

LADDERUP FINANCE LIMITED

Corporate Identity Number (CIN): L67120MH1993PLC074278
Registered Office: A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra East, Mumbai-400051, Maharashtra. **Tel. No.:** +91-22-4246 6363 | **Email ID:** investor@ladderup.com | **Website:** www.ladderup.com
Contact Person: Mr. Dhiraj Gupta -Company Secretary & Compliance Officer

POST-BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF LADDERUP FINANCE LIMITED (“COMPANY”/ “LFL”) FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This post-Buyback public announcement (“**Post-Buyback Public Announcement**”) is being made pursuant to Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof (“**Buyback Regulations**”). This Post-Buyback Public Announcement should be read in conjunction with the Public Announcement published on Wednesday, August 29, 2024 (“**Public Announcement**”) and the Letter of Offer dated September 09, 2024 (“**Letter of Offer**”) issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Public Announcement and Letter of Offer.

- 1. THE BUY-BACK**
- 1.1. Ladderup Finance Limited had announced the offer to Buyback up to 25,00,000 (Twenty Five Lakhs) fully paid-up Equity Shares of face value of ₹10 (Rupees Ten Only) each of the Company (“**Equity Shares**”), representing 19.45% of the total number of Equity Shares in the paid-up Equity Share capital of the Company, from all Eligible shareholders (Equity Shareholders as on Friday, September 06, 2024 (“**Record Date**”) on a proportionate basis, through the “**Tender Offer**” route through Stock Exchange Mechanism, at a price of ₹44/- (Rupees Forty Four only) per Equity Share (“**Buyback Price**”), payable in cash, for an aggregate maximum amount of ₹11,00,00,000 (Rupees Eleven Crores only) (“**Buyback Offer Size**”) excluding the Transaction Costs, representing 22.73% and 16.18% of the aggregate of the total paid up equity share capital and free reserves of the Company based on the audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2024, respectively (being the latest standalone and consolidated audited financial statements available at the Board Meeting recommending the proposal of the Buyback), which is within the statutory limit of 25.00% under the Companies Act, 2013 (the “**Act**”) and Regulation 4(i) of the SEBI Buyback Regulations.
- 1.2. The Company had adopted the Tender Offer process for the purpose of Buyback. The Buyback was implemented by the Company using the “**Mechanism for Acquisition of Shares through Stock Exchange**” as specified by SEBI in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021, circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 and such other circulars as may be applicable, including any further amendments thereof (“**SEBI Circulars**”). For the purposes of the Buyback, BSE Limited (“**BSE**”) was the designated Stock Exchange.
- 1.3. The Buyback was opened on Wednesday, September 11, 2024, and Closed on Thursday, September 19, 2024.

- 2. DETAILS OF THE BUYBACK**
- 2.1 22,50,123 (Twenty Two Lakhs Fifty Thousand One Hundred Twenty Three) Equity Shares were bought back pursuant to the Buyback, at a price of ₹44 (Rupees Forty Four Only) per Equity Share.
- 2.2 The total amount utilized in the Buyback was ₹9,90,05,412 (Rupees Nine Crores Ninety Lakhs Five Thousand Four Hundred and Twelve only), excluding Transaction Costs.
- 2.3 The Registrar to the Buyback i.e., Link Intime India Private Limited (“**Registrar**”), considered a total of **83** valid bids for 22,50,123 Equity Shares in response to the Buyback, which is **0.90** times of the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category	Number of Equity Shares available for Buyback. (A)	Total no. of bids received in the category	Total Equity Shares bid for in the category (B)	Total valid Bids received in the category	Total valid Equity Shares received in the category** (C)	Total valid Bids received in the category
Small Shareholder Category	3,75,000	70	21,681	70	21,130	0.06
General Category	21,25,000	13	22,28,993	13	22,28,993	1.05
Not in Master file*	-	2	1001	-	-	-
Total	25,00,000	85	22,51,675	83	22,50,123	0.90

*2 bids for 1001 Equity Shares were not considered since they were not shareholders as on Record Date
**Excludes excess bid by 1 shareholder for 551 Equity Shares under Reserved Category and NIL shareholders for NIL Equity Shares under General Category, which were over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.

- 2.4 All valid bids were considered for the purpose of acceptance in accordance with the SEBI Buyback Regulations and the terms set out in the Letter of Offer. The communication of acceptance / rejection was dispatched by the Registrar, via email, to the relevant Eligible Shareholders (who have their email IDs registered with the Company or the Depositories) on Wednesday, September 25, 2024. In case where email IDs were not registered with the Company or the Depositories, physical letters of acceptance / rejection were dispatched to the Eligible Shareholders by the Registrar and the same was completed on Wednesday, September 25, 2024.
- 2.5 The settlement of all valid bids was completed by the Indian Clearing Corporation Limited (“**Clearing Corporation**”) on Wednesday, September 25, 2024. The Clearing Corporation has made direct funds pay-out to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reason, then the amount payable to the Eligible Shareholders were/will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholders.
- 2.6 Demat Equity Shares accepted under the Buyback were transferred to the Company’s demat account on Wednesday, September 25, 2024. The unaccepted demat Equity Shares have been returned to respective Eligible Shareholders/lien removed by the Clearing Corporation on Wednesday, September 25, 2024. If the Equity Shares transfer instruction is rejected in the depository system, due to any issue then such Equity Shares will be transferred to the Shareholder Broker depository pool account for onward transfer to such Eligible Shareholders. There were no Physical Shares tendered in the Buyback.
- 2.7 The extinguishment of 22,50,123 (Twenty-Two Lakhs Fifty Thousand One Hundred Twenty-Three) Equity Shares accepted under the Buyback is currently under process and shall be completed in accordance with the SEBI Buyback Regulations on or before Tuesday, October 08, 2024.

- 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN**
- 3.1 The capital structure of the Company before and after the completion of the Buyback is set forth below:

Particulars	Pre-Buyback	Post Buyback*
Authorised Share Capital		
1,50,00,000 equity shares of ₹ 10 each	1,500.00	1,500.00
Total	1,500.00	1,500.00
Issued, subscribed and Paid-up Capital		
1,28,52,600 equity shares of ₹ 10 each	1,285.26	-
1,06,02,477 equity shares of ₹ 10 each	-	1,060.25
Total Paid-Up Capital	1,285.26	1,060.25

*Subject to extinguishment of 22,50,123 Equity Shares accepted in the Buyback

- 3.2 Details of Eligible Shareholders from whom Equity Shares exceeding 1% (one per cent) of the total Equity Shares bought back have been accepted under the Buyback are as under:

Sr. No.	Name of Shareholder	No. of Equity Shares Accepted under the Buyback	Equity Shares Accepted as a % of total Equity Shares Bought Back	Equity Shares accepted as a % of the total Post Buyback Equity Share Capital of the Company*
1	Indianivesh Capitals Limited	8,40,000	37.33	7.92
2	Anmol Insurance Consultants Private Ltd	5,14,442	22.86	4.85
3	Nirmala D Shah	3,00,000	13.33	2.83
4	Casanostra Estates Private Limited	2,20,000	9.78	2.07
5	Panna Lal Bhansali	90,000	4.00	0.85
6	Shivprakash Ramawatar Agrawal	64,900	2.88	0.61
7	Rakesh Ramawatar Agrawal	64,200	2.85	0.61
8	Divya Agrawal	62,040	2.76	0.59
9	Snehlata Rajesh Nuwal	55,000	2.44	0.52

*Subject to extinguishment of 22,50,123 Equity Shares.

- 3.3 The shareholding pattern of the Company before the Buyback (as on the Record Date, i.e., Friday, September 06, 2024) and after the Buyback is provided below:

Particulars	Pre Buyback		Post Buyback	
	Number of Equity Shares	% to the existing Equity Share Capital	Number of Equity Shares	% to the existing Equity Share Capital
Promoter and Promoter Group	73,06,658	56.85	73,06,658	68.91
Foreign Investors (including Non-Resident Indians, FIIs, FPIs and Foreign Mutual Funds)	4,338	0.03	32,95,819	31.09
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions and Insurance Companies	-	-		
Other (public, Bodies Corporate etc.)	55,41,604	43.12		
Total	1,28,52,600	100.00	1,06,02,477	100.00

*Subject to extinguishment of 22,50,123 Equity Shares.

- 4. MANAGER TO THE BUYBACK OFFER**
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Mark Corporate Advisors Private Limited
CIN: U67190MH2008PTC181996
Address: 404/1, L4, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057.
Contact Person: Mr. Niraj Kothari/Mr. Manish Gaur
Telephone No.: +91 22 2612 3208 | **Email ID:** buyback@markcorporateadvisors.com
Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com
SEBI Regn. No.: INM000012128
Website: www.markcorporateadvisors.com

- 5. DIRECTORS' RESPONSIBILITY**
- In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Post-Buyback Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information.
- For and on behalf of the Board of Directors of **Ladderup Finance Limited**
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|---|---|--|
| Sd/-
Sunil Goyal
Chairman and Managing Director
DIN: 00503570 | Sd/-
Manoj Singrodia
Non-Executive Director
DIN: 01501529 | Sd/-
Dhiraj Gupta
Company Secretary & Compliance Officer
Membership No: A47161 |
|---|---|--|
- Date:** September 26, 2024
Place: Mumbai