



MOIL LIMITED

(A Government of India Enterprise)

CIN: L99999MH1962GOI012398

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

This Public Announcement (the “**Public Announcement**”) is being made pursuant to the provisions of Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”) for the time being in force including any statutory modifications and amendments from time to time and contains the disclosures as specified in Schedule II to the Buyback Regulations read with Schedule I of Buyback Regulations.

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 3,38,42,668 (THREE CRORE THIRTY EIGHT LAC FORTY TWO THOUSAND SIX HUNDRED SIXTY EIGHT) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 205/- (RUPEES TWO HUNDRED FIVE ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1 The Board of Directors (the “**Board**”) of the MOIL Limited (the “**Company**”), at its meeting held on Wednesday, November 10, 2021 (“**Board Meeting**”) has, subject to the approval of the Members of the Company by way of a special resolution and subject to such approvals of regulatory and/or statutory authorities as may be required under applicable laws, approved buyback of not exceeding 3,38,42,668 (Three Crore Thirty Eight Lac Forty Two Thousand Six Hundred Sixty Eight) equity shares of face value of ₹10/- (Rupees Ten) each (“**Equity Shares**”) on a proportionate basis, through the “Tender Offer” route through Stock Exchange mechanism in accordance with the provisions of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (“**Management and Administration Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) to the extent applicable, Buyback Regulations and the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL/1/CIR/P/2018/011 dated January 19, 2018, including any amendments or statutory modifications for the time being in force, (“**SEBI Circulars**”) Circulars, at a price of ₹205/- (Rupees Two Hundred Five only) per Equity Share (“**Buyback Offer Price**”) payable in cash for an aggregate consideration not exceeding ₹6,93,77,46,940/- (Rupees Six Hundred Ninety Three Crore Seventy Seven Lac Forty Six Thousand Nine Hundred Forty only) (“**Buy-back Offer Size**”) excluding transaction costs viz. brokerage, advisor’s fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes, inter alia, including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses (“**Buyback**”).

1.2 Since the Buyback is more than 10% of the total paid-up equity share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, the Board had sought approval of the shareholders of the Company for the Buyback, by way of a special resolution.

1.3 The shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot only by voting through electronic means (“**remote e-voting**”) pursuant to a postal ballot notice dated November 20, 2021 (the “**Postal Ballot Notice**”), the result of which was announced on December 21, 2021.

1.4 The Buyback is pursuant to Article 33 of the Articles of Association of the Company, and the provisions of Sections 68, 69, 70 and other applicable provisions, if any, of the Act, the relevant rules framed thereunder, including the Share Capital Rules, the Management and Administration Rules, SEBI Listing Regulations to the extent applicable, and the Buyback Regulations.

1.5 The Buyback is further subject to approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, from time to time from statutory, regulatory or governmental authorities as required under applicable laws, including but not limited to SEBI and the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, “**Stock Exchanges**”).

1.6 The Buyback is within 25.00% of the aggregate of paid-up capital and free reserves of the Company as per the audited standalone financial statements of the Company as on March 31, 2021 (i.e. the latest audited standalone financial statements available as on the date of Board Meeting recommending the proposal of the Buyback), in accordance with the provisions of the Act. The Offer Size of the Buyback constitutes 25.00% of the aggregate fully paid-up equity share capital and free reserves as per audited standalone financial statements of the Company as on March 31, 2021, which is within the prescribed limit of 25.00% and represents 14.26% of the total issued and paid-up equity share capital of the Company.

1.7 The Equity Shares of the Company are proposed to be bought back at a price of ₹ 205/- (Rupees Two Hundred Five only) per equity share (the “**Buy-back Offer Price**”). The Buy-back Offer Price has been arrived at after considering various factors such as the average closing prices of the equity shares of the Company on stock exchanges where the equity shares of the Company are listed, the net worth of the Company and the impact of the Buy-back on the key financial ratios of the Company. The Buy-back Offer price of ₹ 205/- (Rupees Two Hundred Five only) per Equity Share represents (i) a premium of 12.53% on BSE and 12.03% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 26 weeks preceding the Board Meeting date; (ii) a premium of 24.30% on BSE and 22.82% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 2 weeks preceding the Board Meeting date; (iii) a premium of 21.88% on BSE and 21.81% on NSE over the closing price of the Equity Shares on BSE and NSE, respectively as on the date of intimation to BSE and NSE for the Board Meeting to consider the proposal of the Buyback i.e. November 02, 2021.

1.8 The Equity Shares are listed on the Stock Exchanges. The Equity Shares shall be bought back on a proportionate basis from all the equity shareholders of the Company as on the Record Date (“**Eligible Shareholders**”) through the “Tender Offer” route, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations, and subject to applicable laws and SEBI Circulars. Please refer to Paragraph 9 below for details regarding the Record Date and share entitlement for tender in the Buyback.

1.9 In terms of the Buyback Regulations, under Tender Offer route, promoters have the option to participate in a buyback. Accordingly, Promoters of the Company have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Paragraph 3.3 of this Public Announcement.

1.10 Participation in the Buyback by Eligible Shareholders may trigger capital gain taxation in India and their country of residence. The transaction of Buyback would also be chargeable to securities transaction tax in India. In due course, Eligible Shareholders will receive a letter of offer, which will contain a more detailed note on taxation. However, in view of the particularized nature of tax consequences, the Eligible Shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

1.11 A copy of this Public Announcement is available on the Company’s website (www.moil.nic.in) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the website of Stock Exchanges (www.bseindia.com) and (www.nseindia.com).

2. NECESSITY FOR BUY BACK

Buy-back is the acquisition by a company of its own shares. Buy-back is an efficient form of returning surplus cash to the members holding equity shares of the Company, inter-alia, for the following reasons:

- The Buy-back will help the Company to return surplus cash to its members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- The Buy-back, which is being implemented through the Tender Offer route as prescribed under the Buy-back Regulations, would involve allocation of higher number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder”;
- The Buy-back would help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value; and
- The Buy-back gives an option to the members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buy-back offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buy-back offer, without additional investment.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buy-back not exceeding 3,38,42,668 (Three Crore Thirty Eight Lac Forty Two Thousand Six Hundred Sixty Eight) full paid up Equity Shares representing 14.26% of the total paid-up equity capital of the Company at a price of ₹ 205/- (Rupees Two Hundred Five only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding ₹ 6,93,77,46,940 (Rupees Six Hundred Ninety Three Crore Seventy Seven Lac Forty Six Thousand Nine Hundred Forty only) excluding filing fees payable to the Securities and Exchange Board of India, advisors fees, public announcement publication expenses, printing and dispatch expenses, taxes inter alia including buy-back taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses, which represents 25.00% of the aggregate of the Company’s fully paid-up equity share capital and free reserves as per the audited standalone financial statements of the Company for the financial year ended March 31, 2021.

3. DETAILS OF PROMOTERS SHAREHOLDING

3.1 The aggregate shareholding of the Promoters, as on the date of Postal Ballot Notice i.e. Saturday, November 20, 2021 is given below:

Sr. No.	Name of Shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1	President of India, acting through Ministry of Steel, Government of India	12,77,83,925	12,77,83,925	53.84
2	The Governor of the State of Madhya Pradesh acting through the Mineral and Resource Department, Government of Madhya Pradesh	1,28,13,840	1,28,13,840	5.40
3	The Governor of the State of Maharashtra acting through the Industries, Energy and Labour Department, Government of Maharashtra	1,21,32,134	1,21,32,134	5.11
	Total	15,27,29,899	15,27,29,899	64.35

Aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the date of Postal Ballot Notice i.e. Saturday, November 20, 2021 is given below:

Sr. No.	Name	Designation	No. of Equity Shares held	Percentage of issued Equity Share capital
1.	Mukund Prabhakar Chaudhari	Chairman cum Managing Director	Nil	N.A.
2.	Sukriti Likhii	Nominee Director – Govt. of India	Nil	N.A.
3.	Rakesh Tumane	Director (Finance) and Chief Financial Officer	20	Negligible
4.	PVW Patnaik	Director (Commercial) Also Holding Charge of Director (Production & Planning)	454	Negligible
5.	Usha Singh	Director (HR)	Nil	N.A.
6.	Sukhveer Singh	Nominee Director – Govt. of Madhya Pradesh	Nil	N.A.
7.	Mangesh Kinare	Independent Director	Nil	N.A.
8.	Deepak Singh	Independent Director	Nil	N.A.
9.	Dinesh Kumar Gupta	Independent Director	Nil	N.A.
10.	Prashant Vashishtha	Independent Director	Nil	N.A.
11.	Neeraj Dutt Pandey	Company Secretary	2	Negligible

3.2 No shares or other specified securities in the Company were either purchased or sold by the persons referred in 3.1 above during a period of six months preceding the date of the Board Meeting at which the Buyback was approved and from that date till the date of notice of Postal Ballot for Buy-back.

3.3 In terms of the Buyback Regulations, under the Tender Offer route, the Promoters of the Company have an option to participate in the Buyback. In this regards two of our Promoters, The President of India acting through Ministry of Steel, Government of India (“**Government of India**”) vide their letter dated November

11, 2021 and The Governor of the State of Madhya Pradesh acting through the Mineral and Resource Department, Government of Madhya Pradesh (“**Government of Madhya Pradesh**”), vide their letter dated November 18, 2021, have expressed their intention to participate in the Buy-back. The Government of India proposes to tender up to such number of Equity Shares that the minimum shareholding of Government of India post Buy-back remains at least 51.00% of the post Buy-back equity share capital of the Company in compliance with the Buy-back Regulations. The Government of Madhya Pradesh proposes to tender upto 25,00,000 (Twenty Five Lakh) Equity Shares (representing 1.053% of the total number of equity shares in the paid up share capital of the Company) in compliance with the Buy-back Regulations.

3.4 Since the entire shareholding of the Promoters are in the demat mode, the details of acquisition/ sale of entire Equity Shares that the Promoters have acquired/sold till date as per the information provided by the Promoters i.e. Government of India and Government of Madhya Pradesh vide their letters dated November 11, 2021 and November 18, 2021 respectively, are set-out below:

The Government of India

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction /Consideration
September 8, 1962	19,400	19,40,000	Subscription to memorandum by Government of India (GoI) and its nominees
February 2, 1963	43	4,300	Further Allotment to Gol
November 30, 1963	4,975	4,97,500	Further Allotment to Gol
October 30, 1973	(24412)	-	Transferred to SAIL
October 3, 1977	70,380	70,38,000	Acquired from CPMO ¹
May 1, 1978	24,412	-	Acquired from SAIL ²
June29, 1978	(10,772)	Not Available	Transferred to Government of Maharashtra (GoM)
	(10,772)	Not Available	Transferred to Government of Madhya Pradesh (GoMP)
March 22, 1983	20,000	20,00,000	Further Allotment to Gol
September 24, 1983	15,000	15,00,000	Further Allotment to Gol
July 25, 1985	35,000	35,00,000	Further Allotment to Gol
May 24, 1986	10,000	10,00,000	Further Allotment to Gol
February 28, 1987	150,000	1,50,00,000	Further Allotment to Gol
September 26, 1987	140,000	1,40,00,000	Further Allotment to Gol
September 29, 1988	277,000	2,77,00,000	Further Allotment to Gol
September 29, 1989	215,800	2,15,80,000	Further Allotment to Gol
September 26, 1990	314,000	3,14,00,000	Further Allotment to Gol
October 17, 2006	1,033,874	Other than Cash	Bonus Issue to Gol on the basis of proportionate holding as on the date of board meeting

By way of a shareholders resolution dated August 28, 2009, the face value of Equity Shares of our Company was reduced from ₹ 100 per Equity Share to ₹ 10 per Equity Share. Cumulative number of Equity Shares increased from 2,283,928 Equity Shares of ₹ 100 each to 22,839,280 Equity Shares of ₹ 10 each.

December 29, 2009	114,196,400	Other than Cash	Bonus Issue to Gol in the ratio of 1:5
December 10, 2010	(16,800,000)	618,75,67,471.88	Public Offering
October 6, 2016	(3,20,47,465)	794,97,71,320.00	Sold in buyback offer of the company
January 24, 2017	(1,06,55,024)	389,32,80,881.68	Offer for Sale ³
January 25, 2017	(26,63,756)	96,16,26,777.87	Offer for Sale ³

September 29, 2017	7,48,69,435	Other than Cash	Bonus issue in the ratio of 1:1 (One Equity share for One Equity share held)
March 26, 2018	(54,58,177)	130,99,62,480.00	Sold in buyback offer of the company
January 16, 2020	(1,64,96,768)	250,75,08,736.00	Sold in buyback offer of the company
Total Current Holding	12,77,83,925		

Notes:

- Vide an agreement dated September 21, 1977, CPMO transferred all its shares in the equity and preference capital of our Company. This constituted 35,190 Cumulative Preference Shares at an interest rate of 7.5% and having a face value of ₹100 transferred at a price of ₹75 per preference share and 70,380 equity shares having a face value of ₹100 transferred at ₹ 60 per equity share. CPMO further relinquished the right to claim any further dividend, whether in arrears or otherwise, from the Company.
- Under the provisions of Sections 9 and 29 of the Public Sector Iron and Steel Companies (Restructuring) and Miscellaneous Provisions Act, 1976, all the shares in the equity share capital of our Company held by SAIL were transferred to the GoI with effect from May 1, 1978.
- The sale of such equity shares of the Company was carried out through OFS Mechanism on BSE and NSE on price priority basis at multiple clearing prices. The floor price was INR 356 (Rupees Three Hundred and Sixty Five only) per equity share.

The Government of Madhya Pradesh

Date of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (₹)	Nature of Transaction/Consideration
September 8, 1962	19,400	19,40,000	Fresh allotment to Government of Madhya Pradesh (GoMP)
October 7, 1963	43	4,300	Further Allotment GoMP
December 24, 1963	4,975	4,97,500	Further Allotment to GoMP
June 29, 1978	10,772	Not available	Transferred from Gol
April 29, 1983	10,000	10,00,000	Further Allotment to GoMP
May 26, 1987	7,200	7,20,000	Further Allotment to GoMP
September 29, 1988	9,900	9,90,000	Further Allotment to GoMP
September 29, 1989	7,780	7,78,000	Further Allotment to GoMP
September 26, 1990	4,800	4,80,000	Further Allotment to GoMP
September 20, 1991	21,560	21,56,000	Further Allotment to GoMP
September 28, 1992	26,740	26,74,000	Further Allotment to GoMP
September 23, 1993	11,900	11,90,000	Further Allotment GoMP
October 17, 2006	111,712	Other than Cash	Bonus Issue to GoMP on the basis of proportionate holding as on the date of board meeting
By way of a shareholders resolution dated August 28, 2009, the face value of Equity Shares of our Company was reduced from ₹100 per Equity Share to ₹10 per Equity Share. Cumulative number of Equity Shares increased from 2,46,782 Equity Shares of ₹100 each to 24,67,820 Equity Shares of ₹10 each.			
December 29, 2009	12,339,100	Other than Cash	Bonus Issue to GoMP in the ratio of 1:5
December 10, 2010	(8,400,000)	3,093,783,735.94	Public Offering
September 29, 2017	64,06,920	Other than Cash	Bonus Issue to GoMP in the ratio of 1:1
Total Current Holding	1,28,13,840	-	

4. NO DEFAULTS

The Board confirms that the Company has not defaulted in the repayment of the deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institutions or banking company.

5. CONFIRMATION BY THE BOARD OF DIRECTORS

The Board has confirmed on the date of Board Meeting (i.e. November 10, 2021) that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

- Immediately following the date of the Board meeting and the date on which the results of the Postal Ballot through e-voting will be declared, there will be no grounds on which the Company could be found unable to pay its debts;
- As regards the Company’s prospects for the year immediately following the date of the Board meeting as well as for the year immediately following the date on which the results of the Postal Ballot through e-voting will be declared approving the Buy-back, 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 that date of the Board meeting and the date on which the results of the Postal Ballot through e-voting will be declared; and
- 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, 2013 or Companies Act, 1956 (to the extent applicable) or the insolvency and Bankruptcy Code, 2016, as the case may be, including prospective and contingent liabilities.

6. REPORT BY THE COMPANY’S STATUTORY AUDITOR

The text of the Report dated November 10, 2021 received from M/s. Demble Ramani & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Auditors’ Report on buy back of shares pursuant to the requirement of the Companies Act, 2013, as amended (the “Act”) and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy -Back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”)

To,

The Board of Directors,

MOIL LIMITED

MOIL Bhawan, 1- A, Katol Road,

Nagpur - 440013, Maharashtra

1. This Report is issued in accordance with the terms of our engagement dated November 10, 2021.

2. We have been engaged by MOIL Limited to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the Buyback Regulations.

3. The management of the Company has prepared the accompanying **Annexure A** - Statement of permissible capital payment as on March 31, 2021 (the “**Statement**”) pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company (“**Board of Directors**”) (subject to the approval of shareholders) at their meeting held on Wednesday, November 10, 2021, in accordance with the provisions of sections 68, 69 and 70 of the Act and the Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) of the Buyback Regulations and based on the latest audited standalone financial statements for the year ended March 31, 2021. The Company does not have any subsidiary, joint venture or associates as defined under the Companies Act, 2013, which requires consolidated of financial statements. We have initialled the Statement for identification purposes only.

Board of Directors Responsibility for the Statement

4. The preparation of the statement in accordance with Section 68(2) of the Act and in compliance of the Buyback Regulations determining the amount permissible to be paid for the buy-back is the responsibility of the Board of Directors of the Company, including preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and from the date on which the results of the shareholders’ resolution with regard to the proposed buyback are declared and informing the opinion, it has taken into account the liabilities (including prospective

and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68(6) of the Act and the Buyback Regulations.

Auditor’s Responsibility

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance on the following “Reporting Criteria”:

- Whether the amount of capital payment for the buy-back as stated in Annexure A has been determined considering the audited standalone financial statements for the year ended March 31, 2021 and is within the permissible limit and computed in accordance with the provisions of Section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations;
- Whether the Board of Directors in their meeting held on Wednesday, November 10, 2021, have formed their opinion, as specified in Clause (x) of Schedule I to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the board meeting; and
- Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

7. The standalone financial statements for the year ended March 31, 2021 have been audited by us on which we issued an unmodified audit opinion vide our report dated June 4, 2021. Our audits of these financial statements were conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

8. We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (“Guidance Note”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement:

- We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements for the year ended March 31, 2021;
- Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on Wednesday, November 10, 2021, which is subject to approval of the shareholder of the Company;
- Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) of the Buyback Regulations;
- Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back;
- Examined that all shares for buy-back are fully paid-up;
- Inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended March 31, 2021 and the limited review standalone financial results for the six months period ended September 30, 2021;
- Examined resolutions passed in the meetings of the Board of Directors;
- Examined Director’s declarations for the purpose of buy back and solvency of the Company; and
- Obtained necessary representations from the management of the Company.

Opinion

- Based on our examination as above, and the information and explanations given to us, in our opinion,
 - the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act; and
 - the Board of Directors, in their meeting held on Wednesday, November 10, 2021, have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of board meeting and from the date on which the results of the shareholders’ resolution with regard to the proposed buyback are declared and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

- The report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the Buyback Regulations, (a) in the explanatory statement of the postal ballot notice to be circulated to the shareholders of the Company, (b) in the public announcement to be made by the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required under the Regulations, the National Securities Depository Limited, the Central Depository Securities (India) Limited and (d) providing to the parties including manager to the offer in connection with buyback and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For Demble Ramani & Co
Chartered Accountants
FRN 102259W

SD/-

7.4 The Company will request NSE to provide a separate acquisition window to facilitate placing of sell orders by eligible Equity Shareholders who wish to tender Equity Shares in the Buyback. For the purpose of this Buyback, NSE would be the designated stock exchange ("**Designated Stock Exchange**"). The details of the platform will be as specified by NSE from time to time. In the event Shareholder Broker(s) of Eligible Shareholder is not registered with NSE, then the Eligible Shareholders can approach any NSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the NSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other NSE registered broker, Eligible Shareholders may approach Company's Broker i.e., IDBI Capital Markets & Securities Limited to place their bids.

7.5 At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the acquisition window by eligible Equity Shareholders through their respective stock brokers ("**Shareholder Broker**") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat shares as well as Physical Shares.

7.6 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

7.7 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

7.8 The cumulative quantity tendered shall be made available on the website of NSE (www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.

7.9 **Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialized form:**

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

b. The Shareholder Broker would be required to place an order/bid on behalf of the Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the NSE. Before placing the order/bid, the Eligible Shareholder would require to transfer the number of Equity Shares tendered to the special account of NSE Clearing Limited ("**Clearing Corporation**") / ("**NCL**") specifically created for the purpose of Buyback offer, by using the early pay in mechanism as prescribed by **NSE or NCL** prior to placing the bid by the Shareholder Broker. This shall be validated at the time of order/ bid entry.

The details of the special account shall be informed in the issue opening circular that will be issued by the NSE or the Clearing Corporation.

c. For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period (i.e. date of closing of the Buyback offer). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

d. Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like bid ID number, DP ID, client ID, Number of Demat Shares tendered etc.

e. In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted.

7.10 **Procedure to be followed by equity Shareholders holding Equity Shares in the physical form:**

a. In accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 the physical shareholdings are allowed to tender their shares in the Buyback. However, such tendering shall be as per the provisions of the Buyback Regulations.

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

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

d. Any Shareholder Broker/Eligible Shareholder who places a bid for Physical Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e. Bigshare Services Private Limited (at the address mentioned at paragraph 11 below) not later than 2 (two) days from the offer closing date. The envelope should be super scribed as "**MOIL Limited Buyback 2021**". One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker in case of hand delivery.

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

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

8. **METHOD OF SETTLEMENT**

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

8.1 The Company will transfer the funds pertaining to the Buyback to the Company's Broker bank account, who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing Corporation.

8.2 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company opened for the Buyback (the "**Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the NSE.

8.3 The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.

8.4 If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant. Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered by the shareholder in the Buyback.

8.5 In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

8.6 The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

8.7 The settlements of fund obligation for Demat and Physical Shares shall be effected as per the SEBI circulars and as prescribed by NSE and NSE Clearing Limited from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout 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 release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("**RBI**")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

8.8 Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

8.9 The Equity Shares bought back will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

9. **RECORD DATE AND SHAREHOLDER ENTITLEMENT**

9.1 As required under the Buyback Regulations, the Company has fixed Friday, December 31, 2021, as the record date (the "**Record Date**") for the purpose of determining the entitlement and the names of the shareholders, who are eligible to participate in the Buyback.

9.2 The Equity Shares proposed to be bought back by the Company, as part of this Buyback Offer shall be divided in to two categories:

- (a) reserved category for Small Shareholders (A "**Small Shareholder**" is defined in the Buyback Regulations as a shareholder, who holds equity shares having market value, on the basis of closing price of the Equity Shares on the recognized stock exchange registering the highest trading volume in respect of such shares, as on record date, of not more than ₹2,00,000 (Rupees Two Lakh Only)) and
- (b) the general category for all other shareholders, and the entitlement of a shareholder in each category shall be calculated accordingly.

9.3 In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen per cent) of the number of Equity Shares which the Company proposes to buy back, or number of shares entitled as per shareholding of Small Shareholders, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

9.4 On the basis of shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs. The final number of Equity Shares that the Company will purchase from each Eligible Shareholder will be based on the number of Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by an Eligible Shareholder.

9.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a

higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the buyback entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

9.6 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by shareholders in that category, and thereafter from shareholders who have tendered over and above their entitlement in other category.

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

9.8 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

9.9 The Equity Shares tendered as per the entitlement by shareholders as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations.

9.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders as on the Record Date.

10. **COMPLIANCE OFFICER**

Neeraj Dutt Pandey, Company Secretary

Moil Bhavan, 1A, Katol Road, Nagpur – 440 013 Maharashtra

Tel: +91 0712-2806208/154 | **Fax:** +91 712-2591661

Email: compliance@moil.nic.in | **Website:** www.moil.nic.in

Investor may contact the Company Secretary for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

11. **REGISTRAR TO THE BUYBACK OFFER/ INVESTOR SERVICE CENTRE**

In case of any query, the shareholders may contact the Registrar & Transfer Agent on any day except Sunday and Public Holiday from 10:00 a.m. IST to 5:00 p.m. IST i.e. Monday to Friday and from 10:00 a.m. IST to 1:00 p.m. IST on Saturday, at the following address:



Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road Marol,

Andheri East, Mumbai 400059

Tel: +91-22-022-6263 8200 | **Fax:** +91 22 6263 8280

Contact Person: Arvind Tandel

Email: mailbuyback@bigshareonline.com | **Website:** www.bigshareonline.com

SEBI Reg No: INR000001385 | **Validity Period:** Permanent

CIN: U99999MH1994PTC076534

12. **MANAGER TO THE BUYBACK OFFER**



IDBI Capital Markets & Securities Limited

6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005

Tel No.: +91 22 2217 1700 | **Fax No.:** +91 22 2215 1787

Contact Person: Ashik Joisar/Rahul Sharma

Email: mailbuyback2021@idbicapital.com | **Website:** www.idbicapital.com

SEBI Registration Number: INM000010866 | **Validity Period:** Permanent

Corporate Identity Number: U65990MH1993GOI075578

13. **DIRECTORS' RESPONSIBILITY**

"As per Regulation 24(i) (a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Public Announcement and confirms that the information in this Public Announcement contain true, factual and material information and shall not contain any misleading information."

For and on behalf of the Board of Directors of **MOIL Limited**

Sd/-
Mukund Prabhakar Chaudhari

Chairman cum Managing Director

(DIN: 05339308)

Place: Nagpur

Sd/-
Rakesh Tumane

Director (Finance) & Chief Financial Officer

(DIN: 06639859)

Sd/-
Neeraj Dutt Pandey

Company Secretary

FCS- 5632

Date: December 21, 2021