managing Director Director Identification Number (DIN): 00003019 Number (DIN): 00002704 (Membership Number; - 59334)

Sd/-