

## PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GO FASHION (INDIA) LIMITED (THE “COMPANY”) FOR THE BUYBACK OF EQUITY SHARES ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE USING THE STOCK EXCHANGE MECHANISM 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) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s) or re-enactments from time to time) (“Buyback Regulations”) and contains the requisite disclosures as specified in Schedule II of the Buyback Regulations read with Schedule I of the Buyback Regulations.

**OFFER TO BUY BACK UP TO 14,13,000 (FOURTEEN LAKH THIRTEEN THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH OF GO FASHION (INDIA) LIMITED, REPRESENTING 2.62% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON MARCH 31, 2025 FROM ALL THE ELIGIBLE SHAREHOLDERS OF EQUITY SHARES OF THE COMPANY AS ON MONDAY, FEBRUARY 09, 2026 (RECORD DATE) AS PER THE RECORDS MADE AVAILABLE TO THE COMPANY BY DEPOSITORIES AS ON THE RECORD DATE, ON A PROPORTIONATE BASIS (SUBJECT TO SMALL SHAREHOLDER RESERVATION), THROUGH THE “TENDER OFFER” ROUTE AT A PRICE OF ₹ 460/- (RUPEES FOUR HUNDRED AND SIXTY ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF UP TO ₹ 64,99,80,000 (RUPEES SIXTY FOUR CRORES AND NINETY NINE LAKHS EIGHTY THOUSAND ONLY) (“BUYBACK”).**

Certain figures contained in this Public Announcement, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to 2 (two) decimal points. In certain 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 or row in certain tables may not conform exactly to the total figure given for that column or row. Further, certain numerical information in this Public Announcement has been presented in “lakh”. All references to “Rupee(s)”, “₹” or “Rs.” are to Indian Rupees, the official currency of the Republic of India.

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

1.1. The Board of Directors of the Company (the “Board”), at its meeting held on January 29, 2026, has, subject to such other approvals, permissions and sanctions, as may be necessary, approved the proposal to Buyback for its own fully paid-up equity shares of face value of ₹ 10 (Rupees Ten Only) each (“Equity Shares”) from the shareholders of the Company, as on the record date, determined by the Board of Directors on a proportionate basis, at a price of ₹460/- (Rupees Four Hundred And Sixty only) per Equity Share (“Buyback Price”) and for an amount of ₹ 64,99,80,000 (Rupees Sixty Four Crores and Ninety Nine Lakhs Eighty Thousand only), excluding any expenses or transaction costs incurred or to be incurred for the Buy Back viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buy Back, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. (“Transaction Costs”) (such amount hereinafter referred to as the “Buyback Offer Size”), representing 9.44% of the aggregate of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company for the financial year ended March 31, 2025 through the tender offer route, in accordance with the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended) (“Buyback Regulations”) and the Companies Act, 2013 and the rules made thereunder from the shareholders / beneficial owners (“Eligible Shareholders”) of the Company who hold Equity Shares as on Monday, February 09, 2026 (the “Record Date”) (“Buyback”).

1.2. In accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date for the purpose of Buyback.

1.3. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), tax on distributed income on Buy Back, stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc., and other incidental and related expenses and charges etc. (“Transaction Costs”).

1.4. The Equity Shares are currently traded under the trading code(s) GOCOLORS at National Stock Exchange of India Limited (“NSE”) and 543401 at BSE Limited (“BSE”) (collectively referred to as “Indian Stock Exchanges”).

1.5. The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buyback and Delisting” notified by Securities and Exchange Board of India (“SEBI”) vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any amendments thereof as amended (“SEBI Circulars”).

1.6. The Equity Shares shall be bought back on a proportionate basis from all the shareholders of the Company holding Equity Shares as on Record Date, i.e. Monday, February 09, 2026 (“Eligible Shareholders”), through the “Tender Offer” route, as prescribed under the Buyback Regulations, and subject to applicable laws, facilitated through the stock exchange mechanism as specified by SEBI in the SEBI Circulars. In this regard, the Company will request National Stock Exchange of India Limited (“NSE”) to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, NSE will be the Designated Stock Exchange.

1.7. Participation in the Buyback by Eligible Shareholders will trigger tax on consideration received on Buyback by them. The Finance (No. 2) Act, 2024 has made amendments in relation to buyback of shares w.e.f. October 1, 2024, shifting the tax liability in the hands of the shareholders (whether resident or non-resident) and the Company is not required to pay tax on the distributed income. The sum paid by a domestic company for purchase of its own shares shall be treated as dividend in the hands of shareholders. No deduction is allowed against such dividend while computing the income from other sources. The cost of acquisition of the shares which have been bought back by the Company shall be treated as capital loss in the hands of the shareholder and allowed to be carried forward and set off against capital gains as per the provisions of the Income-tax Act, 1961 (“ITA”) read with any applicable rules framed thereunder. The Company is required to deduct tax at source at 10% under Section 194 of the ITA in respect of the consideration payable to resident shareholders on buyback of the shares. In respect of consideration payable to non-resident shareholders, tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) as per the ITA or as per the rate in the respective tax treaty, whichever is beneficial subject to such non-residents providing the requisite documents to the Company on or before the close of the Tendering Period (as defined below). Since the Buyback shall take place through the settlement mechanism of the Stock Exchange, securities transaction tax at 0.10% of the value of the transaction will be applicable. 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.

1.8. The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies), Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors, members of foreign nationality, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, the Depository Receipts Scheme, 2014, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders.

1.9. The Buyback will be undertaken on a proportionate basis from all Eligible Shareholders as on the Record Date, and would involve a reservation of up to 15% (fifteen percent) of the number of Equity Shares proposed to be bought back or number of Equity Shares entitled as per the Eligible Shareholders who hold Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakhs Only), on the basis of the closing price on the Indian Stock Exchanges registering the highest trading volume as on the Record Date, i.e., Monday, February 09, 2026 (“Small Shareholders”) as on the Record Date, whichever is higher.

1.10. A copy of this Public Announcement is available on the Company’s website i.e., www.gocolors.com, the website of the Manager to the Buyback at www.motilal Oswal group and is expected to be made available on the website of the SEBI at www.sebi.gov.in, and on the websites of the respective Indian Stock Exchanges at www.nseindia.com and www.bseindia.com

### 2. NECESSITY FOR THE BUYBACK AND DETAILS THEREOF

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company’s capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Company believes that the Buyback is being undertaken by the Company after taking into account the operational and strategic cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares thereby enhancing the overall return for them;
- The Buyback, which is being implemented through the tender offer route as prescribed under the Buy Back Regulations, would involve a reservation of up to 15% of the Equity Shares, which the Company proposes to buyback, for small shareholders or the actual number of Equity Shares entitled as per the shareholding of small shareholders on the Record Date, whichever is higher. The Company believes that this reservation for small shareholders would benefit a significant number of the Company’s public shareholders, who would be classified as “Small Shareholders”;
- 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 of the Company, thereby leading to long term increase in shareholders’ value; and
- The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

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

At Buy Back Price and Buy Back Size, the Indicative Buy Back Shares that can be bought back would be 14,13,000 (Fourteen lakh thirteen thousand) fully paid-up Equity Shares, representing 2.62% of the fully paid-up Equity Shares of the Company. However, the actual bought back Equity Shares may be less than the Indicative Maximum Buy Back Shares, if the Buy Back price fixed by the Board/Buy Back Committee is more than the Maximum Buy Back Price, subject to number of Equity Shares bought back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buy Back Size.

### 4. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK AND ITS PERCENTAGE OF THE TOTAL PAID UP CAPITAL AND FREE RESERVES & SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED

4.1. The amount of funds required for the Buyback will aggregate to ₹64,99,80,000 (Rupees Sixty-Four Crores and Ninety Nine Lakhs Eighty Thousand only), being 9.44% of the aggregate of the total paid-up share capital and free reserves of the Company as per latest audited financial statements as at March 31, 2025, which is less than 25% of the aggregate of the total paid-up share capital and free reserves of the Company.

4.2. The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, turnover charges, advisory fees, intermediaries’ fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses.

4.3. The funds for the implementation of the proposed Buyback will be sourced out of the free reserves and securities premium account of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.

### 5. BUYBACK PRICE AND BASIS OF ARRIVING AT THE BUYBACK OFFER PRICE

The Equity Shares of the Company are proposed to be bought back at a price of ₹460/- (Rupees Four Hundred And Sixty only) per Equity Share (“Buyback Price”). The Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on BSE and NSE where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

In line with the recent market practice in relation to buybacks, the Buyback Price represents:

- Premium of 8.72% and 9.02% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 1 (one) months period preceding January 26, 2026, being the date of intimation to the Stock Exchanges regarding the proposal of Buyback being considered at the Board Meeting Date (“Intimation Date”).
- Premium of 10.19% and 15.38% to the volume weighted average market price of the Equity Shares on the BSE and the NSE, respectively, during the 2 (two) weeks preceding the Intimation Date.
- Premium of 21.50% and 21.34% over the closing price of the Equity Shares on the BSE and the NSE respectively, as on the Intimation Date.
- Premium of 18.28% and 17.80% over the closing price of the Equity Shares on BSE and NSE, respectively, as on January 29, 2026, being the Board Meeting Date.

### 6. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP AND DIRECTORS OF PROMOTERS WHERE PROMOTER IS A COMPANY AND OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY SHAREHOLDING AND OTHER DETAILS

- The aggregate shareholding in the Company of the: (i) promoters and the members of the promoter group of the Company (“Promoter and Promoter Group”); (ii) directors of the Promoter where Promoter is a Company and (iii) directors and key managerial personnel of the Company as on the date of this Public Announcement:
  - Aggregate shareholding of the Promoter and Promoter Group as on the date of this Public Announcement:

Sr. No.	Name of the shareholder	Nos. of Equity Shares	% of paid up equity share Capital
1	Prakash Kumar Saraogi	60	0.00
2	Gautam Saraogi	60	0.00
3	Vinod Kumar Saraogi	60	0.00
4	Rahul Saraogi	60	0.00
5	PKS Family Trust	1,42,54,204	26.39
6	VKS Family Trust	1,42,54,204	26.39
<b>Total</b>		<b>2,85,08,648</b>	<b>52.78</b>

- The aggregate shareholding of the directors and key managerial personnel of the Company as on the date of this Public Announcement i.e. Saturday, January 31, 2026:

Sr. No.	Name of the Persons and Designation	Nos. of Equity Shares held	% of paid up equity share Capital
<b>A. Directors</b>			
1	Prakash Kumar Saraogi	60	0.00
2	Gautam Saraogi	60	0.00
3	Vinod Kumar Saraogi	60	0.00
<b>Total (A)</b>		<b>180</b>	<b>0.00</b>

<b>B. Key Managerial Personnel</b>			
Sr. No.	Name of the Persons and Designation	Nos. of Equity Shares held	% of paid up equity share Capital
1	R Mohan	1,025	0.00
<b>Total (B)</b>		<b>1,025</b>	<b>0.00</b>
<b>Total (A+B)</b>		<b>1,205</b>	<b>0.00</b>

- Except as disclosed below, none of the Equity Shares of the Company have been purchased/sold by any Promoter / Promoter Group, directors and key managerial personnel during the period from the six months preceding the date of the Board Meeting i.e. January 29, 2026, at which the Buyback was proposed and from the date of the Board Meeting till the date of this Public Announcement.

Sr. No	Name of the Shareholder	Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price per Equity Share (₹)	Date of Maximum Price	Minimum Price per Equity Share (₹)	Date of Minimum Price
1.	R.Mohan	150	Purchase	620.00	10-11-2025	597.00	10-11-2025
2.	R.Mohan	125	Purchase	600.30	11-11-2025	597.00	11-11-2025
3.	R.Mohan	125	Purchase	523.90	01-12-2025	505.00	01-12-2025
4.	R.Mohan	225	Purchase	475.65	11-12-2025	451.00	11-12-2025

### 7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO TENDER THEIR EQUITY SHARES IN THE BUYBACK

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group of the Company have expressed their intention of not participating in the Buyback vide their letters dated January 29, 2026. Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the Buyback Regulations are not applicable.

Given that the Promoter and Promoter Group have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the Promoter and Promoter Group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio.

### 8. NO DEFAULTS

The Company confirms that it has not accepted any deposits either before or after applicability of the Act. Further, the Company confirms that there are no defaults subsisting in the 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 companies.

### 9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

As required by clause(x) of Schedule I in accordance with Regulation 5(iv)(b) of the Buyback Regulations, the Board has confirmed 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 held on January 29, 2026, there will be no grounds on which the Company can be found unable to pay its debts.
- That as regards the Company’s prospects for the year immediately following the date of the board meeting held on January 29, 2026, and having regard to the Board’s intentions with respect to the management of the Company’s business during that year and to the amount and character of the financial resources, which will, in the Board’s view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the board; and
- In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended.

### 10. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT

- all the equity shares for Buy Back are fully paid-up;
- subject to the applicable law, the Company has not issued any Equity Shares or other securities from the date of the Board resolution approving the Buyback including by way of bonus issue till the expiry of the Buy Back period i.e. date on which the payment of consideration to shareholders who have accepted the Buy Back is made in accordance with the Act and the SEBI Buy Back Regulations;
- subject to the applicable law, the Company shall not raise further capital for a period of one year from the expiry of the Buy Back period i.e. the date on which the payment of consideration to shareholders who have accepted the Buy Back offer is made except in discharge of subsisting obligations;
- 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) of the Act 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;
- the Company shall not Buy Back its Equity Shares or other specified securities 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 Buy Back;
- the Buy Back Size i.e. ₹ 64,99,80,000 (Rupees Sixty Four Crores and Ninety Nine Lakhs Eighty Thousand only) does not exceed 10% of the aggregate paid-up Equity Share capital and free reserves of the Company as per latest audited financial statements for the financial year ended March 31, 2025;
- the maximum number of Equity Shares proposed to be bought back under the Buy Back will not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company;
- there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act (“Scheme”) involving the Company, and no public announcement of the Buy Back shall be made during pendency of any such Scheme;
- the Buy-back will not be in contravention of Regulation 4(vii) of SEBI Buy Back Regulations, i.e. the Company shall not make any further offer of Buy Back within a period of one year reckoned from the expiry of the Buy Back period i.e. date on which the payment of consideration to shareholders who have accepted the Buy Back offer is made;
- the Company shall not withdraw the Buy Back offer after the public announcement of the Buy Back offer is made;
- the Company shall comply with the statutory and regulatory timelines in respect of the Buy Back in such manner as prescribed under the Act and/or the SEBI Buy Back Regulations and any other applicable laws;
- the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buy Back of its Equity Shares;
- the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
- there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

- the Company will not Buy Back Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy Back offer;
- the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the SEBI Buy Back Regulations;

- the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy Back shall not be more than twice its paid-up capital and free reserves, based on the latest audited financial statements for the financial year ended March 31, 2025,
- the Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buy Back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;

- consideration of the Equity Shares bought back by the Company will be paid only by way of cash;
- the board resolution approving the Buy Back will be valid for a maximum period of one year from the date of passing the board resolution (or such extended period as may be permitted under the Act or the SEBI Buy Back Regulations or by the Appropriate Authorities). The exact time table for the Buy Back shall be decided by the Buy Back Committee within the above time limits;

- the Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for re-issuance;
- the Company shall not directly or indirectly purchase its own Equity Shares or other specified securities:
  - through any subsidiary company including its own subsidiary companies; and
  - through any investment company or group of investment companies.

- the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the SEBI Buy Back Regulations and the Act within 7 (seven) working days of the date of payment of consideration to shareholders who have tendered the Equity Shares under the Buy Back offer;

- as per Regulation 24(i)(e) of the SEBI Buy Back Regulations, the Promoter and members of Promoter Group, and/or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of passing the board resolution till the date of closing of the Buy Back offer, other than participation in the Buy Back;

- the statements contained in all the relevant documents in relation to the Buy Back shall be true, material and factual and shall not contain any mis-statements or misleading information;
- the Company shall Buy Back the Equity Shares held in physical form from Eligible Shareholders in terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023;

- the Buy Back shall not result in delisting of the Equity Shares from the Stock Exchanges;
- the Buy Back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulations 38 of the SEBI Listing Regulations;

- The Company shall not Buy Back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities;
- as per Regulation 5(i)(c) and Schedule I (xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements on the loans taken and therefore the consent from the lenders in this regard is not required to be obtained by the Company; and

- the letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date.

### 11. REPORT BY THE COMPANY’S STATUTORY AUDITOR

Report addressed to the Board of Directors by the Company’s Auditors on Permissible Capital Payment and Opinion formed by the Directors regarding Insolvency.

The text of the Report dated January 29, 2025 of Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote.

#### The Board of Directors

#### Go Fashion (India) Limited

No.43/20, Nungambakkam High Road,

Nungambakkam, Chennai – 600 034.

#### Statutory Auditor’s Report in respect of proposed Buy back of Equity Shares by Go Fashion (India) Limited (the “Company”) pursuant to the requirement of Schedule I to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended (“the Buyback Regulations”) and Section 68 of the Companies Act, 2013 (“the Act”)

- This report is issued in accordance with our engagement letter dated January 28, 2026.
- We have been engaged by the Company to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying Statement of Permissible Limit of Capital Payment in (“the Statement”) in connection with the proposed buyback by the Company of its equity shares in pursuance of Sections 68 and 70 of the Act and The Companies (Share Capital and Debentures) Rules, 2014 (including statutory modifications thereto or re-enactments thereof for the time being in force) and the regulations as specified in the Buyback Regulations and on the opinions expressed by the Board of Directors of the Company, as required under the Regulations. We have initialised the Statement for identification purposes only.

#### Board of Directors’ Responsibility

- The Board of Directors of the Company is responsible for the following:
  - The amount of capital payment for the buy-back is properly determined within the permissible capital payment limits computed in accordance with the Act and the Buyback Regulations;
  - It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buyback (“Board Meeting”); and
  - A declaration is signed by at least two directors of the Company that the Board of Directors has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting and in forming the opinion, it has taken into account the liabilities as if the Company was being wound up under the provisions of the Act.

#### Auditor’s Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following “Reporting Criteria”:
  - whether we inquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended March 31, 2025.
  - whether the amount of permissible capital payment as set out in the Statement towards the proposed buyback of equity shares is properly determined in accordance with Section 68 of the Act and Buyback Regulations; and
  - whether the Board of Directors of the Company in their Board meeting held on January 29, 2026 has formed the opinion, as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the passing the Board Resolution.
- A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
  - Examined authorisation for buyback in the Articles of Association of the Company;
  - Examined that the amount of capital payment for the buyback as detailed in the Statement is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Buyback Regulations;
  - Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and free reserves after such buyback;
  - Examined that all the shares for buyback are fully paid-up;
  - Inquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended March 31, 2025 and examined budgets and projections prepared by the Management;
  - Examined minutes of the meetings of the Board of Directors;
  - Examined Directors’ declaration for the purpose of buyback and solvency of the Company; and
  - Obtained appropriate representations from the Management of the Company.
- We conducted our examination in accordance with the ‘Guidance Note on Reports or Certificates for Special Purposes’ (the ‘Guidance Note’) issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 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.
- The Audited Financial Statements referred to in paragraph 5 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated April 30, 2025. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

#### Opinion

- As a result of our performance of aforementioned procedures, we report that:

## Restriction on Use

- Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- This report has been issued at the request of the Board of Directors of the Company, to whom it is addressed, pursuant to the requirements of the Buyback Regulations solely for inclusion in the Letter of Offer and Public Announcement to be made to the shareholders of the Company, as an attachment in Form SH 8 – Letter of Offer and Form SH 9 – Declaration of Solvency, and filing with (a) the Ministry of Corporate Affairs on its designated website, the Securities and Exchange Board of India, the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”); (b) the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose of extinguishment of equity shares; and (c) for providing to the manager to the buyback appointed by the Company, in connection with the proposed buyback of the Company’s equity shares to comply with the requirements of the Buyback Regulations.
- Our report should not be used for any other purpose. Price Waterhouse Chartered Accountants LLP does not accept or assume any liability or duty of care for any other purpose or to any other person, other than the Company

## For Price Waterhouse Chartered Accountants LLP

Firm Registration Number: 012754N/N500016

## Arun Kumar R

Partner

Membership Number: 211867

UDIN: 26211867XMGJRE8685

Place: Chennai

Date: January 29, 2026

## Statement of Permissible Limit of Capital Payment

Computation of amount of permissible limit of capital payment towards buy-back of equity shares pursuant to the requirement of section 68 and 70 of the Companies Act 2013, the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Buyback of Securities) Regulation 2018 as amended (“the Buyback Regulations”)

(Rs. in lakhs)

Sr. No.	Particulars	Amount as on March 31, 2025
A	Paid-up Equity Share Capital	5,400.90
B	Free Reserves	
	Retained Earnings	41,272.51
	Securities Premium	23,064.01
	Less: Adjustment as per section 2 (43) of Companies Act 2013:	
	Unrealised fair value loss on investments	45.33
	Gain on lease termination	(606.32)
	Unrealised fair value gain on security deposits	(298.28)
C	Total Paid-up equity capital and free reserves (A+B)	68,878.15
D	Maximum amount permissible for the buyback as per section 68 (2) (i) read with buyback regulations [i.e. 10% of paid-up equity share capital and free reserves as above] C*10%	6,887.82

Notes:

- This Statement is prepared by the management of Go Fashion (India) Limited (the ‘Company’) pursuant to the requirements of Sections 68 and 70 of the Companies Act 2013, the Companies (Share Capital and Debentures) Rules, 2014 and the Buyback Regulations
- We confirm that the above amounts are accurate and in agreement with the audited financial statements as on and for the year ended March 31, 2025
- We confirm that there are no events subsequent to March 31, 2025 till the date of this Statement that may require adjustment or disclosure.
- We confirm that the Board of Directors in their Board meeting held on January 29, 2026 have reviewed the state of affairs of the Company and are of the opinion that the Company will not be rendered insolvent for a period of one year from the date of this Statement.

For and on behalf of Go Fashion (India) Limited

Sd/-

**Gautam Saraogi**

Executive Director and CEO

Place: Chennai

Date: 29.01.2026

## 12. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

- The Buyback is open to all Eligible Shareholders and beneficial owners of the Company holding Equity Shares either in physical or electronic form, as on the Record Date.
- The Buyback shall be on a proportionate basis (subject to the reservation for Small Shareholders in accordance with the Buyback Regulations) through the “Tender Offer” route, as prescribed under the Buyback Regulations, to the extent permissible, and the “Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting” as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.
- For implementation of the Buyback, the Company has appointed **Motilal Oswal Financial Services Limited** as the registered broker to the Company (the “**Company’s Broker**”) to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback and through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:  
**Motilal Oswal Financial Services Limited**  
Address: Motilal Oswal Tower, Rahimullah Sayani Road,  
Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025  
Contact Person: Hitul Savla;  
Tel No.: +91 22 7198 5473;  
Email: hitulsavla@motilaloswal.com | Website: www.motilaloswal.com  
CIN: L67190MH2005PLC153397  
SEBI Registration No.: INZ000158836
- The Company shall request NSE, to provide a separate acquisition window (“Acquisition Window”) to facilitate placing of sell orders by Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purposes of this Buyback, NSE has been appointed as the ‘Designated Stock Exchange’. The details of the Acquisition Window will be specified by Indian Stock Exchanges from time to time.
- During the Tendering Period, the order for selling the Equity Shares shall be placed by the Eligible Shareholders through their respective stock brokers (“**Stock Broker(s)**”) during normal trading hours of the secondary market. The Stock Brokers may enter orders for Equity Shares held in dematerialized form as well as physical form.
- In the event the Stock Broker of any Eligible Shareholder is not registered with Stock Exchange(s) as a trading member / stock broker, then that Eligible Shareholder can approach any BSE/NSE registered stock broker and can register himself by using quick unique client code (UCC) facility through the registered stock broker (after submitting all details as may be required by such registered stock broker in compliance with applicable law). In case the Eligible Shareholder is unable to register himself by using quick UCC facility through any other registered stock broker, then that Eligible Shareholder may approach the Company’s Broker to place their bids, subject to completion of ‘know your customer’ requirements as required by the Company’s Broker.
- The Buyback Regulations do not restrict Eligible Shareholders from placing multiple bids and modifying bids, therefore, modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period. 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. Eligible Shareholders are requested to consult their respective Stock Brokers regarding the same.
- The quantity tendered shall be made available on Indian Stock Exchanges’ websites at www.nseindia.com throughout the Tendering Period, and will be updated at specific intervals during the Tendering Period.
- The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a court/ any competent authority for transfer/sale of such Equity Shares and/ or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. In accordance with Regulation 24(v) of the Buyback Regulations, the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or until such Equity Shares become transferable. The Company shall also not Accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.

12.10. The reporting requirements for Non-Resident Shareholders under FEMA and any other rules, regulations, guidelines by the RBI, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Stock Brokers through which the Eligible Shareholder places the order/bid.

### 12.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in dematerialized form:

- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Stock Broker(s) by indicating to such Stock Broker(s) the details of Equity Shares they intend to tender under the Buyback.
- The Stock Broker(s) would be required to place an order/bid on behalf of the Eligible Shareholder(s) who wish to tender Equity Shares in the Buyback using the Acquisition Window of Stock Exchanges.
- The lien shall be marked in the demat account of the Eligible Shareholder for the shares tendered in Tender Offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the National Securities Depository Limited and the Central Depository Services Limited (“**Depositories**”) to Clearing Corporations i.e. Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly National Securities Clearing Corporation Limited), as applicable (“**Clearing Corporations**”)
- In case, the shareholder’s demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholder’s demat account at source depository during the Tendering Period. Inter depository tender offer (“**IDT**”) instructions shall be initiated by the eligible shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the time provided by the Indian Stock Exchanges on the last day of the Tendering Period (“**Buyback Window Closing Date**”). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification by the concerned stock broker(s) shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the bid, the stock broker(s) shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the

details of order submitted such as Bid ID No., Application No., DP ID, Client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.

- Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the tender form to be sent. Such documents may include (but not be limited to):
  - Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form;
  - Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
  - In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).
- It is clarified that in case of demat Equity Shares, submission of tender form and TRS is not required.** After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.
- The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialized Equity Shares or unaccepted dematerialized Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security 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 Eligible Shareholder. In case of custodian participant orders, excess dematerialized shares or unaccepted dematerialized shares, if any, will be refunded to the respective custodian depository pool account.
- In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.

### 12.12. Procedure to be followed by the Eligible Shareholders holding Equity Shares in physical form:

- Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective stock broker(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Eligible 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, (iii) self-attested copy of the Eligible Shareholder’s PAN Card, (iv) the tender form (duly signed by all Eligible Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Eligible Shareholder has 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 Aadhaar card, voter identity card or passport.
- Based on the aforesaid documents, the concerned Stock Broker shall place the bid on behalf of Eligible Shareholders holding Equity Shares in physical form and intending to tender Equity Shares in the Buyback using the Acquisition Window of BSE/ NSE. Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Stock Broker / Eligible Shareholder who places a bid for physical Equity Shares is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS generated by stock exchange bidding system upon placing of bid, either by registered post or courier or hand delivery to Registrar to the Buyback, at its office provided in Paragraph 16 below, within 2 (two) working days of bidding by stock broker. However, in case the bids are placed by the Stock Broker during the last two days of the Tendering Period, the Stock Broker/Eligible Shareholder should ensure that documents reach the Registrar on or before the Buyback Window Closing Date. The envelope should be super scried as “**GO FASHION (INDIA) LIMITED – BUYBACK 2026**”. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Stock Broker / 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 submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such time BSE/NSE shall display such bids as ‘unconfirmed physical bids. Once the Registrar to the Buyback confirms the bids it will be treated as ‘Confirmed Bids’.
- In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before Buyback Window Closing Date.
- In case the Equity Shares are held on repatriation basis, the Eligible Shareholder, being a Non-Resident Shareholder, should obtain and enclose a letter from its authorised dealer / bank confirming that at the time of acquiring such Equity Shares, payment for the same was made by such Eligible Shareholder, from the appropriate account as specified by RBI in its approval. In case the Eligible Shareholder, being a Non-Resident Shareholder, is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis, and in that case, the Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares accepted under the Buyback.
- If any of the above stated documents (as applicable) are not enclosed along with the tender form, the Equity Shares tendered by Eligible Shareholders, being Non-Resident Shareholders, under the Buyback are liable to be rejected.

## 13. METHOD OF SETTLEMENT

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

- The settlement of trade(s) shall be carried out in the manner similar to settlement of trade(s) in the secondary market and as per the SEBI Circulars.
- The Company will transfer the consideration pertaining to the Buyback (net of tax deducted at source) to the Clearing Corporation’s bank account through the Company’s Broker as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under the buyback, the Clearing Corporation will make direct funds pay-out to the respective Eligible Shareholders’ bank account linked to its demat account. If bank account details of any Eligible Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Stock Broker’s account for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Stock Broker’s settlement accounts for releasing the same to the respective Eligible Shareholder’s account. For this purpose, the client type details would be collected from the Depositories, whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by Indian Stock Exchanges and the Clearing Corporation from time to time.
- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Brokers’ settlement accounts for releasing the same to the respective Eligible Shareholders’ accounts.
- Details in respect of shareholder’s entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder’s demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- The Equity Shares bought back in the dematerialized form would be transferred directly to the demat account of the Company opened for the Buyback (“**Company Demat Account**”) provided it is indicated by the Company’s Broker or it will be transferred by the Company’s Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Indian Stock Exchanges.
- In relation to the physical Equity Shares:
  - If physical Equity Shares tendered by Eligible Shareholders are not accepted, the share certificate would be returned to such Eligible Shareholders by registered post or by ordinary post or courier at the Eligible Shareholders’ sole risk. The Company also encourages Eligible Shareholders holding physical shares to dematerialize their physical shares.
  - If, however, only a portion of the physical shares held by an Eligible Shareholder is accepted in the Buyback then the Company shall instead of issuing a split share certificate towards the unaccepted shares, issue a Letter of Confirmation (“**LOC**”) in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, as amended, with respect to the new consolidated share certificate for the unaccepted Equity Shares tendered in the Buyback. The LOC shall be dispatched to the address registered with the RTA. The RTA shall retain the original share certificate and deface the certificate with a stamp “Letter of Confirmation Issued” on the face / reverse of the certificate to the extent of the excess physical shares. The LOC shall be valid for a period of 120 days from the date of its issuance, within which the Equity Shareholder shall be required to make a request to their depository participant for dematerializing the physical Equity Shares. In case the Equity Shareholder fails to submit the demat request within the aforementioned period, the RTA shall credit the physical Equity Shares to a separate demat account of the Company opened for the said purpose. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders’ sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.

13.7 The Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

13.8 Equity Shareholders who intend to participate in the Buyback should consult their respective stock brokers for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Stock Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage and/or stamp duty) levied by the stock broker and such costs will be incurred solely by the Eligible Shareholders.

13.9 The Company’s Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

13.10 Equity Shareholders who intend to participate in the Buyback should consult their respective stock brokers for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Stock Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Manager to the Buyback and the Company accept no responsibility to bear or pay any additional cost, applicable taxes, charges and expenses (including brokerage and/or stamp duty) levied by the stock broker and such costs will be incurred solely by the Eligible Shareholders.

13.11 The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

## 14. RECORD DATE, OFFER PERIOD AND SHAREHOLDER ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed Monday, February 09, 2026 as the record date (“**Record Date**”) for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the Buyback. The tender period for the Buyback offer will commence from Friday, February 13, 2026, i.e., not later than 4 (four) working days from the Record Date and shall remain open for a period of 5 (five) working days, i.e., until Thursday, February 19, 2026 (“**Tendering Period**”).
- As per the Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a letter of offer in relation to the Buyback (“**Letter of Offer**”) along with a tender offer form indicating the entitlement of the Eligible Shareholder for participating in the Buyback. Even if the Eligible Shareholder does not receive the Letter of Offer along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback.  
All of the equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback.
- As required under the Buyback Regulations, the dispatch of the Letter of Offer shall be through electronic mode in accordance with the provisions of the Act, within 2 (two) working days from the Record Date and if any Eligible Shareholder has not registered an email address with the Depositories, or in the case of receipt of a request from any Eligible Shareholder to receive a copy of the Letter of Offer in physical form, a physical form shall be sent by speed post or registered post or courier to such shareholder’s registered postal address as available with the Company.
- The Equity Shares proposed to be bought back by the Company shall be divided into 2 (two) categories and the entitlement of a shareholder in each category will be calculated; accordingly, (i) reserved category for Small Shareholders and (ii) the general category for all other Eligible Shareholders.
- As defined in Regulation 2(i)(n) of the Buyback Regulations, a “Small Shareholder” is a shareholder who holds equity shares having market value, on the basis of closing price of shares on the stock exchanges, on which the highest trading volume in respect of the Equity Shares as on the Record Date was recorded, of not more than ₹ 2,00,000 (Indian Rupees Two Lakhs only).
- In accordance with proviso to Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

14.7 Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholders as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs (“**Buyback Entitlement**”). The Company believes that this reservation for small shareholders would benefit a large number of the Company’s public shareholders, who would be classified as “Small Shareholders”. Given that the promoters and members of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the promoter/ promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4(iv)(a) of the Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio

\*Since the Promoters and the Promoter Group of the Company have declared their intention to not participate in the Buyback, Equity Shares held by them have not been considered for the purposes of computing the entitlement ratio.

14.8 In accordance with Regulation 9(ix) of the Buyback Regulations, to ensure that the same Eligible Shareholder(s) with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of physical shareholders, 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, pension funds/ trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent 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 the 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.

14.9 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 Eligible Shareholders in that category, and thereafter from Eligible Shareholders who have tendered over and above their entitlement in the other category.

14.10 Eligible Shareholders’ participation in the Buyback is voluntary. Eligible Shareholders may choose to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback, or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, after the completion of the Buyback, without any additional investment. Eligible Shareholders may also tender a part of their Buyback Entitlement. Eligible Shareholders also have the option of tendering Additional Equity Shares (i.e. Equity Shares over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of procedure outlined herein. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.

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

14.12 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified under the SEBI Circulars. Eligible Shareholders will receive a Letter of Offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback as on record date.

14.13 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, along with the tender offer form, will be sent in due course to the Eligible Shareholders. However, if any Eligible Shareholder has not registered an email address with the Depositories, or on receipt of a request by Registrar to the Buyback and Manager to the Buyback, to receive a copy of Letter of Offer in physical format from such Eligible Shareholder (to whom Letter of Offer and tender form were emailed), a physical form shall be sent by speed post or registered post or courier to such shareholder’s registered postal address as available with the Company.

## 15. COMPLIANCE OFFICER

The details of the Compliance Officer are set out below.

**Name: Ms. Gayathri Kethar**

**Designation:** Company Secretary and Compliance Officer

**Address:** Go Fashion (India) Limited, No.43/20, Nungambakkam High Road, Chennai – 600034.

**Tel No.:** +91 044-42111777

**Email:** companysecretary@gocolors.com;

**Website:** www.gocolors.com

Eligible Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on any day except Saturday, Sunday and public holidays.

## 16. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may also contact KFin Technologies Ltd, the Registrar to the Buyback, appointed as the Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. at the following address:

**KFINTECH**  
EXPERIENCE TRANSFORMATION

**KFin Technologies Limited**

Selenium Tower B, Plot 31-32, Financial District,

Nanakramguda, Serilingampally, Hyderabad - 500 032

**Tel No.:** +91 40 6716 2222 | **Toll free No.:** 18003094001

**Email:** gofashion.buyback@kfintech.com

**Website:** www.kfintech.com

**Investor Grievance Email:** einwardris@kfintech.com

**Contact Person:** Mr. Murali Krishna

**SEBI Registration No.:** INR00000221

**CIN:** L72400MH2017PLC444072

## 17. MANAGER TO THE BUYBACK

**motilal oswal**  
Investment Banking

**Motilal Oswal Investment Advisors Limited**

Motilal Oswal Tower, Rahimullah Sayani Road,

Opposite Parel ST Depot, Prabhadevi, Mumbai-400 025,

Maharashtra, India. **Tel. No.:** +91 22 7193 4380

**Email:** Gofashion.buyback@motilaloswal.com

**Website:** www.motilaloswalgroup.com

**Contact person:** Ritu Sharma/ Sukant Goel

**SEBI Registration No.:** INM000011005

**CIN:** U67190MH2006PLC160583

## 18. DIRECTOR’S RESPONSIBILITY

As per Regulation 24(j)(a) of the Buyback Regulations, the Board accepts responsibility for all the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Public Announcement is issued under the authority of the Board of Director in terms of the resolution dated January 29, 2026

For and on behalf of the Board of Directors of

GO FASHION (INDIA) LIMITED

Sd/-

**Prakash Kumar Saraogi**

Managing Director

DIN: 00429655

Sd/-

**Gautam Saraogi**

Executive Director &

Chief Executive Officer

DIN: 03209296

Sd/-

**Gayathri Kethar**

Company Secretary and

Compliance Officer

Membership No. – 25942

Date: January 31, 2026