

CANARA STEEL LIMITED

CIN U27104KA1973PLC002316

Regd add: N-301, 3RD FLOOR, NORTH BLOCK, FRONT WING MANIPAL CENTRE, 47, DICKENSON ROAD, BANGALORE - 560042

Contact No: 8660392096

Email id: secretary@manipal.com

LETTER OF OFFER FOR BUY-BACK OF EQUITY SHARES OF

CANARA STEEL LIMITED HAVING (CIN: U27104KA1973PLC002316)

Regd Office : 3rd floor, North Block, Manipal Center, Dickenson Road, Bangalore 560 042

Email : secretary@manipal.com Contact Person : Mr. Gagan Contact Number : 8660392096

[This Letter of Offer is in compliance with Rule 17 of the Companies (Share Capital and Debenture) Rules, 2014]

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION

This Letter of Offer dated 16th December 2024 (the “**Letter of Offer**”) is being sent to you as a registered equity shareholder of **CANARA STEEL LIMITED** (the “**Company**”), as on the Record Date, in accordance with the provisions of Section 68 of the Companies Act, 2013 read together with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification and re-enactment for the time being in force).

Cash offer to Buyback up to maximum of 7,62,773 (Seven lakhs sixty two thousand seven hundred and seventy three only) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees ten only) each, at a price of ₹ 50/- (Rupees Fifty only) per share for an aggregate maximum amount of upto ₹ 3,81,38,650 (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and fifty only) which represents 19.52% on a standalone basis of the total paid-up Equity Share capital and free reserves as per the latest available limited review un-audited financial statements of the Company for the half year ended September, 30, 2024, on standalone basis, through the Tender Offer process. The payment of consideration shall be made through NEFT/RTGS subject to availability of all information.

BUYBACK OPENS ON : **6th January 2025** BUYBACK CLOSES ON **4th February 2025**

LAST DATE OF RECEIPT OF COMPLETED TENDER FORM : **5th February 2025**

REGISTRAR TO THE BUYBACK

Purva Sharegistry India Pvt. Ltd

Unit no. 9 Shiv Shakti Ind. Estt. J R Boricha Marg, Lower Parel (E), Mumbai 400 011

Tel : 022-4970 0138 / 3522 0312

Email : support@purvashare.com

Website : www.purvashare.com

SEBI Registration No: INR000001112

Contact Person : Deepali

Collection Centres for Tender Forms

Udupi - Manipal surroundings	Mangalore & surrounding	Bangalore & other districts
K Vishwanath Nayak	Surendra Shenoy	Pramod/Shwetha
Canara Steel Limited,	Canara Steel Limited,	Canara Steel Limited,
C/o Canara Nidhi Limited.,	C/o P V Shah,	S 401, South Block,
First Floor, Manipal Centre.,	5-7-707/25, 3 rd Floor, City Point,	4 th Floor, Manipal Centre.,
Chittaranjan Circle,	Kodiabail ,	47 Dickenson Road,
Maruthi Veethika, Udupi - 576 101.	Mangalore - 575 003.	Bangalore - 560 042 .
Phone: 86603 97649	Phone: 99803 13624	Phone: 6363580094

SR. NO.	PARTICULARS	PAGE NO.
1	SCHEDULE OF ACTIVITIES AND DEFINITION OF KEY TERMS	1
2	DISCLAIMER CLAUSE AND BRIEF INFORMATION OF THE COMPANY	2 - 3
2	FINANCIAL INFORMATION OF THE COMPANY	3
3	TEXT OF THE RESOLUTION PASSED AT THE SHAREHOLDERS MEETING	4 - 5
4	DETAILS OF THE BUYBACK	5
5	AUTHORITY FOR THE BUYBACK	6
6	NECESSITY OF THE BUYBACK	6

CANARA STEEL LIMITED

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7	SOURCES OF FUNDS FOR BUYBACK	6
8	CAPITAL STRUCTURE	7
9	SHAREHOLDING PATTERN	7
10	MANAGEMENT DISCUSSION AND ANALYSIS OF BUYBACK	8
11	DETAILS OF ESCROW ACCOUNT	8
12	RECORD DATE	8
13	PROCEDURE FOR BUYBACK	9 - 12
14	OVERSUBSCRIPTION OF SHARES	12
15	SETTLEMENT PROCEDURE	13
16	TAX TREATMENT	14
17	DETAILS OF REGISTRAR TO THE BUYBACK AND COLLECTION CENTERS	14
18	DIRECTORS RESPONSIBILITY STATEMENT	14 - 15
19	DOCUMENTS FOR INSPECTION	15
20	FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT	16 - 18

SCHEDULE OF ACTIVITIES

Activity	Date
Date of Board Meeting approving the Buyback	16 th December 2024
Record Date for determining the eligible shareholders	27 th December 2024
Date of Opening of Buyback	6 th January 2025
Date of Closing of Buyback	4 th February 2025
Last date of receipt of completed Tender Forms and other specified documents including physical share certificates by the RTA	5 th February 2025
Last date of completion of verification by RTA	10 th February 2025
Last date of despatch of share certificate(s) by RTA / return of unaccepted demat shares to the respective shareholders demat account	21 st February 2025
Last date of payment of consideration to the Shareholders who participated in the Buyback Offer	24 th February 2025
Last date of Extinguishment of Shares	31 st March 2025

DEFINITION OF KEY TERMS

Acceptance	Acceptance of Equity Shares, tendered by Eligible Persons in the Buyback process
Act	The Companies Act, 2013, as amended including rules therein
Articles	Articles of Association of the Company
Company	Canara Steel Limited
Buyback Offer	Offer by Canara Steel Limited to buyback up to maximum of 7,62,773 (Seven lakh sixty two thousand seven hundred and seventy three only) fully paid-up Equity Shares of facevalue of Rs. 10 each at a price of Rs. 50/- per Equity Share for cash aggregating up to Rs.3,81,38,664 (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and sixty four only) from the Equity Shareholders of the Company through Tender Offer process, on a proportionate basis
DP	Depository Participant
Person eligible	Person(s) eligible to participate in the Buyback Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e. 27 th December 2024.
Letter of Offer	The Letter of Offer dated 16 th December 2024 filed with the Registrar of Companies
Method of Buy-back	Tender Offer

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Offer Period	The offer for buy back shall remain open for 30 days from the date of open of the buyback offer.
Offer/Buyback price	Price at which Equity Shares will be bought back from the Shareholders i.e Rs.50/- per fully paid up Equity Share, payable in cash
Offer/Buyback size	Number of Equity Shares proposed to be bought back (i.e. 7,62,773 (Seven lakhs sixty two thousand seven hundred and seventy three only) Equity Shares of face value of Rs.10 each multiplied by the Offer Price (i.e. Rs.50/- per equity share) aggregating to Rs.3,81,38,664 (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and sixty four only)
Record Date	The date for the purpose of determining the names of the Shareholders, to whom the Letter of Offer and Tender Offer Form will be sent and who are eligible to participate in the proposed buyback offer in accordance with the Companies Act. This date shall be 27 th December 2024.
Registrar to the buyback	Purva Share Registry India Private Limited

DISCLAIMER CLAUSE

The Board of Directors declares and confirms that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in a manner that would amount to misstatement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a misstatement/ misrepresentation, the Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act.

The Board of Directors also declares and confirms that funds borrowed from banks and financial institutions will not be used for the Buy-back.

This Letter of Offer has been prepared for the purposes of compliance with the Companies Act, 2013. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Registrar to the Buy-back are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

BRIEF INFORMATION OF THE COMPANY

The Company was incorporated as a public limited company on 23rd March 1973 under the name "Canara Steel Limited". The registered office of the Company is at N-301, III Floor, North Block, Manipal Centre, Dickenson Road, Bangalore 560042. The main source of revenue of the Company is rental income from immovable properties.

The Board of Directors of the Company as on the date of the Board Meeting comprises the following:

Name of the Director	Designation	DIN
Mr. Subbarame Gowda	Director	00046329
Mr. Shashindra Bhat	Director	00696157
Mr. Katpady Madhava Kini	Director	01228607
Mr. Jagadish Kudva	Director	02627373

This buyback will not result in any benefit to any directors except to the extent of their participation in the buyback, as applicable, and the change in their shareholding, as per the response received in the buyback, as a result of the extinguishment of shares which will lead to reduction of share capital post buyback.

The aggregate shareholding of the Promoters as on the date of this Letter of Offer is 20,87,144 Equity Shares, which represents 53.40% of the existing equity share capital of the Company. The promoters will not be participating in the buyback. The necessary consent/declaration for not participating in the buyback has been submitted by the all the promoters.

Sl.	Name of the Promoter	Number of shares	% of shares
1.	CCI LIMITED	400	0.01%
2.	GENERAL INVESTMENT AND COMMERCIAL CORPORATION LTD	1,41,815	3.63%
3	JAYA SUDHAKAR PAI	3,62,250	9.27%

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4.	MAHARASHTRA APEX ASSET MANAGEMENT COMPANY LIMITED	4,00,000	10.23%
5.	MANIPAL HOLDINGS PRIVATE LIMITED	7,39,840	18.93%
5.	MANIPAL HOME FINANCE LIMITED	3,80,779	9.74%
6.	T SUDHAKAR PAI	62,060	1.59%
	TOTAL	20,87,144	53.40%

All the other eligible shareholders have the option to participate in the Buy-back. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buy-back and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buy-back.

FINANCIAL INFORMATION ABOUT THE COMPANY

The Company's financial performance for the year ending 31st March 2024 alongwith the previous year is given hereunder:

Particulars	As on 31 st March 2024 (audited) Rs.in '000;	As on 30 th September 2024 (unaudited) Rs..in
Revenue From Operations	22,001.22	13420.31
Other income	6,642.44	3452.56
Total Income	28,643.66	16872.87
Profit Before Tax and Exceptional Items	22,259.56	12769.29
Add: Exceptional items	218.09	54.39
Profit / Loss before Tax	22,477.65	12823.69
Add/Less: Current Tax	(5,600.00)	0.00
Add/Less: Deferred tax	15.48	0.00
Add/Less: Income Tax of Earlier years	351.24	0.00
Net Profit / Loss after tax	17,244.37	12823.69
Other Comprehensive Income	-	-
Total comprehensive income for the year	17,244.37	12823.69
Proposed Dividend on Equity Shares	-	-
Earnings per share (EPS)	4.41	3.28

TEXT OF THE RESOLUTION PASSED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING

The Buyback through tender offer has been duly authorised by the resolution passed by the members at the 50th Annual General Meeting held on 30th September 2024. The extract of the same is as follows:

“RESOLVED THAT pursuant to the provisions of Sections 68 and all other applicable provisions, if any, of the Companies Act, 2013 including any modifications, amendments and re-enactments to the said Act, the Companies (Management and Administration) Rules, 2014, the Companies (Share Capital and Debenture) Rules 2014, to the extent applicable, the board of directors of the Company the Board hereby approves and recommends the buy-back of Equity shares by the Company of up to **7,62,773** fully paid-up equity shares of face value of ₹10/- (Rupees Ten only) each (“Equity Shares”) (representing **19.52%** of the total issued and paid-up equity share capital of the Company) at a price of **₹50/-** (Rupees Fifty Only) per Equity Share (the “Buy-back Offer Price”) to such extent over a period of time, payable in cash for an aggregate amount not exceeding **₹3,81,38,664** (Rupees Three Crores Eighty One Lakh Thirty Eight Thousand Six Hundred and Sixty Four only) excluding any expenses incurred or to be incurred for the buy-back such as fee payable to the public announcement, publication expenses, printing and dispatch expenses, transaction costs viz. brokerage, applicable taxes such as buyback tax, securities transaction tax, goods and services tax, stamp duty, etc. and other incidental and related expenses.

“RESOLVED FURTHER THAT all of the shareholders of the Company, as on the record date, will be eligible to participate in the Buy-back based on the offer letter issued by the Board.

“RESOLVED FURTHER THAT the Board be and are hereby authorized to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, determination of the Buyback

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Size, time frame for completion of Buyback; appointment of bankers, advisors, existing Registrars And Transfer Agents i.e. Purva Share Registry Pvt Ltd, scrutinizers, consultants as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the paper advertisement, and to make all necessary applications to the appropriate authorities for their approvals including and initiating all necessary actions for preparation and issue of various documents including paper advertisement, letter of offer, opening, operation and closure of necessary accounts as required under the Buyback provisions, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, approving the split of physical share certificates and transfer of shares, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, and filing such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with the Authorities and/or Statutory Authorities as may be required from time to time.

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

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to provide the certified true copy of the resolution and undertake all such activities as deem necessary for giving to the aforesaid resolution and file the return of buyback.”

DETAILS OF BUYBACK

Canara Steel Limited has announced the Buyback of up to maximum of 7,62,773 (Seven lakh sixty two thousand seven hundred and seventy three Only) fully paid up Equity Shares of face value of Rs 10 each of the Company, from the Existing Shareholder(s) / Beneficial Owner(s) of Equity Shares of the Company through the Tender Offer process in accordance with Sections 68, 69, 70 and other applicable provisions of the Act, the relevant rules and provisions contained in the Articles of Association of the Company at a price of Rs.50/- (Rupees Fifty only) per share aggregating upto Rs.3,81,38,664 (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and sixty four only). The Company shall buyback upto **7,62,773** (Seven lakhs sixty thousand seven hundred and seventy three only) fully paid-up Equity Shares of face value of Rs.10 each representing 19.52% of the total paid up Equity Capital.

The Buy Back is proposed to be implemented by the Company through Tender Offer Method from the equity shareholders on a proportionate basis.

The company confirms that:

- a) All the equity shares for Buy-back are fully paid-up and there are no partly paid-up shares or calls-in-arrears;
- b) The ratio of an aggregate of secured and unsecured debts owed by the Company after buy-back is not more than twice the paid-up capital and free reserves.
- c) There are no outstanding preference shares or convertible securities;
- d) It shall not issue, including through a bonus issue, Equity Shares or any other specified securities, until the expiry of the Buy-back Period.
- e) There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.
- f) No offer of buy-back shall be made within a period of one year reckoned from the date of the closure of the preceding offer of buyback

AUTHORITY FOR THE BUY-BACK

The Buy-back is pursuant to Article 44 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, and rules framed thereunder, including the Share Capital Rules and

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the Management Rules, to the extent applicable, subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary.

The Buy-back has been duly authorised by the members by a special resolution passed at the 50th Annual General Meeting held on 30th September 2024. Except this, the Company does not have to seek any approval from any authority.

NECESSITY FOR BUYBACK

- 1) The Company intends to buy-back its shares in order to rationalize its capital structure and for the following reasons:
 - (a) Enhance shareholder value by utilizing surplus cash available with the Company;
 - (b) Improve earnings per share;
 - (c) Improve return on capital
 - (d) Offering liquidity to minority shareholders;
 - (e) Achieving optimum capital structure; and
 - (f) Service equity more efficiently.

The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

SOURCES OF FUNDS FOR THE BUYBACK

Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback would be an aggregate maximum amount of Rs. 3,81,38,664/- (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and sixty four only) excluding any expenses incurred or to be incurred for the buy-back such as fee payable to the public announcement, publication expenses, printing and dispatch expenses, transaction costs, and other incidental and related expenses, which represents 19.52% of the paid up capital and free reserves of the as per the latest available Limited Review Report of the Company based on the unaudited financials for the six month period 1st April 2024 to 30th September 2024.

The funds for the implementation of the Buy-back (including the transaction costs) will be sourced out of free reserves of the Company and/or such other source as may be permitted by the Companies Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity Shares so bought back to the Capital Redemption Reserve Account, and details of such transfer shall be disclosed in its subsequent audited financial statements.

The funds borrowed, if any, from banks and financial institutions will not be used for the Buy-back.

CAPITAL STRUCTURE

The present capital structure of the Company as of the date of the Letter of Offer is as follows

Particulars	Pre-Buy-back
Authorised Share Capital	
40,00,000 Equity Shares of Rs. 10/- each	4,00,00,000
Issued, Subscribed and Paid-up Share Capital	
39,07,650 Equity Shares of Rs. 10/- each	3,90,76,500

Assuming response to the Buy-back is to the extent of 100% (full acceptance), the paid-up Equity Share Capital of the Company Post-Buy-back would be as follows:

Particulars	Post-Buy-back (Rs.)
Authorised Share Capital	
- 40,00,000 Equity Shares of ₹ 10/- each	4,00,00,000
Issued, Subscribed and Paid-up Share Capital	
- 31,44,877 Equity Shares of ₹ 10/- each	3,14,48,770

SHAREHOLDING PATTERN

The shareholding pattern of the Company is as below :

Category	No of shares	%
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BODIES CORPORATE	3,97,060	10%
PROMOTER		
MANIPAL HOLDINGS PRIVATE LIMITED	7,39,840	19%
MAHARASHTRA APEX ASSET MANAGEMENT COMPANY LIMITED	4,00,000	10%
MANIPAL HOME FINANCE LIMITED	3,80,779	10%
CCI LIMITED	400	0%
GENERAL INVESTMENT AND COMMERCIAL CORPORATION LTD	1,41,815	4%
T SUDHAKAR PAI	62,060	2%
JAYA S PAI	3,62,250	9%
	20,87,144	53%
HINDU UNDIVIDED FAMILY	2,000	0%
N.R.I. (NON-REPAT)	450	0%
RESIDENT INDIVIDUALS	14,20,996	36%
TOTAL	39,07,650	100%

Number of Equity Shares purchased or sold by the Promoter/ Promoter group of the Company during a period of twelve months preceding the date of the Board Meeting held on 16th December 2024.

Sr. No	Name of the Shareholder	No. of Shares acquired/(sold)	Nature of Transaction	Maximum Price	Date of Maximum Price	Minimum Price	Date of Minimum Price
Nil							

MANAGEMENT DISCUSSION AND ANALYSIS OF BUYBACK ON THE COMPANY

The Buyback is expected to enhance overall long-term shareholders' value for continuing shareholders, without compromising on the future growth opportunities of the Company, as well as provide an exit opportunity to the public shareholders.

The Buyback is not likely to cause any material adverse impact on the profitability/earnings of the Company. The Company will also bear the cost of the Buyback transaction.

As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid-up equity share capital and free reserves post-completion of the Buy-back, even if the response to the Buy-back is to the extent of 100% (full acceptance).

The Buyback will be funded from out-of-free reserves and the securities premium account of the Company and in accordance with Section 68(1) of the Companies Act.

In accordance with the regulatory provisions, the shares bought will compulsorily be canceled and will not be held for reissue.

As per the provision of the Act, the Company will not be allowed to issue fresh Equity shares for a period of Six Months after the completion of the buy-back.

DETAILS OF THE ESCROW ACCOUNT:

Following are the details of the demat escrow account (Corporate Demat Account) opened for the Buyback Offer with HDFC Bank

Name of the Account	CANARA STEEL LIMITED
ISIN	INE841P01017
CLIENT ID	67339884

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DPID	IN301549
PAN	AAACC7604D

RECORD DATE

The Board of Directors in its meeting held on 16th December 2024 announced 27th December 2024 as the Record Date for the purpose of determining the names of the shareholders, who are eligible to participate in the proposed Buyback Offer

PROCEDURE FOR THE OFFER

A) General Instructions:

The offer is open to all the Equity Shareholders of the Company. The Offer Form is attached with this Letter of Offer and is being mailed/registered post/couriered to all the shareholders of the company whose names appear on the Register of Members of the Company as per the records made available to the Company on 27th December 2024 being the Record date.

A tender of Equity Shares pursuant to any of the procedures described in the Letter of Offer will constitute a binding agreement between the Company and the Shareholder, including the Shareholder's acceptance of the terms and conditions of the Letter of Offer.

Eligible Shareholders of the Company who wish to accept the Offer and tender their Equity Shares can hand deliver the Form of Acceptance-cum-Acknowledgment duly signed along with all the relevant documents to the below mentioned collection centers

Udupi - Manipal surroundings	Mangalore & surrounding	Bangalore & other districts
K Vishwanath Nayak	Surendra Shenoy	Pramod/Shwetha
Canara Steel Limited,	Canara Steel Limited,	Canara Steel Limited,
C/o Canara Nidhi Limited.,	C/o P V Shah,	S 401, South Block,
First Floor, Manipal Centre.,	5-7-707/25, 3 rd Floor, City Point,	4 th Floor, Manipal Centre.,
Chittaranjan Circle,	Kodiabail ,	47 Dickenson Road,
Maruthi Veethika, Udupi - 576 101.	Mangalore - 575 003.	Bangalore - 560 042 .
Phone: 86603 97649	Phone: 99803 13624	Phone: 6363580094

during the working hours on or before the date of closure of the offer period, i.e. no later than 5th February 2025.

Applicants who cannot hand deliver their documents as mentioned at the collection centre referred to above, may send the same by registered post with acknowledgement due or by courier, at their own risk and cost, to the Registrar to the Offer at its address,

Purva Share Registry India Pvt. Ltd

Unit no. 9 Shiv Shakti Ind. Estt. J R Boricha Marg, Lower Parel (E), Mumbai 400 011

Tel : 022-4970 0138 / 3522 0312; Email : support@purvashare.com

Website : www.purvashare.com SEBI Registration No: INR000001112

Contact Person : **Ms.Deepali**

B) Documents to be delivered by all Eligible Shareholders:

(a) For Equity Shares held in the **DEMATERIALIZED FORM**:

- Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein by all the beneficial holders of the Equity Shares, as per the records of the DP.
- Photocopy of the Delivery Instruction (DIS) in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the DP.
- Depository Participant should submit the DIS IN the "Off-market trade" mode, Reason Code 12, and as per the details provided below –

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DP Name	HDFC Bank Limited
DP ID Number	IN301549
Beneficiary Account Name	CANARA STEEL LIMITED
Beneficiary Account Number/ Client ID Number	67339884
Market	Off-Market: Reason Code 12 PAN : AAACC7604D

Please note the following:

- (i) For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgment.
 - (ii) The Registrar to the Offer is not bound to accept those Form of Acceptance-cum-Acknowledgment, for which corresponding Equity Shares have not been credited to the above special depository account. In case of non-receipt of the duly completed Form of Acceptance-cum-Acknowledgement, but credit of Equity Shares to the special depository account, prior to the Closure of the Tendering Period, the Company may, in its sole discretion, deem the Equity Shares to have been accepted by the tendering shareholder, under the Offer.
- (b) For Equity Shares held in **PHYSICAL FORM:**
- i. The Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - ii. Original share certificates
 - iii. Valid share transfer form(s) 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 favor of the Company.
 - iv. Attestation of signature of the shareholder by the banker, in case if the signature recorded with the company could vary from the current signature of the shareholder. The attestation should be in form ISR2, which can be downloaded from the website of the company www.canarasteel.com
 - v. Self-attested copy of the Shareholder's PAN Card
 - vi. Original cancelled cheque leaf with the name of first holder printed on it.
 - vii. Any other relevant documents such as (but not limited to):
 - Duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies
 - viii. In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

(c) For shares held by Non-Resident Shareholders:

- a) Non-resident shareholders (excluding FII) should also enclose a copy of the permission received by them from RBI if applicable, to acquire the shares held by them in the Company.
- b) In case the shares are held on a repatriation basis, the non-resident shareholder should obtain and enclose a letter from its authorized dealer/bank confirming that at the time of acquiring the said shares, payment for the same was made by the non-resident shareholder from the appropriate account as specified by RBI in its approval. In case the non-resident shareholder is not in a position to produce the said certificate, the shares would be deemed to have been acquired on non-repatriation basis and in that case the holder 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 shares accepted under the buyback.
- c) If any of the above stated documents, as applicable, are not enclosed along with the application form, the shares tendered under the buyback are liable to be rejected.

CANARA STEEL LIMITED

CIN U27104KA1973PL0002316

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Contact Nr: 8660392096

Email id: secretary@manipal.com

D) In case of Non-receipt of the letter of Offer / Application Form:

In case of non-receipt of the Letter of Offer, the Eligible Shareholders holding shares in physical form may make an application to the Registrar to the Offer, on a plain paper stating the name, address, number of Equity Shares held, distinctive numbers, folio number, number of Equity Shares offered along with documents as mentioned below so as to reach the Registrar to the Offer on or before the closure of the Tendering Period i.e., no later than 5th February 2025 or in case of shareholders holding shares in demat form send the application in writing to the Registrar to the Offer, on plain paper stating the name, address, number of Equity Shares held, number of Equity Shares offered, DP name, DP ID, beneficiary account number and a photocopy of the delivery instruction in "off- market" mode or counterfoil of the delivery instruction in "off-market" mode, duly acknowledged by the DP, in favour of the special depository account, so as to reach the Registrar to the Offer, on or before the closure of the Tendering Period i.e., no later than 5th February 2025.

Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender the Equity Shares in the Offer are required to submit the Form of Acceptance- cum- Acknowledgment together with the original share certificate(s), valid Transfer Deed(s) and such other documents as may be specified in the Letter of Offer and the Form of Acceptance- cum- Acknowledgment, duly signed and addressed to the Registrar to the Offer, either by hand delivery on weekdays at the center mentioned above or by registered post or courier at the address mentioned above, so as to reach the Registrar to the Offer on or before the closure of the Tendering Period i.e., no later than 5th February 2025 in accordance with the instructions specified in the Letter of Offer and the Form of Acceptance-cum-Acknowledgment.

OVERSUBSCRIPTION OF SHARES

In case the number of Equity Shares validly tendered in the Offer by the Eligible Shareholders are more than the Equity Shares to be acquired under the Offer, the acquisition of Equity Shares from each Eligible Shareholder will be on a proportionate basis in consultation with the Company, ensuring that the basis of acceptance is decided in a fair and equitable manner.

In such case of Equity shares validly tendered being more than the Equity Shares to be acquired, the company shall have right to split the share certificate tendered by the shareholder and issue new share certificates towards the accepted and unaccepted portion, out of which the certificate towards unaccepted portion would be returned to the concerned shareholder.

Unaccepted Equity Shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Eligible Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Eligible Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

SETTLEMENT PROCEDURE:

The Company will pay the consideration to the shareholders in respect of the shares bought back within seven working days of completion of verification i.e. within 22 days after the closing of the buyback.

The payment of consideration for accepted applications shall be made by the Company to the sole / first shareholder through RTGS/NEFT.

In case of shares held in dematerialized form the payment will be processed to the bank account details in the demat account. The shareholder are therefore requested to ensure that correct bank details are updated in the demat account.

In case of shares held in physical form, the payment will be processed to the bank as per the details provided in the form submitted and the cancelled cheque leaf.

The shares lying to the credit of the Company Depository Account will be extinguished in the manner specified in the rules.

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All documents sent by shareholders and all remittances to shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.

So as to avoid fraudulent encashment in transit, the Eligible Shareholder(s) holding Equity Shares in physical form should provide details of bank account of the first/sole shareholder as provided in the Form of Acceptance-cum-Acknowledgment

The decision regarding (i) the acquisition (in part or full), of the Equity Shares tendered pursuant to the Offer, or (ii) rejection of the Equity Shares tendered pursuant to the Offer along with (a) any corresponding payment for the acquired Equity Shares and/or (b) return of share certificates for any rejected Equity Shares or Equity Shares accepted in part, will be dispatched to the Eligible Shareholders by registered post, at the Eligible Shareholder's sole risk. Equity Shares held in dematerialised form to the extent not acquired will be credited back to the respective beneficiary account with their respective Depository Participants as per the details furnished by the beneficial owners in the Form of Acceptance-cum-Acknowledgment

In case of rejection of Equity Shares tendered for any reason, the unaccepted original share certificates, Transfer Forms and other documents, if any, will be returned by registered post/speed post at the Eligible Shareholder's/unregistered holder's sole risk as per the details provided in the Form of Acceptance-cum-Acknowledgment. Equity Shares held in dematerialised form, to the extent not accepted, will be returned to the beneficial owner to the credit of the beneficial owner's DP account with the respective DP as per the details furnished by the beneficial owner(s) in the Form of Acceptance-cum-Acknowledgment.

TAX TREATMENT OF CONSIDERATION PAYABLE TO SHAREHOLDERS:

The buyback proceeds are treated as deemed dividend for the shareholders. The Company will be deducting TDS at the rate of :

Category	TDS rate
Individuals/Bodies Corporate	10%
Non-resident Individuals	20%
Individuals/Bodies Corporate (where the PAN is not available)	20%

The TDS will be remitted by the Company and the TDS certificate will be given to the shareholders

DETAILS OF REGISTRAR TO THE BUY-BACK

Purva Sharegistry India Pvt. Ltd

Unit no. 9 Shiv Shakti Ind. Estt. J R Boricha Marg, Lower Parel (E), Mumbai 400 011

Tel : 022-4970 0138 / 3522 0312

Email : support@purvashare.com

Website : www.purvashare.com

SEBI Registration No: INR000001112

Contact Person : Ms. Deepali

Shareholders residing at a location where there is no collection centre, should send the Tender Form and relevant documents to the Registrar to the Buyback at its Chennai office by mode mentioned herein below.

Note: Shareholders can also send the Tender Form by courier/speed post/registered post so as to reach Registrar to Buyback, by super scribing the envelope as CANARA STEEL LIMITED- Buyback Offer". The Tender Form should reach Registrar to Buyback before 5 P.M. on 5th February 2025 failing which the same will be rejected.

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company accepts full responsibility for the information contained in this announcement.

The Board of Directors of the Company have approved the letter of offer at their meeting held on 16th December 2024 and the Company shall file a statutory declaration duly signed by two Directors of the Company to the Registrar of Companies Karnataka to the effect that:—

CANARA STEEL LIMITED

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-
- (a) The Board of Directors confirm that there have been no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or Banks.
- (b) The Board of Directors confirm that based on a full enquiry conducted into the affairs and prospectus of the Company, they have formed the opinion:—
- (i) That as regards its prospects for the year immediately following the date that having regard to their intentions concerning the management of the Company's business during that year and to the amount and character of the financial resources which will in their 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 one year from that date, and
- (ii) That in forming their opinion for the above purposes, the directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities)

DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at CANARA STEEL LIMITED, N-301, IIIRD FLOOR, NORTH BLOCK, MANIPAL CENTER, DICKENSON ROAD, BANGALORE 560 042 between IST 10.00 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays, and on the website of the Company (i.e. www.canarasteel.com)

- a. Certificate of Incorporation
- b. Memorandum and Articles of Association of the Company
- c. Declaration of Solvency by the Directors
- d. Resolution passed by the Directors
- e. Copy of the Annual Reports of the Company for the last three years

For **CANARA STEEL LIMITED**

Sd/-
SHASHINDRA BHAT
Director
DIN : 00696157

For **CANARA STEEL LIMITED**

Sd/-
KATPADY MADHAVA KINI
Director
DIN : 01228607

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FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this form along with enclosures to Purva Registry India Private Limited, the Registrar to the Offer, at their registered office address provided in the Letter of Offer or any of the collection centres mentioned)

OFFER OPENS ON	6 th January 2025
OFFER CLOSSES ON	4 th February 2025

From

Folio No./DP ID No./Client ID No.

Name:

Address:

Tel No.:

To,

Purva Shareregistry India Pvt. Ltd

Unit no. 9 Shiv Shakti Ind. Estt. J R Boricha Marg, Lower Parel (E), Mumbai 400 011

Tel : 022-4970 0138 / 3522 0312

Dear Sir/Madam,

Sub: Letter of Offer, dated 16th December 2024, to Buy Back up to a maximum of 7,62,773 Equity Shares of Canara Steel Limited ("Company") at a price of Rs. 50/- (Rupees Fifty only only) per Equity Share aggregating up to Rs. 3,81,38,650/- (Rupees Three crores eighty one lakhs thirty eight thousand six hundred and fifty only)

I/We refer to the Letter of Offer dated 16th December 2024 for acquiring the Equity Shares held by me/us in the Company on the terms and conditions set out below and in the Letter of Offer.

I/We authorize the Company to Buy Back the Equity Shares offered and as a consequence to extinguish the share certificate

I / We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback Offer.

I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Equity Shareholders.

I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.

I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender/offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder.

I/ We authorize the Company to split the Share Certificate and issue a new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.

FOR EQUITY SHARES IN DEMATERIALIZED FORM

I / We, holding Equity Shares in the dematerialized form, accept the Buyback Offer and enclose the photocopy of the Delivery Instruction in "Off-market" mode, duly acknowledged by the Depository Participant ("DP") in respect of my shares as detailed below

DP Name	DP ID	Client ID	Beneficiary Name	No of shares	Depository

I / We have executed an off-market Transaction via a Inter depository delivery instruction through NSDL/CDSL

Depository Name	National Securities Depository Limited
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Account Name	CANARA STEEL LIMITED
DP Name	HDFC BANK LIMITED
DP ID Number	IN301549
Beneficiary Account Number	67339884
ISIN	INE841P01017
Mode	Off-Market – Reason Code 12

I / We note and understand that the Equity Shares would lie in the Special Depository Account until the time the Company dispatches the purchase consideration as mentioned in the Letter of Offer. I / We also note and understand that the Company will pay the purchase consideration only after verification of the documents

FOR EQUITY SHARES HELD IN PHYSICAL MODE:

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

☐ Resident

☐ Non-Resident

I/We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No of equity shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet With the above details and authenticate the same)				TOTAL	

enclosures as mentioned herein:

Enclosures (whichever is applicable)

- ☐ Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or Equity Share transfer deed(s)
- ☐ Original Equity Share certificate(s)
- ☐ Valid Equity Share transfer deed(s)
- ☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- ☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- ☐ Self-attested copy of PAN card of all the transferor(s)
- ☐ Other relevant documents (please specify)