

**DRAFT LETTER OF OFFER***'This document is important and requires your immediate attention'*

This Draft Letter of Offer is being sent to you as the Public Shareholder of Dhruva Capital Services Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or the Registrar. In case you have recently sold your Equity Shares, please hand over this Draft Letter of Offer and the accompanying form of acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was affected.

**OPEN OFFER BY**

Name	Acquirers	Address	Contact Details	Email Address
Rachna Suman Shaw	Acquirer 1	Indralok Apartment, 7th Floor, Flat 701,187, N.S.C Bose Road, Regent Park, Kolkata-700040, West Bengal, India	+91-9830010576	pritrach.jaiswal@gmail.com
Shreeram Bagla	Acquirer 2	CF-72 Sec-1, Saltlake, BNCC Block, Bindhannagar (M), North 24 Parganas, Kolkata – 700064, India	+91-9836199910	shreeram_bagla@yahoo.co.in
Sridhar Bagla	Acquirer 3	A 402, Fountain Heights, Akurli Road, Lokhandwala Township, Kandivali east, Mumbai-400101, Maharashtra, India	+91-9920957834	baglasridhar@gmail.com

There is no person acting in concert for this Offer.

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF DHRUVA CAPITAL SERVICES LIMITED**

**Corporate Identification Number:** L67120RJ1994PLC008593;

**Registered Office:** 3A, Circle View, 169, Fatehpura, Near Sukhadia Circle, Udaipur-313001, Rajasthan, India;

**Contact Number:** +91-294-2424907; **Email Address:** dhruvacapital@gmail.com; **Website:** dhruvacapital.com.

**Open Offer for acquisition of up to 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of Dhruva Capital Services Limited, at an offer price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share, to the Public Shareholders of the Target Company, by Mrs. Rachna Suman Shaw ('Acquirer 1'), Mr. Shreeram Bagla ('Acquirer 2') and Mr. Sridhar Bagla ('Acquirer 3') (hereinafter collectively referred to as 'Acquirers') pursuant to and in compliance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended.**

**Please Note:**

- This Offer is being made by the Acquirers, in pursuance of the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, for substantial acquisition of Equity Shares and Voting Share Capital accompanied with change in control and management of the Target Company.
- As on the date of this Draft Letter of Offer, to the best knowledge of the Acquirers, there are no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Offer. However, the Offer would be subject to all statutory approval(s) as may be required and/or may subsequently become necessary to acquire at any later date.
- If there is any upward revision in the Offer Price and/ or the Offer Size at any time up to 1 (One) Working Day prior to commencement of the Tendering Period i.e., **Monday, August 21, 2023**, in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement had appeared. If the Offer is withdrawn pursuant to Regulation 23 of the SEBI (SAST) Regulations, the same would be communicated within 2 (Two) Working Days by an announcement in the same newspapers in which the Detailed Public Statement had appeared.
- This is not a competitive offer as per Regulation 20 of the SEBI (SAST) Regulations.**
- If there is a competitive offer, then the Offer under all subsisting bids shall open and close on the same date.**
- This Offer is not subject to a minimum level of acceptance by the Public Shareholders of the Target Company and is not a conditional offer under Regulation 19 of the SEBI (SAST) Regulations.
- Public Shareholders, who have accepted this Offer by tendering the requisite documents in terms of the Offer Documents, shall not be entitled to withdraw such acceptance during the Tendering Period.
- The procedure for acceptance is set out in Paragraph 8 titled as 'Procedure for Acceptance and Settlement of the Offer' at page 24 of this Draft Letter of Offer.
- The Offer Documents would also be available and accessible on SEBI's website at www.sebi.gov.in, BSE's website at www.bseindia.com, Manager to the Offer's website at [www.swarajshares.com](http://www.swarajshares.com), and Registrar's website accessible at [www.purvashare.com](http://www.purvashare.com).

For capitalized terms, refer to the Paragraph titled 'Definitions and Abbreviations' beginning on page 6 of this Draft Letter of Offer.

**MANAGER TO THE OFFER****SWARAJ SHARES AND SECURITIES PRIVATE LIMITED**

Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India

**Telephone Number:** +91-22-69649999

**Email Address:** [compliance@swarajshares.com](mailto:compliance@swarajshares.com)

**Website:** [www.swarajshares.com](http://www.swarajshares.com)

**Contact Person:** Mr. Tanmoy Banerjee/Ms. Pankita Patel

**SEBI Registration Number:** INM000012980

**Validity:** Permanent



**Bigshare Services Pvt. Ltd.**

**REGISTRAR TO THE OFFER****BIGSHARE SERVICES PRIVATE LIMITED**

E-3 Ansa Industrial Estates Aki Vihar Road Sakinaka Mumbai 400072 Maharashtra, India

**Telephone Number:** +91-22-6263 8200

**E-mail Address:** [openoffer@bigshareonline.com](mailto:openoffer@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Contact Person:** Mr. Satish Sethe

**SEBI Registration Number:** INR000001385

**Validity:** Perpetual

**OFFER OPENING DATE**

**Tuesday, August 22, 2023**

**OFFER CLOSING DATE**

**Monday, September 04, 2023**

## TENTATIVE SCHEDULE OF THE MAJOR ACTIVITIES RELATING TO THIS OFFER

Tentative Schedule of Activities	Date
Date of issue of the Public Announcement	Wednesday, June 28, 2023
Date of publication of Detailed Public Statement in the Newspapers	Wednesday, July 05, 2023
Last date for publication of Detailed Public Statement in the Newspapers	Thursday, July 06, 2023
Date for filing of the Draft Letter of Offer with SEBI	Wednesday, July 12, 2023
Last date for public announcement for a competing offer(s)#	Wednesday, July 26, 2023
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Wednesday, August 02, 2023
Identified Date*	Friday, August 04, 2023
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Friday, August 11, 2023
Last date by which a committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Offer	Friday, August 18, 2023
Last date for upward revision of the Offer Price and / or the Offer Size	Monday, August 21, 2023
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Monday, August 21, 2023
Date of commencement of Tendering Period	Tuesday, August 22, 2023
Date of closing of Tendering Period	Monday, September 04, 2023
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Monday, September 18, 2023

*Note:*

*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/ regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.*

*#There has been no competing offer as of the date of this Draft Letter of Offer.*

*\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.*

## **RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION, THE PROPOSED OFFER, AND PROBABLE RISKS INVOLVED IN ASSOCIATING WITH THE ACQUIRERS**

**For capitalized terms used hereinafter, please refer to the 'Definitions' set out below:**

### **A. Risks relating to Underlying Transaction**

1. The Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement, including:
  - (a) Receipt of all statutory approvals as set out in Paragraph 7.6 titled as '*Statutory Approvals and conditions of the Offer*' at page 23 of this Draft Letter of Offer and those which become applicable prior to the completion of this Offer;
  - (b) The satisfaction or waiver of the various conditions under the Share Purchase Agreement, including those conditions set out in paragraph 3.1.9 at page 12 of this Draft Letter of Offer, and if these conditions are not satisfied or waived and subsequently terminated in accordance with the terms of the Share Purchase Agreement, then the Underlying Transaction may be terminated.
2. The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

### **B. Risks relating to this Offer**

1. This Offer is a mandatory open offer to acquire up to 26.00% (Twenty-Six Percent) of Voting Share Capital of the Target Company from the Public Shareholders. In the case of oversubscription in this Offer, as per the SEBI (SAST) Regulations, acceptance of the Equity Shares would be determined on a proportionate basis, and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in this Offer will be accepted.
2. As on the date of this Draft Letter of Offer, to the best of knowledge and belief of the Acquirers, there are no statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to this Offer or to complete this Offer, for further details kindly refer to Paragraph 7.6 titled as '*Statutory Approvals and conditions of the Offer*' at page 23 of this Draft Letter of Offer. However, if any other statutory approvals are required prior to the completion of this Offer, then this Offer would be subject to the receipt of such other statutory approvals that may become applicable later.
3. In the event that either:
  - (a) Regulatory approval is not received in a timely manner, or
  - (b) There is any litigation leading to stay on this Offer, or
  - (c) SEBI instructs the Acquirers not to proceed with this Offer,

then the Offer process may be delayed beyond the Schedule of Activities indicated in this Draft Letter of Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirers may be delayed. In case of delay, due to non-receipt of statutory approvals, as per Regulation 18 (11) of the SEBI (SAST) Regulations, then SEBI may, if satisfied that the non-receipt of approvals was not attributable to any willful default, negligence, or failure on the part of the Acquirers to diligently pursue such approvals, grant an extension for the purpose of completion of this Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for the delay beyond the 10<sup>th</sup> (Tenth) Working Day from the date of closure of the Tendering Period, as may be specified by SEBI.

4. Public Shareholders should note that the Equity Shares tendered by them and accepted in this Offer shall not be entitled to be withdrawn post-acceptance of such Equity Shares during the Tendering Period, even if the acceptance of such Equity Shares under this Offer and the payment of consideration gets delayed. The tendered Equity Shares and documents would be held by the Registrar, till such time as the process of acceptance of tenders and the payment of consideration is completed.
5. This Offer is subject to the receipt of statutory and regulatory approvals by the Acquirers. The Acquirers may not be able to proceed with this Offer in the event the approvals are not received in terms of the Regulation 23 of the SEBI (SAST) Regulations. Further delay, if any, in the receipt of these approvals may delay completion of this Offer.

6. Non-residents and overseas corporate bodies (the “OCBs”) holding the Equity Shares must obtain all requisite approvals, if any, to tender the Equity Shares held by them in this Offer. Further, if the Public Shareholders who are not person’s resident in India had required any approvals (including from Reserve Bank of India or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, the Acquirers reserve their right to reject such Equity Shares tendered under this Offer. If the Equity Shares are held under general permission of the Reserve Bank of India, the non-resident Public Shareholder or OCB should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
7. This Draft Letter of Offer/ and the Letter of Offer has not been filed, registered, or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer/ and the Letter of Offer, resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to any new or additional registration requirements.
8. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

**C. Risks involved in associating with the Acquirers**

1. The Acquirers intend to acquire up to 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, at an offer price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share, payable in cash, under the SEBI (SAST) Regulations. The Target Company does not have any partly paid-up Equity Shares as on the date of this Draft Letter of Offer. The Equity Shares and the documents tendered in this Offer will be held in trust by the Registrar until the completion of this Offer formalities, and the Public Shareholders will not be able to trade in such Equity Shares thereafter. Post this Offer, the Acquirers will have significant equity ownership and effective management control over the Target Company, pursuant to the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations.
2. The Acquirers make no assurance with respect to the market price of the Equity Shares during the Offer Period and upon the completion of this Offer and disclaim any responsibilities with respect to any decision by the Public Shareholders on whether to participate in this Offer. The Acquirers make no assurance with respect to the financial performance of the Target Company.
3. The Acquirers and the Manager to the Offer, accept no responsibility for the statements made otherwise than in the Offer Documents or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.
4. For the purpose of disclosures in the Draft Letter of Offer, all information relating to the:
  - (a) Target Company has been obtained from publicly available sources or from the Target Company;
  - (b) Promoter Seller has been obtained from them. The accuracy of such details of the Target Company and the Promoter Seller have not been independently verified by the Acquirers and the Manager to the Offer.

**The risk factors set forth above pertaining to this Offer, are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in this Offer. Public Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for further risk with respect to their participation in this Offer. Each Public Shareholder of the Target Company is hereby advised to consult with their legal, financial, tax, investment, or other advisors and consultants of their choice, if any, for further risks with respect to each such Public Shareholder’s participation in this Offer and related transfer of Equity Shares to the Acquirers.**

## **CURRENCY OF PRESENTATION**

1. In this Draft Letter of Offer, all references to '₹', 'Rs.', 'Rupees', 'Re', 'Rupee' are references to the official currency of India.
2. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

## TABLE OF CONTENTS

1.	DEFINITIONS AND ABBREVIATIONS .....	7
2.	DISCLAIMER CLAUSE .....	9
3.	DETAILS OF THIS OFFER .....	10
4.	BACKGROUND OF THE ACQUIRERS .....	15
5.	BACKGROUND OF THE TARGET COMPANY.....	17
6.	OFFER PRICE AND FINANCIAL ARRANGEMENTS .....	20
7.	TERMS AND CONDITIONS OF THE OFFER .....	22
8.	PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER.....	24
9.	ACCEPTANCE OF EQUITY SHARES .....	26
10.	PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECIPT OF THE LETTER OF OFFER .....	26
11.	SETTLEMENT PROCESS AND PAYMENT OF CONSIDERATION .....	27
12.	NOTE ON TAXATION .....	28
13.	DOCUMENTS FOR INSPECTION .....	31
14.	DECLARATION BY THE ACQUIRERS.....	32

## 1. DEFINITIONS AND ABBREVIATIONS

Abbreviations	Particulars
Acquirer 1	Mrs. Rachna Suman Shaw, w/o Mr. Ritesh Shaw, aged 39 years, Indian Resident, bearing Permanent Account Number 'CQHPS4524E', resident at Indralok Apartment, 7th Floor, Flat 701,187, N.S.C Bose Road, Regent Park, Kolkata-700040, West Bengal, India
Acquirer 2	Mr. Shreeram Bagla, s/o Mr. Bharat Kumar Bagla, aged 45 years, Indian Resident, bearing Permanent Account Number 'AGPPB2841R', resident at CF-72 Sec-1, Saltlake, BNCC Block, Bindhannagar (M), North 24 Parganas, Kolkata – 700064, India.
Acquirer 3	Mr. Sridhar Bagla, s/o Mr. Shiv Kumar Bagla, aged 41 years, Indian Resident, bearing Permanent Account Number 'AJWPB8306K', resident at A 402, Fountain Heights, Akurli Road, Lokhandwala Township, Kandivali east, Mumbai-400101, Maharashtra, India
Acquirers	Acquirer 1, Acquirer 2 and Acquirer 3 are hereinafter collectively referred to as Acquirers
Board	Board of Directors of the Target Company
Book Value per Equity Share	Net-Worth / Number of Equity Share
BSE/ Stock Exchange	The stock exchange where the Equity Shares of the Target Company are listed, i.e., BSE Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made thereunder
Depositories	CDSL and NSDL
DIN	Director Identification Number
Draft Letter of Offer	This Draft Letter of Offer dated Tuesday, July 11, 2023, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its observations
DP	Depository Participant
Detailed Public Statement	Detailed Public Statement dated Tuesday, July 04, 2023, which was published on behalf of the Acquirers on Wednesday, July 05, 2023, in Financial Express (English Daily) (All India Editions), Jansatta (Hindi daily) (All Editions), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) and Dainik Mridul Patrika (Hindi Daily) (Jaipur Edition)
ECS	Electronic Clearing Service
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period
Escrow Agreement	Escrow Agreement, dated Wednesday, June 28, 2023 entered amongst and between the Acquirers, the Escrow Banker and the Manager to the Offer
Escrow Account	The escrow account with account number '923020032078482' and in the name and style of 'DHRUVCA - Open Offer Escrow Account' opened by the Acquirers with the Escrow Bank, in accordance with the SEBI (SAST) Regulations
Escrow Amount	The amount aggregating to Rs.1,46,00,000.00/- (Rupees One Crore Forty Six Lakhs Only) maintained by the Acquirers with the Escrow Banker, in accordance with the Escrow Agreement
Escrow Banker	Axis Bank Limited
Equity Shares	The fully paid-up equity shares of the Target Company of face value of Rs.10.00/- (Rupees Ten Only) each
Equity Share Capital	The fully paid-up Equity Share capital of the Target Company is Rs. 4,06,17,000.00/- (Rupees Four Crores Six Lakhs and Seventeen Thousand Only) comprising of 40,61,700 (Forty Lakh Sixty-One Thousand Seven Hundred) Equity Shares;
Identified Date	The date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, being Friday, August 04, 2023
IT Act	Income Tax Act, 1961, as amended and modified from time to time
ISIN	International Securities Identification Number
IFSC	Indian Financial System Code
Letter of Offer	Letter of Offer along with along with Form of Acceptance-Cum-Acknowledgement (for holding Equity Shares in physical form), and Form SH-4 Securities Transfer Form
Manager to the Offer	Swaraj Shares and Securities Private Limited

<b>Abbreviations</b>	<b>Particulars</b>
Maximum Consideration	The total funding requirement for this Offer, assuming full acceptance of this Offer being Rs.5,80,82,310.00/- (Rupees Five Crores Eighty Lakhs Eighty-Two Thousand Three Hundred and Ten Only)
NRI/s	Non - Resident Indians
NSDL	National Securities Depository Limited
Offer	Open offer being made by the Acquirers for acquisition of up 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, at a price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of Rs.5,80,82,310.00/- (Rupees Five Crores Eighty Lakhs Eighty-Two Thousand Three Hundred and Ten Only)
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirers, i.e., Wednesday, June 28, 2023 and the date on which the payment of consideration to the Equity Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be
Offer Price	An offer price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share
Offer Shares	10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares
Offer Size	10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company
Public Announcement	Public Announcement dated Wednesday, June 28, 2023
PAN	Permanent Account Number
DHRUVCA/ Target Company	Dhruva Capital Services Limited, incorporated on July 22, 1994, under the provisions of Indian Companies Act 1956, bearing Corporate Identification Number 'L67120RJ1994PLC008593', having its registered office located at 3A, Circle View, 169, Fatehpura, Near Sukhadia Circle, Udaipur-313001, Rajasthan, India
PAT	Profit After Tax
Selling Shareholder Promoter	the existing promoter and member of the promoter group of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Kailash Karnawat HUF, Laxman Singh Karnawat, Pushpa Karnawat, Meena Karnawat, Kailash Karnawat, Dhruva Karnawat, Nakul Builders and Developers Private Limited and Karnawat Hire Purchase Private Limited
Public Shareholders	all the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, and (ii) persons deemed to be acting in concert with parties at (i) in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar	Bigshare Services Private Limited
Return on Net Worth	Profit After Tax/ Net-Worth
Sale Shares	Sale of 22,00,800 (Twenty-Two Lakhs Eight Hundred Only) Equity Shares, representing 54.18% (Fifty-Four point One Eight Percent) of the Voting Share Capital of the Target Company.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
Selling Broker	Respective stockbrokers of all the Public Shareholders who desire to tender their Equity Shares under this Offer



Abbreviations	Particulars
Share Purchase Agreement	Share Purchase Agreement dated Wednesday, July 05, 2023 executed between the Acquirers and the Selling Promoter Shareholders, pursuant to which the Acquirers have agreed to acquire 22,00,800 (Twenty-Two Lakhs and Eight Hundred) Equity Shares, representing 54.18% (Fifty Four point One Eight Percent) of the Voting Share Capital of the Target Company from the Selling Promoter Shareholders at a price of Rs.55.00/- (Rupees Fifty-Five Only) per Sale Share, aggregating to an amount of Rs.12,10,44,000.00/- (Rupees Twelve Crores Ten Lakhs Forty-Four Thousand Only).
STT	Securities Transaction Tax
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 <sup>th</sup> (Tenth) working day from the closure of the Tendering Period
Tendering Period	The period commencing from Monday, August 21, 2023, and ending on Friday, September 01, 2023 both days inclusive
TRS	Transaction Registration Slip
Underlying Transaction	The transaction for sale and purchase of the Sale Shares as contemplated under the SPA
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations

*Note:*

*All terms beginning with a capital letter used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.*

*In this Draft Letter of Offer, any reference to the singular will include the plural and vice-versa.*

## 2. DISCLAIMER CLAUSE

**‘IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT, THE SAME HAS BEEN CLEARED, VETTED, OR APPROVED BY SECURITIES AND EXCHANGE BOARD OF INDIA. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA FOR A LIMITED PURPOSE FOR OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF AYOKI MERCHANTILE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR FOR THE TARGET COMPANY WHOSE EQUITY SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR THE OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL THE RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED Wednesday, July 12, 2023, TO SECURITIES AND EXCHANGE BOARD OF INDIA IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THIS OFFER.’**

### General Disclaimer

This Offer Documents in connection with the Offer, has been prepared for the purposes of compliance with the provisions of SEBI (SAST) Regulations. Accordingly, the information disclosed 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 delivery of Offer Documents, does not under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirers, since the date hereof or that the information contained

herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirers are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be sent to all Public Shareholders whose names appear in the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Draft Letter of Offer and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them, and shall be construed by them as being sent for information purposes only. Accordingly, no such Public Shareholder may tender his, her or its Equity Shares in this Offer in such jurisdiction.

Persons in possession of the Offer Documents are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted, and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations, and statutes to participate in this Offer.

### 3. DETAILS OF THIS OFFER

#### 3.1. Background of the Offer

3.1.1. This is a mandatory Open Offer, being made by Mrs. Rachna Suman Shaw (**'Acquirer 1'**), Mr. Shreeram Bagla (**'Acquirer 2'**) and Mr. Sridhar Bagla (**'Acquirer 3'**) in pursuance of and in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company. This Offer has triggered upon the execution of the Share Purchase Agreement.

3.1.2. The prime object of this Open Offer is to acquire substantial acquisition of Equity Shares and Voting Share Capital accompanied with the change in control and management of the Target Company.

3.1.3. There is/ are no person acting in concert/s with the Acquirers within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.

3.1.4. The Acquirers are making this Offer to acquire up to 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares representing 26.00% (Twenty-Six Percent) of Voting Share Capital of the Target Company, at an offer price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share, aggregating to a total consideration of Rs.5,80,82,310.00/- (Rupees Five Crores Eighty Lakhs Eighty-Two Thousand Three Hundred and Ten Only), payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the Offer Documents.

3.1.5. The Acquirers have entered into an Share Purchase Agreement with the Selling Promoter Shareholder with an intention to acquire up to 22,00,800 (Twenty -Two Lakhs and Eight Hundred) Equity Shares, constituting 54.18% (Fifty-Four-point One Eight Percent) of the Voting Share Capital of the Target Company at a negotiated price of Rs.55.00/- (Rupees Fifty-Five Only) per Sale Share aggregating to an amount of Rs.12,10,44,000.00/- (Rupees Twelve Crores Ten Lakhs Forty-Four Thousand Only), payable in compliance with the terms and conditions scheduled in the SPA.

3.1.6. The details of the Selling Promoter Shareholders, who has entered into the Share Purchase Agreement with the Acquirers are stated hereunder:

Sr. No.	Details of the Selling Promoter Shareholders	Nature of Entity Address	Changes of names in the past	Group	Part of Promoter/ Promoter Group of Target company	Details of Shares/Voting Rights held by the Selling Shareholders			
						Pre-Transaction		Post Transaction	
						No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
1.	Kailash Karnawat HUF PAN: AAAHK9671D Karta: Mr. Kailash Karnawat Resident at 304-A, Circle View Apartment 169, Fatehpura, Near	HUF	No	No	Yes	20,000	0.49%	-	-

Sr. No.	Details of the Selling Promoter Shareholders	Nature of Entity Address	Changes of names in the past	Group	Part of Promoter/Promoter Group of Target company	Details of Shares/Voting Rights held by the Selling Shareholders			
						Pre-Transaction		Post Transaction	
						No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
	Sukhadia Circle, Udaipur – 313001, Rajasthan, India								
2.	Laxman Singh Karnawat PAN: ABQPK9090D Resident at 60D, Panchwati, Udaipur Shastri Circle, Udaipur – 313001, Rajasthan, India	Individual	No	No	Yes	70,000	1.72%	-	-
3.	Pushpa Karnawat PAN: ABQPK9179F Resident at 60D, Panchwati, Udaipur Shastri Circle, Udaipur – 313001, Rajasthan, India	Individual	No	No	Yes	10,000	0.25%	-	-
4.	Meena Karnawat PAN: ACAPK9411D Resident at 304-A, Circle View Apartment 169, Fatehpura, Near Sukhadia Circle, Udaipur – 313001, Rajasthan, India	Individual	No	No	Yes	6,51,800	16.05%	-	-
5.	Kailash Karnawat PAN: AEFPK4838P Resident at 304-A, Circle View Apartment 169, Fatehpura, Near Sukhadia Circle, Udaipur – 313001, Rajasthan, India	Individual	No	No	Yes	5,76,200	14.19%	-	-
6.	Dhruva Karnawat PAN: BYJPK4946B Resident at 304-A, Circle View Apartment 169, Fatehpura, Near Sukhadia Circle, Udaipur – 313001, Rajasthan, India	Individual	No	No	Yes	30,000	0.74%	-	-
7.	Nakul Builders and Developers Private Limited 1 PAN: AAACH4321G CIN: U45201RJ1994PTC008012 Registered Office located at 60D, Panchwati, Udaipur Shastri Circle, Udaipur – 313001, Rajasthan, India	Private Limited Company	No	No	Yes	6,44,500	15.87%	-	-
8.	Karnawat Hirepurchase Private Limited PAN: AABCK2724M	Private Limited Company	No	No	Yes	1,98,300	4.88%	-	-

Sr. No.	Details of the Selling Promoter Shareholders	Nature of Entity Address	Changes of names in the past	Group	Part of Promoter/Promoter Group of Target company	Details of Shares/Voting Rights held by the Selling Shareholders			
						Pre-Transaction		Post Transaction	
						No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
	CIN: U65923RJ1993PTC007305 Registered Office located at 60D, Panchwati, Udaipur Shastri Circle, Udaipur – 313001, Rajasthan, India								
<b>Total</b>						<b>22,00,800</b>	<b>54.18%</b>		

- 3.1.7. Expect for the proposed acquisition of 22,00,800 (Twenty -Two Lakhs and Eight Hundred) Equity Shares, constituting 54.18% (Fourteen Point One Eight Percent) of the Voting Share Capital of the Target Company, by the Acquirers pursuant to execution of the Share Purchase Agreement, the Acquirers are not holding any Equity Shares of the Target Company.
- 3.1.8. This Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.9. The salient features of the Share Purchase Agreement are as follows:
- a. The Selling Promoter Shareholder is holding 22,00,800 (Twenty -Two Lakhs and Eight Hundred) Equity Shares, constituting 54.18% (Fourteen Point One Eight Percent) of the Voting Share Capital of the Target Company.
  - b. The Selling Promoter Shareholder has agreed to sell, and the Acquirers have agreed to acquire 22,00,800 (Twenty -Two Lakhs and Eight Hundred) Equity Shares, constituting 54.18% (Fourteen Point One Eight Percent) of the Voting Share Capital of the Target Company, at a negotiated price of Rs.55.00/- (Rupees Fifty-Five Only) per Sale Share, aggregating to an amount of 12,10,44,000.00/- (Rupees Twelve Crore Ten Lakh Forty Four Thousand Only), payable by the Acquirers to the Selling Promoter Shareholders in accordance with terms and conditions stipulated of the Share Purchase Agreement (**‘Purchase Price’**).
  - c. The Acquirers have agreed to pay an amount of Rs.75,00,000.00/- (Rupees Seventy-Five Lakhs Only) at the time of Execution of the Share Purchase Agreement.
  - d. The Sale Shares are free from all charges, encumbrances, pledges, lien, attachments, litigations and are not subjects to any lock in period.
  - e. After completion of this Offer, the Selling Promoter Shareholder will not hold any Equity Shares and Voting Share Capital in the Target Company, and hence will no longer be the shareholder of the Target Company in any capacity.
  - f. The Selling Promoter Shareholder shall sell, convey, and deliver to the Acquirers the Sale Shares, and the Acquirers shall purchase, acquire, and accept the said Sale Shares from the Selling Promoter Shareholder.
  - g. The Acquirers and the Selling Promoter Shareholder have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations.
  - h. Non-compliance with any provisions of the SEBI (SAST) Regulations will lead to termination of the Share Purchase Agreement, effecting such sale from being acted upon by the Selling Promoter Shareholder or the Acquirers.
- 3.1.10. As per the provisions of Regulations 26 (6) and 26 (7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors who would provide written reasoned recommendation on this Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) Working Days before the commencement of the Tendering Period in the same newspaper where the Detailed Public Statement was published.
- 3.2. **Details of the proposed Offer**

3.2.1. The Public Announcement was issued on Wednesday, June 28, 2023, by the Manager to the Offer, for and on behalf of the Acquirers. A copy of the said Public Announcement was filed with BSE and sent to the Target Company at its registered office and to SEBI on Wednesday, June 28, 2023.

3.2.2. The Detailed Public Statement dated Tuesday, July 04, 2023, which were subsequently published in the following newspapers on Wednesday, July 5, 2023, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations:

Publication	Language	Edition
Financial Express	English daily	All Editions
Jansatta	Hindi Daily	All Editions
Mumbai Lakshadeep	Marathi daily	Mumbai Edition
Dainik Mridul Patrika	Hindi Daily	Jaipur Edition

3.2.3. The Detailed Public Statement along with other Offer Documents is/ shall also available and accessible on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of BSE at [www.bseindia.com](http://www.bseindia.com); and the website of Manager to the offer at [www.swarajshares.com](http://www.swarajshares.com).

3.2.4. The Acquirers have proposed to acquire from the Public Shareholders up to 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company at a price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share, aggregating to an amount of Rs.5,80,82,310.00/- (Rupees Five Crores Eighty Lakhs Eighty-Two Thousand Three Hundred and Ten Only) payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents.

3.2.5. The Target Company doesn't have any partly paid-up Equity Shares, and there are no outstanding warrants, or options or similar instrument, which are convertible into Equity Shares at a later stage. Further as on date of this Draft Letter of Offer, no Equity Shares are subject to any lock-in obligations.

3.2.6. The Acquirers will accept all the Equity Shares of the Target Company, that are tendered in valid form in terms of this Offer up to a maximum of 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty-Two) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital.

3.2.7. The Acquirers have not acquired any Equity Shares during period of 52 (Fifty-Two) weeks prior to the date of the Public Announcement. Further, the Acquirers have not purchased any Equity Shares from the date of the Public Announcement to the date of this Draft Letter of Offer.

3.2.8. The Acquirers have deposited an amount of Rs.1,46,00,000.00/- (Rupees One Crore and Forty-Six Lakhs Only) i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance in the Escrow Account pursuant of this Offer, in compliance with the provisions of Regulation 22 (2) of the SEBI (SAST) Regulations.

3.2.9. No competing offer has been received as on date of this Draft Letter of Offer.

3.2.10. There is no differential pricing in this Offer.

3.2.11. This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19 (1) of SEBI (SAST) Regulations.

3.2.12. This Offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.

3.2.13. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.

3.2.14. The Equity Shares will be acquired by the Acquirers free from all liens, charges, and encumbrances together with all rights attached thereto, including the right to all dividends, bonus, and rights offer declared hereafter.

3.2.15. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Swaraj Shares and Securities Private Limited as the Manager to the Offer.

3.2.16. As on the date of this Draft Letter of Offer, the Manager to the Offer does not hold any Equity Shares in the Target Company and is not related to the Acquirers and the Target Company in any manner whatsoever. The Manager to the

Offer declares and undertakes that, they shall not deal on its own account in the Equity Shares during the Offer Period. Further, the Manager to the Offer confirms that, as on date of this Draft Letter of Offer, there are no directions subsisting or proceedings pending against them under the SEBI Act and the regulations made thereunder, and no other statutory approval is pending.

- 3.2.17. As per Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% (Twenty-Five Percent) of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company may fall below the minimum public shareholding requirement as per SCRR and the SEBI (LODR) Regulations. In case, if the public shareholding falls below the minimum required level, the Acquirers undertake to take necessary steps to facilitate compliance by the Target Company with the relevant provisions of the SEBI (LODR) Regulations, within the time period mentioned therein or in accordance with such other directions as may be provided by the BSE, in accordance with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations and SCRR.
- 3.2.18. Upon completion of this Offer, assuming full acceptances, the Acquirers will hold 32,56,842 (Thirty-Two Lakhs Fifty-six Thousand Eight Hundred and Forty-Two) Equity Shares representing 80.18% (Eighty Point One Eight Percent) of the Voting Share capital of the Target Company.
- 3.2.19. If the Acquirers acquire Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 3.2.20. The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.
- 3.3. **Object of the Open Offer**
- 3.3.1. The prime object of this Open Offer is to acquire substantial acquisition of Equity Shares and voting rights accompanied with the change in control and management of the Target Company.
- 3.3.2. The Acquirers have proposed to continue the business as specified under the object clause of Memorandum of Association of the Target Company and may diversify its business activities in the future with the prior approval of the shareholders. The main purpose of this takeover is to expand the Company's business activities in same or diversified line of business through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.
- 3.3.3. The Acquirers state that, they do not have any plan to dispose-off or otherwise encumber any significant assets of the Target Company in the succeeding 2 (Two) years from the date of closure of this Offer, except: (a) in the ordinary course of business of the Target Company; and (b) on account of the regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed-off, or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that, they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations, and subject to the such other provisions of applicable law as may be required.
- 3.3.4. The Acquirers have reserved the right to streamline or restructure, pledge, or encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, at a later date in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.

- 3.3.5. Post-completion of acquisition of Offer Shares as contemplated under this Offer and pursuant to the transfer of Sale Shares as contemplated under the Share Purchase Agreement, the Acquirers shall hold majority of the Equity Shares of the Target Company by virtue of which they will be in a position to exercise effective management and control over the Target Company.
- 3.3.6. Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirers shall become the Promoters of the Target Company and, the Promoter Seller will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

#### 4. BACKGROUND OF THE ACQUIRERS

##### 4.1. Rachna Suman Shaw (Acquirer 1)

- 4.1.1. Mrs. Rachna Suman Shaw, w/o Mr. Ritesh Shaw, aged 39 years, Indian Resident, bearing Permanent Account Number 'CQHPS4524E' under the Income Tax Act, 1961, resident at Indralok Apartment, 7th Floor, Flat 701,187, N.S.C Bose Road, Regent Park, Kolkata-700040, West Bengal, India, with contact number being +91-9830010576, E-mail address being 'pritrach.jaiswal@gmail.com', and DIN '03105482'.
- 4.1.2. Acquirer 1 has completed her master's degree in biotechnology from University of Rajasthan in the Year 2006 and has completed bachelor's degree in biotechnology from Ranchi University, Year 2004. She has more than 5 (five) years of experience in the financial sector.
- 4.1.3. The Net Worth of Acquirer 1 as on Wednesday, June 28 2023, is Rs.2,86,32,728.00/- Lakhs (Rupees Two Crores Eighty-Six Lakhs Thirty-Two Thousand Seven Hundred and Twenty-Eight Only) as certified bearing as certified bearing unique document identification number '23052943BGVJXT1071' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.

##### 4.2. Shreeram Bagla (Acquirer 2)

- 4.2.1. Shreeram Bagla, s/o Mr. Bharat Kumar Bagla, aged 49 years, Indian Resident, bearing Permanent Account Number 'AGPPB2841R' under the Income Tax Act, 1961, resident at CF-72 Sec-1, Saltlake, BNCC Block, Bindhannagar (M), North 24 Parganas, Kolkata – 700064, India, with contact number being '+91-98361 99910' and E-mail address being 'shreeram\_bagla@yahoo.co.in', and DIN '01895499'.
- 4.2.2. Acquirer 2 has completed his Bachelor's in Commerce in University of Calcutta in the Year 2000. He is the Promoter and a Managing Director of one listed company, namely Annapurna Swadisht Limited, and is currently acting in the capacity of a director at Annapurna Snacks Private Limited and Darsh Advisory Private Limited a group company of Annapurna Swadisht Limited. Earlier he worked in RSK Fiscal Services. He has more than ten (10) years of experience in the financial sector.
- 4.2.3. The Net Worth of Acquirer 2 as on Wednesday, June 28 2023, is Rs.22,27,43,429.21/- Lakhs (Twenty-Two Crores Twenty-Seven Lakhs Forty-Three Thousand Four Hundred and Twenty-Nine Rupees and Twenty-One Paise Only) as certified bearing as certified bearing unique document identification number '23052943BGVJWP9915' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.
- 4.2.4. The details of the ventures promoted/controlled/managed by Acquirer 2 are given hereunder:

Sr. No.	Name of the Entities	Nature of Interest	Percentage/ stake holding%	Listed (if Yes on which Exchange)
1.	Darsh Advisory Private Limited	Director		No
2.	Annapurna Snacks Private Limited	Director		No

3.	Annapurna Swadisht Limited	Managing Director		Yes	National Stock Exchange of India Limited
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#### 4.3. Sridhar Bagla (Acquirer 3)

- 4.3.1. Mr. Sridhar Bagla, s/o Mr. Shiv Kumar Bagla, aged 41 years, Indian Resident, bearing Permanent Account Number 'AJWPB8306K' under the Income Tax Act, 1961, resident at A 402, Fountain Heights, Akurli Road, Lokhandwala Township, Kandivali east, Mumbai-400101, Maharashtra, India with contact number being '+91- 99209 57834' and E-mail address being 'baglasridhar@gmail.com'.
- 4.3.2. Acquirer 3 has Completed his Post Graduate Diploma in Business Management (Finance) from IMT, Ghaziabad in the year 2007. He has also completed MS Finance from ICFAI in the year 2005. He has more than 15 years of experience in Banking Sector. He worked with various banks such as Yes Bank, HDFC Bank & IndusInd Bank Ltd. Presently he is the regional head of Indusind Bank, Western region.
- 4.3.3. The Net Worth of Acquirer 3 as on Wednesday, June 28, 2023, is Rs.66,36,473.87/- Lakhs (Rupees Sixty-Six Lakhs Thirty-Six Thousand Four Hundred and Seventy-Three Rupees and Eighty-Seven Paise Only) as certified bearing unique document identification number '23052943BGVJWR4771' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.

#### 4.4. Acquirers' Confirmation and Undertaking

As on date of this Draft Letter of Offer, the Acquirers have, individually confirmed, and declared that:

- 4.4.1. Acquirers do not hold any Equity Shares in the Target Company, except in pursuant to the execution of the Share Purchase Agreement, the Acquirers proposes to acquire Sale Shares, subsequently, pursuant to consummation of the SPA transaction, the Acquirers shall be classified and will become the Promoters of the Target Company, subject to the compliance of the SEBI (LODR) Regulations.
- 4.4.2. Acquirers do not belong to any group.
- 4.4.3. None of the Acquirers and their immediate relatives in terms of Regulation 2(pp) of SEBI (ICDR) Regulations, are related to the Target Company. Further Acquirer 1 and Acquirer 2 are related as they are a part of promoter group in the listed company "Annapurna Swadisht Limited".
- 4.4.4. The acquirers do not form part of the present promoter and promoter group of the Target Company.
- 4.4.5. The acquirers are not related to the promoters, directors, or key employees of the Target Company.
- 4.4.6. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, or under any other Regulation made under the SEBI Act.
- 4.4.7. The Acquirers have not been categorized nor are appearing in the 'Willful Defaulter or Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by Reserve Bank of India.
- 4.4.8. The Acquirers are not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.4.9. There is/are no persons acting in concert in relation to this Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.



- 4.4.10. They will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 4.4.11. They have not acquired any Equity Shares from the date of Public Announcement till the date of this Draft Letter of Offer.

## 5. BACKGROUND OF THE TARGET COMPANY

*(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)*

- 5.1. The Target Company was incorporated on July 22, 1994, under the provisions of Companies Act, 1956, bearing Corporate Identification Number 'L67120RJ1994PLC008593' and there has been no change in the name of the Target Company since incorporation. The registered office of the Target Company is situated at 3A, Circle View, 169, Fatehpura, Near Sukhadia Circle, Udaipur-313001, Rajasthan, India, and the contact details of the Target Company, namely being, Email Address is 'dhruvacapital@gmail.com, contact number is '+91-294-2424907' and website is dhruvacapital.com'. The Target Company, being a Non-Deposit taking Non-Banking Finance Company registered with the Reserve Bank of India.
- 5.2. The Equity Shares of the Target Company bearing International Securities Identification Number 'INE972E01014' are presently listed on the BSE bearing Scrip ID 'DHRUVCA' and Scrip Code '531237'. The Target Company has already established connectivity with Central Depositories Services (India) Limited ('CDSL') and National Depositories Services (India) Limited ('NSDL').
- 5.3. The Equity Share Capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Equity Shares	Aggregate amount of Equity Shares
1.	Authorized Equity Share capital	45,00,000 (Forty-Five Lakhs)	Rs.4,50,00,000.00/- (Rupees Four Crores Fifty Lakhs Only)
2.	Issued, subscribed and paid-up Equity Share capital	40,61,700 (Forty Lakh Sixty-One Thousand Seven Hundred)	Rs. 4,06,17,000.00/- (Rupees Four Crores Six Lakhs and Seventeen Thousand Only)

- 5.4. There are no outstanding partly paid-up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a future date. Further, none of the Equity Shares are subject to any lock-in obligations.
- 5.5. The Equity Shares of the Target Company are frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.
- 5.6. The Target Company is not registered with any regulatory or governmental authority in any capacity and hence is not required to obtain any No Objection Certificate from any regulatory or governmental authority for effecting change in control of the Target Company.
- 5.7. The Target Company has not been a party to any scheme of amalgamation, restructuring, merger / de-merger, buy-back and spin off during the last 3 (Three) years.
- 5.8. The present Board of Directors of the Target Company are as follows:

Sr. No.	Name	Date of Appointment	Director Identification Number	Designation
1.	Kailash Karnawat	Thursday, April 01, 2010	00300998	Managing Director
2.	Meena Karnawat	Friday, July 22, 1994	00301108	Director
3.	Ashok Kumar Doshi	Sunday, September 30, 2018	00863821	Director
4.	Upendra Tater	Tuesday, September 30, 2014	07000988	Director

## 5.9. Financial Information

The financial details of the Target Company as per audited Financial Statements for the last 3 (Three) Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021, are as follows:

### Profit and Loss Statement

(Amount in Lakhs except Equity Share data)

Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2023	2022	2021
Income from Operations	25.12	25.45	22.05
Other Income	0.40	0.50	0.19
<b>Total Income</b>	<b>25.52</b>	<b>25.95</b>	<b>22.24</b>
<b>Total Expenditure excluding Interest, Depreciation and Tax</b>	<b>18.37</b>	<b>16.10</b>	<b>15.55</b>
<b>Profit/ (Loss) before Interest, Depreciation and Tax</b>	<b>7.15</b>	<b>9.85</b>	<b>6.69</b>
Depreciation & Amortization Expenses	0.18	0.18	2.71
Interest	0.00	0.00	0.00
<b>Profit/ (Loss) before Tax</b>	<b>6.97</b>	<b>9.67</b>	<b>3.98</b>
Add: Exceptional Items	0.00	0.00	0.00
Less: Current Tax	1.11	2.21	0.88
Deferred Tax	0.27	(2.10)	-0.27
Taxes for earlier period	0.00	0.00	0.00
<b>Profit/ (Loss) After tax</b>	<b>5.60</b>	<b>9.56</b>	<b>3.37</b>

### Balance Sheet

Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2023	2022	2021
<b>(A) Sources of funds</b>			
Paid up share capital	326.17	326.17	326.17
Other Equity	144.28	138.69	129.12
Reserves & Surplus (revaluation reserves)	0.00	0.00	0.00
<b>Less: Miscellaneous Expenditure not written off</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Net Worth</b>	<b>470.45</b>	<b>464.86</b>	<b>455.29</b>
Non-Financials Liabilities	0.15	0.16	0.15
Other Non-Current Liabilities	0.00	0.00	0
Deferred Tax Liabilities	0.22	0.00	2.06
Financials Liabilities	0.00	0.00	10.09
Current Liabilities	11.32	6.96	0.00
Provisions	22.16	23.11	21.98
<b>Total (A)</b>	<b>504.29</b>	<b>495.09</b>	<b>489.56</b>
<b>(B) Uses of funds</b>			
Net Fixed Assets	191.44	191.62	191.80
Other intangibles	0.00	0.00	0.00
Long Term Loans and Advances	0.00	0.00	0.00
Investments	66.59	66.59	66.59
Financial Assets	0.00	0.00	0.00
Current Assets	246.26	236.83	231.17
Deferred Tax Assets (Net)	0.00	0.05	0.00
<b>Total (B)</b>	<b>504.29</b>	<b>495.09</b>	<b>489.56</b>

Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2023	2022	2021
Total Revenue	25.52	25.95	22.22
Net Earnings or Profit/(Loss) after tax	5.6	9.5	3.4

Earnings per Share (EPS)	0.17	0.29	0.10
Net Worth	470.45	464.86	455.29

5.10. **The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Share capital and Voting Share Capital), assuming full acceptance under this Offer is as specified below:**

Shareholders' Category	Shareholding/voting rights prior to the SPA/acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity	% of Equity Shareholding	No. of Equity	% of Equity Shareholding	No. of Equity	% of Equity Shareholding	No. of Equity	% of Equity Shareholding
	Shares	g	Shares	g	Shares	g	Shares	g
<b>1. Promoter Group</b>								
<b>(a) Party to the Share Purchase Agreement</b>								
Kailash Karnawat HUF	20,000	0.49%	-20,000	-0.49%	-	-	-	-
Laxman Singh Karnawat	70,000	1.72%	-70,000	-1.72%	-	-	-	-
Pushpa Karnawat	10,000	0.25%	-10,000	-0.25%	-	-	-	-
Meena Karnawat	6,51,800	16.05%	-	-16.05%	-	-	-	-
Kailash Karnawat	5,76,200	14.19%	-	-14.19%	-	-	-	-
Dhruva Karnawat	30,000	0.74%	-30,000	-0.74%	-	-	-	-
Nakul Builders and Developers Private Limited I	6,44,500	15.87%	-	-15.87%	-	-	-	-
Karnawat Hirepurchase Private Limited	1,98,300	4.88%	-	-4.88%	-	-	-	-
<b>Total</b>	<b>22,00,800</b>	<b>54.18%</b>	<b>22,00,800</b>	<b>-54.18%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>(b) Promoters other than (a) above</b>								
None	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (a+b)</b>	<b>22,00,800</b>	<b>54.18%</b>	<b>22,00,800</b>	<b>-54.18%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Acquirers</b>								
Rachna Suman Shaw	-	-	10,80,400	26.60%	5,22,845	12.87%	16,03,245	39.47%
Shreeram Bagla	-	-	10,80,400	26.60%	5,22,845	12.87%	16,03,245	39.47%
Sridhar Bagla	-	-	40,000	0.98	10,352	0.26%	50,342	1.24%
<b>Total 2</b>	<b>-</b>	<b>-</b>	<b>22,00,800</b>	<b>54.18%</b>	<b>10,56,042</b>	<b>26.00%</b>	<b>32,56,842</b>	<b>80.18%</b>
<b>3. Parties to Share Purchase Agreement other than 1(a) &amp; 2</b>								
None	-	-	-	-	-	-	-	-
<b>4. Public (other than Parties to Agreement and Acquirers) #</b>								

a. FIs/ MFs/ FIIs/ Banks/ SFIs (Indicate names)	-	-	-	-	-	-	-	-
b. Others	10,60,90 0	32.53%	-	-	(10,60,900)	(32.53%)	-	-
<b>Total (4) (a+b+c)</b>	10,60,90 0	32.53%	-	-	(10,60,900)	(32.53%)	-	-
<b>GRAND TOTAL (1+ 2+ 3+ 4)</b>	<b>22,00,800</b>	<b>54.18%</b>	<b>22,00,800</b>	<b>54.18%</b>	<b>(1056042)</b>	<b>(26.00%)</b>	<b>32,56,842</b>	<b>80.18%</b>

**Notes:**

- i. There are 1072 (One Thousand Seventy Two) Public Shareholders as per the shareholding pattern with BSE filed for the quarter ending March 31, 2023.
  - ii. As on date of this Draft Letter of Offer, none of the Equity Shares are subject to lock-in.
- 5.11. The Target Company, its existing Selling Promoter, and its partners and/or designated partners are not declared as “Fugitive Economic Offenders” under Section 12 of the Fugitive Economic Offenders Act, 2018 nor have they been categorized nor are appearing in the “Willful Defaulter or Fraudulent Borrower” list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by SEBI.
- 5.12. Except as stated below, the Target Company has complied with all the requirements of the SEBI (LODR) Regulations, as on date, and no penal/ punitive actions have been taken by BSE in the preceding 8 (Eight) Financial Years:

Competent Authority	Regulatory Charges	Regulatory actions/ Date of Order	Further Developments
BSE Limited	Did Not Appoint compliance Officer for the Quarter Ended 31-Dec-2019	Imposition of fine of ₹34,220.00/-	Not appearing in the list for the quarter ended March 30, 2020

- 5.13. There are no directions subsisting or proceedings pending against the Target Company and its promoters under the SEBI Act and the regulations made thereunder or by any other regulator. Further, no statutory approvals are pending as on date.
- 5.14. There has been no trading in Equity Shares of the Target Company from the date of the Public Announcement till the publication date of the Detailed Public Statement

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of the Offer Price

- 6.1.1. The Equity Shares of the Target Company bearing International Securities Identification Number ‘INE048E01013’ are presently listed on the BSE bearing Scrip ID ‘DHRUVCA’ and Scrip Code ‘531237’.
- 6.1.2. The trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the 12 (twelve) calendar months prior to the month of Public Announcement (June 01, 2022, to May 31, 2023) have been obtained from [www.bseindia.com](http://www.bseindia.com), as given below:

Stock Exchange	Total No. of Equity Shares traded during the 12 (twelve) calendar months prior to the month of the Public Announcement (A)	Total No. of listed equity shares of the Target Company (B)	Total Traded Turnover (as % of total Equity Shares listed) (A/B)
BSE	6,55,475 (Six Lakhs Fifty-Five Thousand Four Hundred and Seventy-Five)	40,61,700 (Forty Lakhs Sixty-One Thousand Seven Hundred)	16.14%

(Source: [www.bseindia.com](http://www.bseindia.com))

Based on the information provided above, the Equity Shares of the Target Company are frequently traded on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations.

- 6.1.3. The Offer Price of Rs.55.00/- (Rupees Fifty-Five Only) has been determined considering the parameters as set out under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, being highest of the following:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Price (In ₹ per Equity share)</b>
1.	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	Rs.55.00/- (Rupees Fifty-Five Only)
2.	The volume-weighted average price paid or payable for acquisition(s) by the Acquirers, during the 52 (fifty-two) weeks immediately preceding the date of Public Announcement	Not Applicable
3.	The highest price paid or payable for any acquisition by the Acquirers, during the 26 (twenty-six) weeks immediately preceding the date of Public Announcement	Not Applicable
4.	The volume-weighted average market price of Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	Rs.39.20/- (Rupees Thirty-Nine point Two zero)
5.	Where the Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	Not Applicable

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manger to the Offer the Offer Price of Rs.55.00/- (Rupees Fifty-Five Only) per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

- 6.1.4. As on date of this Draft Letter of Offer, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.
- 6.1.5. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Draft Letter of Offer up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations.
- 6.1.6. In the event of any acquisition of Equity Shares by the Acquirers during the Offer Period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, the Acquirers shall not acquire any Equity Shares after the 3<sup>rd</sup> (third) Working Day prior to the commencement and until the expiry of the Tendering Period of this Offer.
- 6.1.7. As on the date of this Draft Letter of Offer, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period in accordance with the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the same newspapers in which this Detailed Public Statement has been published; and (iii) simultaneously notify the BSE, the SEBI, and the Target Company at its registered office of such revision.
- 6.1.8. If the Acquirers acquire Equity Shares during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers would pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Open Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India

(Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.

## 6.2. Financial Arrangements

- 6.2.1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged, the details of which are specified as under:
- 6.2.2. Chartered Accountant Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India, with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com', has vide certificate bearing unique document identification number '23052943BGVJXT1071' for Acquirer 1, vide certificate bearing unique document identification number '23052943BGVJWP9915' for Acquirer 2 and vide certificate bearing unique document identification number '23052943BGVJWR4771' for Acquirer 3 on Wednesday, June 28, 2023, certified that sufficient resources are available with the Acquirers for fulfilling their Offer obligations in full.
- 6.2.3. The maximum consideration payable by the Acquirers to acquire up to 10,56,042 (Ten Lakhs Fifty-Six Thousand and Forty Two) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company at the Offer Price of Rs.55.00/- (Rupees Fifty-Five Only) per Offer Share, assuming full acceptance of the Offer aggregating to an amount of Rs.5,80,82,310.00/- (Rupees Five Crores Eighty Lakhs Eighty-Two Thousand Three Hundred and Ten Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of 'DHRUVCA - Open Offer Escrow Account' with Axis Bank Limited, and have deposited an amount of Rs.1,46,00,000.00/- (Rupees One Crore and Forty-Six Lakhs Only) i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance.
- 6.2.4. The Manager is authorized to operate the Escrow Account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to offer is satisfied about the ability of the Acquirers to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.
- 6.2.6. In case of upward revision of the Offer Price and/ or the Offer Size, the Acquirers would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.

## 7. TERMS AND CONDITIONS OF THE OFFER

- 7.1. The Letter of Offer will be mailed to all those Public Shareholders of the Target Company whose names appear on the Register of Members and to the beneficial owners of the Equity Shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on Friday, August 04, 2023.
- 7.2. Accidental omission to dispatch the Letter of Offer or the non-receipt or delayed receipt of the Letter of Offer will not invalidate this Offer in anyway.
- 7.3. In terms of the provisions of Regulation 18 (9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in this Offer shall not be entitled to withdraw such acceptance.

### 7.4. Locked-in Shares

None of the Equity Shares of the Target Company are subject to lock-in.

### 7.5. Eligibility for accepting the Offer

- 7.5.1. The Letter of Offer shall be mailed to all the Public Shareholders and/or beneficial owners holding Equity Shares in dematerialized form whose names appear in register of Target Company as on Friday, August 04, 2023, the Identified Date.

- 7.5.2. This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.
- 7.5.3. All Public Shareholders and/or beneficial owners who own Equity Shares of the Target Company any time before the closure of this Offer are eligible to participate in this Offer.
- 7.5.4. The Acquirers have appointed Bigshare Services Private Limited, as the Registrar, having office at E-3 Ansa Industrial Estates Aki Vihar Road Sakinaka Mumbai 400072 Maharashtra, India, bearing contact details such as contact number '+ 91-22-6263 8200', Email Address 'openoffer@bigshareonline.com and website 'www.bigshareonline.com/. The Contact Person Mr.Satish Sethe can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.
- 7.5.5. The Offer Documents will also be available and accessible on the website of SEBI at www.sebi.gov.in., BSE at www.bseindia.com and Manager to the offer at www.swarajshares.com. In case of non-receipt of the Letter of Offer, all Public Shareholders including unregistered Public Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in this Offer.
- 7.5.6. Unregistered Public Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Public Shareholders.
- 7.5.7. The acceptance of this Offer by the Public Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.5.8. The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s)/beneficial owner(s) of Target Company.
- 7.5.9. The Acquirers, Manager to the Offer, or the Registrar accept no responsibility for any loss of Equity Share certificates, Offer Acceptance Forms, and Share Transfer Deed, etc., during transit and the Public Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 7.5.10. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer.
- 7.5.11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Offer.

## **7.6. Statutory Approvals and conditions of the Offer**

- 7.6.1. The Target Company, being a Non-Deposit taking Non-Banking Finance Company registered with the Reserve Bank of India, is mandated in an event of any acquisition or transfer of control of Non-Banking Finance Company, to seek and obtain prior approval of Reserve Bank of India in terms of Paragraph 61 of Chapter – IX of Section III of Master Direction – Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 bearing notification number DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016.
- 7.6.2. To the best of the knowledge and belief of the Acquirers, as on the date of this Draft Letter of Offer, there are no statutory or other approvals required for implementing the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- 7.6.3. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and FIIs) required and received any approvals (including from the RBI, the FIPB, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
- 7.6.4. The Acquirers in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will

be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the Detailed Public Statement had appeared.

- 7.6.5. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers, or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of the provisions of Regulation 18 (11) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, the provisions of Regulation 17 (9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1. This Offer will be implemented by the Acquirers, through stock exchange mechanism as provided under the SEBI (SAST) Regulations and the SEBI circulars bearing reference number ‘CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015’, ‘CFD/DCR2/CIR/P/2016/131 dated December 09, 2016’ and ‘SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021’ and on such terms and conditions as may be permitted by law from time to time.
- 8.2. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in this Offer.
- 8.3. The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE, in the form of a separate window (**‘Acquisition Window’**).
- 8.4. For implementation of this Offer, the Acquirers have appointed Rikhav Securities Limited (**‘Buying Broker’**) through whom the purchases and settlements on account of this Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

<b>Name</b>	Rikhav Securities Limited
<b>Address</b>	8/501-502, 02 commercial Building, 5th floor, B wing, Asha Nagar, Mulund (w), Mumbai - 400080
<b>Contact Number</b>	022-69078300
<b>E-mail Address</b>	info@rikhav.net
<b>Contact Person</b>	Mr. Hitesh H Lakhani

- 8.5. All the Public Shareholders who desire to tender their Equity Shares under this Offer would have to approach their respective stockbrokers (**‘Selling Broker’**), during the normal trading hours of the secondary market during the Tendering Period.
- 8.6. The Acquisition Window provided by the BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for dematerialized Equity Shares only.
- 8.7. The cumulative quantity tendered shall be displayed on the BSE’s website throughout the trading session at specific intervals by the BSE during Tendering Period.
- 8.8. Equity Shareholders can tender their Equity Shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

### 8.9. Procedure for Equity Shares held in physical form

- 8.9.1. In accordance with the Frequently Asked Questions issued by SEBI, ‘FAQs – Tendering of physical shares in buyback offer/ open offer/ exit offer/ delisting dated February 20, 2020’ and SEBI circular bearing reference number ‘SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020’, shareholders holding securities in physical form are allowed to tender shares in the open offer through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.
- 8.9.2. Public Shareholders who are holding physical Equity Shares and intend to participate in this Offer shall approach Selling Broker. The Selling Broker should place bids on the BSE’s platform with relevant details as mentioned on physical share



certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of Equity Shares etc.

- 8.9.3. After placement of order, the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein along with the complete set of documents for verification procedures to be carried out, namely being: (a) original share certificate(s), (b) valid share transfer form(s) 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 Target Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Target Company, (c) self-attested copy of the shareholder's PAN Card, and (d) TRS, any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (Two) days from the closure of the Tendering Period latest by 5:00 PM (Indian Standard Time). The envelope should be superscripted as '**DHRUVCA Open Offer**'. One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Selling Broker.
- 8.9.4. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (a) valid Aadhar Card; (b) Voter Identity Card; or (c) Passport.
- 8.9.5. Public 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 this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted else rejected and accordingly the same will be depicted on the BSE platform.
- 8.9.6. Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Escrow Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.
- 8.9.7. Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of Equity Shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):
- a) Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired;
  - b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s);
  - c) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien, or encumbrance;

#### **8.10. Procedure for tendering the Equity Shares held in dematerialized form**

- 8.10.1. The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker/ Seller Member, indicating details of Equity Shares they wish to tender in this Offer.
- 8.10.2. The Seller Member would be required to place a bid on behalf of the Public Shareholders who wish to tender their Equity Shares in this Offer using the Acquisition Window of the BSE Limited.
- 8.10.3. The lien shall be marked in demat account of the Eligible Public Shareholders for the Equity Shares tendered in this Offer. The details of Equity Shares marked as lien in the demat account of the Eligible Public Shareholders shall be provided by Depositories to the Clearing Corporation.
- 8.10.4. In case, the demat account of the Eligible Public Shareholders is held in one depository and clearing member pool and clearing corporation account is held with another depository, the Equity Shares tendered under this Offer shall be blocked in the Public Shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ('IDT') instruction shall be initiated by the Public Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Public Shareholder's securities (i.e.,

transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. The details of Equity Shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

- 8.10.5. For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
- 8.10.6. Upon placing the order, the Seller Member shall provide a transaction registration slip generated by the exchange bidding system to the Eligible Public Shareholder on whose behalf the order has been placed. The TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 8.10.7. It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed acceptance form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the tender for this Offer shall be deemed to have been accepted.
- 8.10.8. 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 prorata (if applicable) decided by the Company.

## **9. ACCEPTANCE OF EQUITY SHARES**

- 9.1. The Registrar shall provide details of order acceptance to Clearing Corporation within the specified timelines.
- 9.2. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

## **10. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECIPT OF THE LETTER OF OFFER**

- 10.1. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- 10.2. A Public Shareholder may participate in this Offer by approaching their broker/ Selling Broker and tender Equity Shares in this Offer as per the procedure mentioned in the Letter of Offer.
- 10.3. The Letter of Offer along with acceptance form will be dispatched to all the eligible Public Shareholders of the Target Company, as appearing in the list of members of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) or obtain a copy of the same from the Registrar on providing suitable documentary evidence of holding of the Equity Shares.
- 10.4. The Letter of Offer along with the Form of Acceptance would also be available at website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and Public Shareholders can also apply by downloading such forms from the said website.
- 10.5. Alternatively, in case of non-receipt of the Letter of Offer, the eligible Public Shareholders holding the Equity Shares may participate in this Offer by providing their application in plain paper in writing signed by all the shareholder(s), stating name, address, number of Equity Shares held, client-ID number, DP name, DP-ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraph 8.9 titled as '*Procedure for Equity Shares held in physical form*' at page 24 of this Draft Letter of Offer. Such eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE, made available by BSE before the closure of the Tendering Period.

## **11. SETTLEMENT PROCESS AND PAYMENT OF CONSIDERATION**

- 11.1. Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 11.2. Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/ Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.
- 11.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity 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 Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 11.4. The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Eligible Public Shareholders. If the bank account details of any Eligible Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Eligible Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Public Shareholder holding Equity Shares in dematerialized form.
- 11.5. 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 Selling Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.
- 11.6. For the Eligible Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.
- 11.7. The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirer provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirer on receipt of the Equity Shares from the clearing and settlement mechanism of BSE Limited.
- 11.8. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Public Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.
- 11.9. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Public Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares

accepted are less than the Equity Shares tendered in this Offer by Eligible Public Shareholders holding Equity Shares in the physical form.

- 11.10. The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 11.11. Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Eligible Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Offer and the Acquirers accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Public Shareholders.
- 11.12. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any willful default, failure, or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

## **12. NOTE ON TAXATION**

### **12.1. General**

- 12.1.1. Securities transaction tax will not be applicable to the Equity Shares accepted in this Offer.
- 12.1.2. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act, 1961. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or is deemed to accrue or arise in India) as also income received by such person in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- 12.1.3. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- 12.1.4. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument ("MLI") as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of General Anti-Avoidance Rule ("GAAR") and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- 12.1.5. The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- 12.1.6. The Public Shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income-tax authorities, reporting their income for the relevant year.
- 12.1.7. The summary of income-tax implications on tendering of listed equity shares is set out below. All references to equity share herein refer to listed equity shares unless stated otherwise.

## **12.2. Classification of Shareholders: Public Shareholders can be classified under the following categories:**

### **a) Resident Shareholders being:**

- Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”)
- Others:
  - (i) Company
  - (ii) Other Than Company

### **b) Non-Resident Shareholders being:**

- Non-Resident Indians (NRIs)
- Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
  - (i) Company
  - (ii) Other Than Company

12.3. Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, depending upon whether such shares were held as a capital asset or business asset (i.e., stock-in-trade). The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

## **12.4. Taxability of Capital Gains in the hands of shareholders**

12.4.1. Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, unless specifically exempted, depending upon whether such shares were held as a capital asset or trading asset (i.e., stock-in-trade).

12.4.2. As per the current provisions of the IT Act, where the shares are held as investments (i.e., capital assets), income arising from the transfer of such shares is taxable under the head “Capital Gains”. Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

12.4.3. Capital Gains in the hands of shareholders would be computed as per the provisions of Section 48 of the IT Act.

12.4.4. Period of holding: Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain/ STCG” or “long-term capital gain/ LTCG”:

- a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “STCG”.
- b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “LTCG”.

12.4.5. The Finance Act, 2018, vide Section 112A, has imposed an income tax on LTCG at the rate of 10% (plus applicable surcharge and health and education cess) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (Twelve) months and have been subject to STT upon both acquisition and sale exceeding Rs. 1,00,000 (Rupees One lakh only) (without any indexation and foreign exchange fluctuation benefits).

12.4.6. As per section 111A of the IT Act, STCG arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (plus applicable surcharge and health and education cess) (except under specific categories).

However, since STT will not be applicable to the Equity Shares transferred in this Offer, the provisions of Section 112A and Section 111A of the IT Act shall not be applicable.

12.4.7. LTCG arising from tendering of Equity Shares in the Offer shall be subject to tax as follows:

- a) LTCG will be chargeable to tax at the rate of up to 20% (plus applicable surcharge and health and education cess) in the case of a non-resident Public Shareholder (other than an FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.
- b) In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).
- c) For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost may not be available.
- d) For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation.

12.4.8. Further, any gain realized on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are transferred under the Offer, will be subject to short term capital gains tax and shall be taxable at the rates prescribed in First Schedule to the Finance Act (i.e. applicable marginal tax rates applicable to different categories of persons) (plus applicable surcharge and health and education cess).

12.4.9. Taxability of capital gain arising to a non-resident in India from the transfer of equity shares shall be determined basis the provisions of the IT Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act.

12.4.10. As per Section 70 of the IT Act, short-term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.

12.4.11. Long-term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.

#### **12.4.12. Investment Funds**

Under Section 10 (23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head, "Profits and gains of business or profession" would be exempt from income tax but would be taxable in the hands of their investors. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

#### **12.4.13. Mutual Funds**

Under Section 10(23D) of the IT Act, any income of mutual funds registered under SEBI or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the RBI and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

#### **12.5. Taxability of business income in hands of shareholders (Shares held as Stock-in-Trade)**

If the shares are held as stock-in-trade by any of the eligible Public Shareholders of the Target Company, then the gains will be characterized as business income and taxable under the head "Profits and Gains from Business or Profession".

**a) Profit of Resident Shareholders**

- (i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (ii) Domestic companies having turnover or gross receipts not exceeding Rs. 400 crores in the prescribed financial year, will be taxable @ 25%.
- (iii) Domestic companies which have opted for concessional tax regime under Section 115BAA and 115BAB of the IT Act will be taxable at 22%, upon meeting certain conditions.
- (iv) For persons other than stated in (A), (B) and (C) above, profits will be taxable @ 30%.
- (v) No benefit of indexation by virtue of period of holding will be available in any case.

**b) Profit of Non-Resident Shareholders**

- (i) Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant country of residence of the shareholder but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in para 1(d) above.
- (ii) Where DTAA provisions are not applicable:
- (iii) For non-resident individuals, HUF, AOP and BOI, profits (as determined in accordance with the provisions of the IT Act) will be taxable at slab rates.
- (iv) For foreign companies, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @ 40%.
- (v) For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @ 30%.

**12.6. THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF THE EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, THE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS AND THE MANAGER TO THE OFFER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.**

**13. DOCUMENTS FOR INSPECTION**

The copies of the following documents will be available for inspection at the registered office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Tuesday, August 22, 2023, to Monday, September 04, 2023:

- 13.1. Memorandum and Articles of Association and Certificate of Incorporation of the Target Company.
- 13.2. Memorandum of Understanding between the Manager and the Acquirers.
- 13.3. The copy of Agreement between the Registrar and the Acquirers.

- a) The Net Worth of Acquirer 1 as on Wednesday, June 28 2023, is Rs.2,86,32,728.00/- Lakhs (Rupees Two Crores Eighty-Six Lakhs Thirty-Two Thousand Seven Hundred and Twenty-Eight Only) as certified bearing as certified bearing unique document identification number '23052943BGVJXT1071' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.
- b) The Net Worth of Acquirer 2 as on Wednesday, June 28 2023, is Rs.22,27,43,429.21/- Lakhs (Twenty-Two Crores Twenty-Seven Lakhs Forty-Three Thousand Four Hundred and Twenty-Nine Rupees and Twenty-One Paise Only) as certified bearing as certified bearing unique document identification number '23052943BGVJWP9915' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.
- c) The Net Worth of Acquirer 3 as on Wednesday, June 28, 2023, is Rs.66,36,473.87/- Lakhs (Rupees Sixty-Six Lakhs Thirty-Six Thousand Four Hundred and Seventy-Three Rupees and Eighty-Seven Paise Only) as certified bearing unique document identification number '23052943BGVJWR4771' on Wednesday, June 28, 2023, by Chartered Accountant, Sunil Murmuria bearing membership number '052943', proprietor at Murmuria & Associates (Chartered Accountants) bearing firm registration number '316188E' having their office located at 140a/4,N.S.C.Bose Road, Kolkata – 700092 West Bengal, India with contact details being '03324190025, +91-9330901122', Email Address being 'murmuriaassoc@gmail.com'.
- 13.4. Audited Annual Reports for the last 3 (three) Financial Years ending March 31, 2023, March 31, 2022, and March 31, 2021 of the Target Company.
- 13.5. Bank Statement received from, Axis Bank Limited for required amount kept in the escrow account and marked lien in favor of Manager to the Offer.
- 13.6. The copy of Share Purchase Agreement dated Wednesday, June 28, 2023, entered between the Selling Promoter Shareholder and the Acquirers, which triggered this Offer.
- 13.7. Copy of the Public Announcement dated Wednesday, June 28, 2023.
- 13.8. Copy of the Detailed Public Statement dated Tuesday, July 04, 2023, published on behalf of the Acquirers on Wednesday, July 05, 2023, in the newspapers.
- 13.9. Copy of the recommendations to be published on Friday, August 18, 2023 by the Committee of Independent Directors of the Target Company.
- 13.10. Copy of SEBI Observation letter bearing reference number ' \_\_\_\_\_ 'dated [●].
- 13.11. Escrow Agreement between Acquirers, Escrow Bank, and Manager to the Offer.

#### 14. DECLARATION BY THE ACQUIRERS

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company, the Acquirers have relied on the information provided by the Target Company and has not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers accepts full responsibility for the information contained in this Draft Letter of Offer. The Acquirers shall be responsible for ensuring compliance with the SEBI (SAST) Regulations.

**Date:** Wednesday, July 12, 2023  
**Place:** Mumbai

**On behalf of all the Acquirers**  
**Sd/-**  
**Mr. Shreeram Bagla**  
**Acquirer 2**