

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“LoF”) is sent to you as a Shareholder(s) of Orchid Securities Limited (“OSL”/“Target Company”). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer to the Members of the Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

Mr. Yatin Sanjay Gupte (“Acquirer 1”)

Residing at 12/A, Suramya Bunglows, Raipura Road, Bhayali Gaon, Behind Lalguru Farm, Bhayli, Vadodara-391 410
Contact No.: +91 95860 55500; **E-Mail ID:** yatin@wardwizard.in

and

Mr. Sojan V Avirachan (“Acquirer 2”)

Residing at Vettukallel House, Thoammankuthu, P.O. Idduki, Kerala-685 581
Contact No.: +91 79073 51671, **E-Mail ID:** sojanmba2007@gmail.com

and

Mr. R Venkataramana (“Acquirer 3”)

Residing at #13/1 2nd Cross, Sreekar Mansion, Raghuram Reddy Layout, Near BBMP Office, Doddanekkundi, Bengaluru-560 037
Contact No.: +91 70193 33148, **E-Mail ID:** rvramana171@gmail.com

to the existing shareholders of

ORCHID SECURITIES LIMITED

(CIN: L18209WB1994PLC062173)

Registered Office: 36A, Bentick Street, Kolkata-700 069, West Bengal

Tel No.: +91 33 4004 8757; **E-Mail ID:** orchidsecurities_ltd@yahoo.co.in; **Website:** www.orchidsecuritiesltd.com

to acquire 10,50,000 Equity Shares of ₹10 each representing 35% of Equity Share Capital of the Target Company at a price of ₹7.50 (Rupees Seven and Fifty Paise only) per Equity Share (“Offer Price”), payable in cash

- This Offer is being made by the Acquirers pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations 2011 and subsequent amendments thereof.
- This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- As on date of this Letter of Offer, there are no Statutory Approvals required except for the approval of Reserve Bank of India (“RBI”) required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, the Open Offer would be subject to all other Statutory Approvals that may become applicable at a later date but before completion of the Open Offer.
- If there is any upward revision in the Offer Price/Offer Size at any time up to one (1) working day prior to commencement of the Tendering Period i.e. March 20, 2020 (Friday) in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (‘DPS’) was published. Such revised Offer Price would be payable to all the Shareholders, who have validly tendered their Equity Shares anytime during the Tendering Period to the extent their Equity Shares have been verified and accepted under the Offer, by the Acquirers. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, 2011, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the DPS had been published.
- **There was no Competitive Bid.**
- A copy of the Public Announcement (‘PA’), Detailed Public Statement (‘DPS’) and this Letter of Offer (‘LoF’) are also available on the website of Securities and Exchange Board of India (‘SEBI’) at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	<p>Mark Corporate Advisors Pvt. Ltd. CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Tel. No.: +91 22 2612 3207/08 E-Mail ID: openoffer@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128</p>		<p>Maheshwari Datamatics Private Limited CIN: U20221WB1982PTC034886 23, R. N. Mukherjee Road 5th Floor, Kolkata-700 001 Tel. No.: +91 33 2248 2248 E-Mail ID: mdpldc@yahoo.com Contact Person: Mr. S. Rajgopal Website: www.mdpl.in SEBI Reg. No.: INR000000353</p>
Offer Opens on : March 23, 2020 (Monday)		Offer Closes on : April 08, 2020 (Wednesday)	

SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Original Schedule		Revised Schedule	
	Date	Day	Date	Day
Date of the PA	September 06, 2019	Friday	September 06, 2019	Friday
Date of publishing the Detailed Public Statement	September 16, 2019	Monday	September 16, 2019	Monday
Last date for filing of Draft Letter of Offer with SEBI	September 23, 2019	Monday	September 23, 2019	Monday
Last date of a competing offer	October 09, 2019	Wednesday	October 09, 2019	Wednesday
Latest date by which SEBI's observations will be received	October 16, 2019	Wednesday	March 04, 2020	Wednesday
Identified Date*	October 18, 2019	Friday	March 06, 2020	Friday
Last date by which the Letter of Offer will be dispatched to the Shareholders (<i>except the Acquirers and the Sellers</i>) as on the identified date	October 25, 2019	Friday	March 16, 2020	Monday
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	October 29, 2019	Tuesday	March 19, 2020	Thursday
Last Date for revising the Offer Price/number of shares	October 31, 2019	Thursday	March 20, 2020	Friday
Date of Public Announcement for Opening the Offer	October 31, 2019	Thursday	March 20, 2020	Friday
Date of Commencement of the Tendering Period (" Offer Opening date ")	November 01, 2019	Friday	March 23, 2020	Monday
Date of Closing of the Tendering Period (" Offer Closing date ")	November 15, 2019	Friday	April 08, 2020	Wednesday
Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to Demat account	November 29, 2019	Friday	April 24, 2020	Friday

* Identified Date is only for the purpose of determining the names of the shareholders (*except the Acquirers and the Sellers*) as on such date to whom the Letter of Offer will be sent. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirers:

Relating to the Proposed Offer:

- 1) As of the date of this Letter of Offer, to the best of the knowledge of the Acquirers, there are no other Statutory Approvals required by the Acquirers except the approval from Reserve Bank of India (“**RBI**”). The Target Company being a Non-Banking Finance Company (“**NBFC**”), registered with the Reserve Bank of India (“**RBI**”), any change in stake of a NBFC beyond specified limits requires prior approval of RBI in terms of Master Direction-Non Banking Financial Company-Systematically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 bearing reference no. DNBR. PD. 007/03.10.119/206-17 (as updated till May 31, 2018) (“**RBI Directions**”). The Target Company had filed the Application with RBI, Kolkata on September 12, 2019. The RBI, pursuant to its letter no. DNBS.RO.Kol.No.734 /08.02.400/2019-20 dated November 25, 2019, has communicated that it has granted its approval/NOC to the Acquirers for the proposed change in management and Control of the Target Company.

In case any other approvals are required by the Acquirers prior to the completion of the Offer, and for the completion of the underlying transaction pursuant to the Share Purchase Agreement, this Offer shall also be subject to such other approvals and the Acquirers and/ or the Target Company (as applicable) shall make the necessary applications for such other Approvals.

- 2) In case of delay in receipt of any statutory approvals mentioned above or which may be required by the Acquirers at a later date, as per Regulation 18(11) of SEBI (SAST) Regulations, 2011. SEBI may, if satisfied, that the delay in receipt of the requisite Statutory Approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for such delay at such terms and conditions as may be specified by SEBI.
- 3) Where the statutory approvals extend 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.
- 4) In case of over-subscription in the Offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.
- 5) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and despatch of consideration are delayed.
- 6) No Shares will be accepted in physical mode pursuant to PR No.: 51/2018 dated December 03, 2018 issued by SEBI wherein requests for effecting transfer of securities shall not be processed after March 31, 2019 unless the Securities are held in the dematerialized form with a Depository.

Relating to the Acquirers:

- 1) The Acquirers makes no assurance with respect to the financial performance of the Target Company and their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 2) The Acquirers cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- 3) The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement (‘PA’) / Detailed Public Statement (‘DPS’) / Draft Letter of Offer (‘DLoF’) / Letter of Offer (‘LoF’) and anyone placing reliance on any other sources of information, not released by the Acquirers, would be doing so at his / her / its own risk.

The Risk Factors set forth above pertain to the Offer and does not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation

by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder's participation in the Offer.

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1. ABBREVIATIONS/DEFINITIONS

Acquirer 1	Mr. Yatin Sanjay Gupte
Acquirer 2	Mr. Sojan V Avirachan
Acquirer 3	Mr. R Venkataramana
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956 and Companies Act, 2013
CP	Conditions Precedent
CSE	Calcutta Stock Exchange Limited
DP	Depository Participant
DPS/ Detailed Public Statement	Detailed Public Statement relating to the Offer published on September 16, 2019 (Monday)
Eligible Persons for the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Offer (<i>except the Acquirers and the Sellers</i>)
Equity Share Capital	Paid-up Equity Share Capital of ₹3,00,01,000 comprising of 30,00,100 Equity Shares of ₹10 each
Equity Shares	30,00,100 fully paid-up Equity Shares of the Target Company of Face Value of ₹10 each
Escrow Account	Shall have the meaning given to it in paragraph 6.2.2 of this LoF
Escrow Amount	Shall have the meaning given to it in paragraph 6.2.2 of this LoF
Escrow Bank	IndusInd Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FIIs	Foreign Institutional Investors registered with SEBI
Identified Date	March 06, 2020 (Friday) i.e. date falling on the tenth (10 th) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
INR/₹/Rs.	Indian Rupees, the legal currency of India
LoF/Letter of Offer	This Letter of Offer dated March 11, 2020 (Wednesday)
Manager/Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
MSEI	Metropolitan Stock Exchange of India Limited
NA/N.A.	Not Applicable
NBFC	Non-Banking Financial Company
Non-Resident Shareholder(s)	Persons resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer Period	Period from the date of entering into an agreement, to acquire Equity Shares, Voting Rights in, or control over a Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirers to the Public Shareholders to acquire up to 10,50,000 Equity Shares, representing 35% of the Equity Share Capital of the Target Company
Offer Price	₹10 (Rupees Ten only) per Equity Share
Offer Size	Up to 10,50,000 Equity Shares representing 35% of Equity Share Capital of the Target Company at a price of ₹7.50 (Rupees Seven and Paise Fifty only) per Equity Share, aggregating to ₹78,75,000 (Rupees Seventy Eight Lakhs Seventy Five Thousand only)
PA/Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirers on September 06, 2019 (Friday)
Promoters	Promoters of Orchid Securities Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015

Public Shareholder(s)	The Equity Shareholder(s) of the Target Company other than the Acquirers and the Promoters/Sellers of the Target Company
RBI	Reserve Bank of India
Registrar/Registrar to the Offer	Maheshwari Datamatics Private Limited
RTGS	Real Time Gross Settlement
Sale Shares	10,70,600 Equity Shares of ₹10 each representing 35.69% of the paid-up capital of Orchid Securities Limited
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereof
SEBI (SAST) Regulations, 2011/SEBI (SAST) Regulations/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
Sellers/Selling Shareholders	Mr. Baboo Lal Birmecha, Mrs. Simple Bachhawat, Mrs. Dimple Gupta, Mrs. Champa Birmecha, Mr. Adarsh Birmecha, Mr. Rajendra Kumar Nahata, Mr. Nirmal Kumar Lunia, Mrs. Sunita R Nahata, Mr. Umed Kumar Nahata, Mrs. Sangeeta Nahata, Simplex Estates Pvt. Ltd., Tobular Impex Pvt. Ltd.
SPA/Agreement	Share Purchase Agreement entered on September 06, 2019 (Friday)
Stock Exchange(s)	Metropolitan Stock Exchange of India Limited, Mumbai ('MSEI') and Calcutta Stock Exchange Limited, Kolkata ('CSE')
Target Company/OSL	Orchid Securities Limited
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e. the period between and including March 23, 2020 (Monday) to April 08, 2020 (Wednesday)

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF ORCHID SECURITIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 23, 2019 (MONDAY) TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. 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 THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

3.1.1. This Open Offer is being made by Mr. Yatin Sanjay Gupte (“Acquirer 1”), Mr. Sojan V Avirachan (“Acquirer 2”) and Mr. R Venkataramana (“Acquirer 3”) (hereinafter collectively referred to as “Acquirers”) to the Equity Shareholders of Orchid Securities Limited (hereinafter referred to as “OSL”/“Target Company”) pursuant to and in compliance with regulation 3(1) and 4 of the Regulations to acquire upto 10,50,000 Equity Shares of ₹10 each representing 35% of the Equity Share Capital of the Target Company (“Offer Size”) at a price of ₹7.50 (Rupees Seven and Paise Fifty only) per Equity Share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, DPS, DLoF and LoF that will be sent to the Public Shareholders of the Target Company.

3.1.2. The details of the Transactions which triggered the Open Offer are as under:

The Acquirers have entered into a Share Purchase Agreement (“SPA”) with the existing Promoters/Promoter Group (hereinafter referred to “Selling Shareholders”/“Sellers”) of the Target Company for 10,70,600 Equity Shares representing 35.69% of the Equity Share Capital of the Target Company at a price of ₹4 (Rupees Four only) per Equity Share. Post SPA, the Shareholding of the Acquirers will increase beyond 25% of the Equity Share Capital of the Target Company and hence this has triggered the Open Offer. The details of the Acquisition through SPA is as under:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
1)	Mr. Baboo Lal Birmecha <i>PAN: ADXPB 4202 B</i> <i>Address:</i> P-129, C.I.T Scheme VI M, Near Pantaloons, Phoolbagan, Kankurgachi, Kolkata-700 054	Yes	2,97,900	9.93	Nil	N.A.
2)	Mrs. Simple Bachhawat <i>PAN: ADBPB 7792 C</i>	Yes	1,47,500	4.92	Nil	N.A.

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
	<i>Address:</i> #142, 8 th Main, 14 th Cross, Malleswaram, Bengaluru-560 003, Karnataka					
3)	Mrs. Dimple Gupta <i>PAN: ADXPB 5294 K</i> <i>Address:</i> B/905, Serenity Heights, Mind Space, Link Road, Malad (West), Mumbai-400 064	Yes	1,43,500	4.78	Nil	N.A.
4)	Mrs. Champa Birmecha <i>PAN: ADZPB 4934 E</i> <i>Address:</i> P-129, C.I.T Scheme VI M, Near Pantaloons, Phoolbagan, Kankurgachi, Kolkata-700 054	Yes	1,25,400	4.18	Nil	N.A.
5)	Mr. Adarsh Birmecha <i>PAN: AIOPB 6347 F</i> <i>Address:</i> P-129, C.I.T Scheme VI M, Near Pantaloons, Phoolbagan, Kankurgachi, Kolkata-700 054	Yes	96,700	3.22	Nil	N.A.
6)	Mr. Rajendra Kumar Nahata <i>PAN: ABEPN 7571 Q</i> <i>Address:</i> Flat No 702, 7 th Floor, Sai Mannat, Jai Baba Dham, Near Talwarkar Gym, Ulhasnagar, Thane--421 005, Maharashtra	Yes	36,600	1.22	Nil	N.A.
7)	Mr. Nirmal Kumar Lunia <i>PAN: AAYPL 9273 A</i> <i>Address:</i> 59/3, Kings Road, Haora (M. Corp), Howrah-711 101	Yes	23,600	0.79	Nil	N.A.
8)	Mrs. Sunita R Nahata <i>PAN: AGYPN 8846 P</i> <i>Address:</i> Flat No 104, Pentagon, B Cabin Road, Motiram Pride, Ambernath (East), Thane-421 501	Yes	18,500	0.62	Nil	N.A.
9)	Mr. Umed Kumar Nahata <i>PAN: ABFPN 9756 J</i> <i>Address:</i> Club Town Heights, Block-3, Flat-5B, 14 B.T. Road, Kamarhati (M), Belgharia, North 24 Parganas, West Bengal-700 056	Yes	700	0.02	Nil	N.A.
10)	Mrs. Sangeeta Nahata <i>PAN: ABQPN 1446 A</i> <i>Address:</i> Club Town Height, Block-3, 5 th Floor Flat 5B, 14 B.T. Road, Belgharia, North 24 Parganas, West Bengal-700 056	Yes	600	0.02	Nil	N.A.

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre Transaction		Post Transaction	
			No of Shares	% vis a vis total Share Capital	No of Shares	% vis a vis total Share Capital
11)	Simplex Estates Pvt. Ltd. <i>PAN: AAHCS 3791 E</i> <i>Address:</i> 36A, Bentinck Street, Kolkata-700 069, West Bengal	Yes	1,39,600	4.65	Nil	N.A.
12)	Tobular Impex Pvt. Ltd. <i>PAN: AABCT 7979 B</i> <i>Address:</i> 36A, Bentinck Street, Kolkata-700 069, West Bengal	Yes	40,000	1.33	Nil	N.A.
TOTAL			10,70,600	35.69%	Nil	N.A.

Note: Mrs. Priyanka Gairola alias Mrs. Priyanka Birmecha forming part of Promoter(s)/Promoter(s) Group will continue to hold 86,800 Equity Shares representing 2.89% of the paid-up capital of the Target Company after the completion of Takeover formalities. She shall be re-classified as Public Shareholder subject to compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

The Acquirers have paid an Earnest Money Deposit (“EMD”) of ₹15,26,400 to the Sellers at the time of signing of the Share Purchase Agreement. Thereafter, the Acquirers have paid the entire balance amount of ₹27,56,000 during December 2019-February 2020 period to the sellers and accordingly Shares have been transferred to the Demat account of the respective Acquirers.

3.1.3. The Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other regulation made under the SEBI Act, 1992.

3.1.4. The Salient features of the Share Purchase Agreement (‘SPA’) are as under:

1) Payment Consideration:

- (i) The Acquirer will acquire the entire equity shares i.e. 10,70,600 Equity Shares from the Sellers at ₹4 per Equity Share amounting to ₹42,82,400.
- (ii) The Acquirers will pay an Earnest Money Deposit of ₹15,26,400 to the Sellers at the time of signing of Share Purchase Agreement.
- (iii) The Acquirers will pay an amount of ₹15,26,400 to the Sellers towards purchase consideration at any time before the completion of the Open Offer formalities but after RBI approval.
- (iv) The balance payment of ₹12,29,600 after adjusting the above mentioned clauses shall be paid to Sellers after the completion of Open Offer formalities.

However, as on date the entire purchase consideration has been paid to the Promoters/Sellers and the Equity Shares have been transferred to the demat account of respective Acquirers.

2) Conditions Precedent:

2.1. Conditions Precedent to the Closing Date:

The payment of the Purchase Price by the Acquirers on the Closing Date is conditional upon the satisfaction of the following conditions precedent (“the Conditions Precedent to Closing”) or the express waiver in writing by the party not responsible for satisfaction of the relevant condition precedent:

- (i) The Sellers have agreed not to take any major corporate actions or decisions including mergers, demergers, spin-offs, amalgamations, consolidations, divestment or sale of the assets (including but not limited to a lease or exchange), capital expenditures or acquisition of Assets or businesses, creation of joint ventures / partnerships, or any investments exceeding 10% (ten) percent of the consolidated net worth of the Target Company on a cumulative basis in a Financial Year;
- (ii) The Sellers shall to the best of their knowledge confirmed that the representations and warranties of the Sellers set forth in the Second Schedule hereunder shall be true and correct in all respects and

- those not so qualified shall be true and correct in all material respects, in each case (i) as of the date of this Agreement; and (iii) as of the Closing Date, as though made on and as of each such date;
- (iii) To the best of the knowledge of the sellers, no judicial Order shall be in effect, and no Law shall have been enacted, promulgated or issued or deemed applicable to the transactions contemplated by or performance of this Agreement which would restrain, enjoin, make illegal or otherwise prohibit the consummation of the transactions contemplated hereby or thereby or the performance thereof would in any manner increase the cost of acquisition in the hands of the Acquirers;
 - (iv) Completion of legal, financial and tax due diligence to the satisfaction of the Acquirers; and
 - (v) The Sellers shall provide a certificate to all the Acquirers stating that, in the opinion of the Sellers, there has been no Material Adverse Effect.
 - (vi) The Sellers shall have delivered a certificate to the Acquirers confirming that there is no amount due and payable by the Company to any of the Sellers or by any of the Sellers to the Company.

2.2. Responsibility for Satisfaction:

The Sellers shall use its best endeavors to ensure that each of the aforementioned Conditions Precedent is fulfilled as soon as reasonably practicable and in any event within 60 (sixty) days from the date of execution of this Agreement or such extended date as may be mutually agreed upon between Sellers and Acquirers. If the conditions mentioned above are not fulfilled on or before 120 days, then the Acquirers shall have the right to terminate this Agreement and no party shall have any obligations or rights hereunder, other than with respect to any prior breach hereof.

On satisfaction of all the Conditions Precedent mentioned in above, the Sellers shall provide a written confirmation of the same separately to each of the Acquirers ("CP Confirmation Notice"). The CP Confirmation Notice shall be accompanied with duly authenticated or certified copies of all the necessary documents evidencing fulfillment of the Conditions Precedent mentioned in Clause 3.1 above. On receipt of the CP Confirmation Notice, the Acquirers will, if it is satisfied that the Conditions Precedent have been fulfilled to its satisfaction in accordance with this Agreement or waived by it, jointly issue a written notice to the Company confirming the same ("CP Satisfaction Notice").

3.1.5. The change in control of the Target Company is not through any Scheme of Arrangement.

3.1.6. The Acquirers reserves the right to nominate someone representing them to be a Director on the Board of the Target Company during the Offer Period in accordance with the Regulations by depositing 100% of the Maximum Consideration payable under the Offer in the Cash Escrow Account as required under Regulation 24(1) of the SEBI (SAST) Regulations. Accordingly, new directors including Acquirers were appointed w.e.f. January 31, 2020 as mentioned in point no. 5.10 below were appointed on the Board of the Target Company and the erstwhile directors namely Mr. Umed Kumar Nahata, Mrs. Dimple Gupta & Independent Directors namely Mr. Lakhi Prasad Saraogi, Mr. Deepak Banthia resigned w.e.f. the same date.

3.1.7. As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendation on this Offer to the Eligible Shareholders. Such recommendation shall be published at least two (2) working days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

3.1.8. No other persons/individuals/entities are acting in concert with the Acquirers for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.

3.2. DETAILS OF THE PROPOSED OFFER

3.2.1. The PA announcing the Open Offer, under Regulation 3(1) and 4 read with Regulation 13, 14 and 15 of the Regulations was made on September 06, 2019 (Friday) and was submitted to Metropolitan Stock Exchange Limited, Mumbai ('MSEI'), Calcutta Stock Exchange Limited, Kolkata ('CSE') and to the Target Company on the same date and was filed with SEBI, Mumbai on September 09, 2019 (Monday).

3.2.2. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on September 16, 2019 (Monday) in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition
Arthik Lipi	Bengali	Kolkata Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

3.2.3. Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was filed through the Manager to the Offer with SEBI, MSEI, CSE and the Target Company at its Registered Office.

3.2.4. This Offer is made by the Acquirers to all Eligible Shareholders, to acquire up to 10,50,000 Equity Shares representing 35% of the Equity Share Capital, at a price of ₹7.50 (Rupees Seven and Paise Fifty only) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the Regulations and subject to the terms and conditions set out in the PA, the DPS and LoF.

3.2.5. There is no differential pricing for the Offer.

3.2.6. This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations. There has been no competing offer as of the date of this LoF.

3.2.7. The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of the Regulations, the Acquirers will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer up to a maximum of 10,50,000 Equity Shares representing 35% of the Equity Share Capital of the Target Company.

3.2.8. The Acquirers did not acquire any shares of the Target Company after the date of PA i.e. September 06, 2019 (Friday) up to the date of this LoF, except for acquisition of 10,70,600 Equity Shares pursuant to SPA.

3.2.9. In terms of Regulation 23 of the Regulations, the statutory approvals, if any, are refused, the Offer would stand withdrawn. In the event of withdrawal of this Offer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such Public Announcement will also be sent to SEBI, MSEI, CSE and the Target Company at its Registered Office.

3.2.10. As on date, the Manager to the Offer, Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.2.11. The Equity Shares of the Target Company acquired by the Acquirers shall be 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.

3.2.12. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will not fall below the minimum public shareholding requirement as per SCRR as amended and the SEBI (LODR) Regulations, 2015.

3.3. OBJECT OF THE OFFER

3.3.1. This Offer is being made to the public shareholders of Target Company pursuant to and in compliance with regulation 3(1) and 4 of the Regulations.

3.3.2. The object of acquisition is to acquire substantial shares/voting rights accompanied by control over the Target Company. At present, the Acquirers does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers may reorganize the present Capital Structure of the Company and also further strengthen the Board.

3.3.3. The Acquirers does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of the Regulations.

4. BACKGROUND OF THE ACQUIRERS

4.1. Information about Mr. Yatin Sanjay Gupte (hereinafter referred to as “Acquirer 1”)

4.1.1. Yatin Sanjay Gupte, s/o Sanjay Gupte, aged about 41 years, is presently residing at 12/A, Suramya Bunglows, Raipura Road, Bhayali Gaon, Behind Lalguru Farm, Bhayli, Vadodara-391 410, Contact. No.: +91 95860 55500, E-Mail ID: yatin@wardwizard.in. He is a Master of Business Administration (M.B.A Exe.) in Insurance from Bharitya Shiksha Parishad, Uttar Pradesh. His Permanent Account Number (PAN) under Indian Income Tax Act is AIHPG 2333 B. He has approximately 15 years of experience in the areas of Sales & Marketing, Business Development, Client Servicing, Renewals and Operations (including 11 years of experience in Insurance).

4.1.2. He is not part of any group.

4.1.3. As on date of PA, Acquirer 1 did not hold any Equity Share in the Target Company. However, he has entered into a Share Purchase Agreement on September 06, 2019 (Friday) to acquire 4,30,600 Equity Shares representing 14.35% of the Equity Share Capital of the Target Company. As on date, the said Equity Shares have been transferred to the Demat Account of Acquirer 1 and the requisite payment has been made to the Sellers.

4.1.4. He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.

4.1.5. The Net Worth of Acquirer 1 is ₹564.06 Lakhs (Rupees Five Hundred Sixty Four Lakhs and Six Thousand only) as on September 06, 2019 as certified vide certificate dated September 06, 2019 issued by Mr. Rutvij Vyas, Partner (Membership No. 109191) of M/s VCA & Associates., Chartered Accountants (FRN: 114414W) having office at 402, Capri House, B/H Express Hotel, Alkapuri, Vadodara-390 007, Tel. No.: +91 265 2325561, E-Mail ID: vca.rutvij@gmail.com.

4.1.6. The entities promoted/controlled/managed by the Acquirer 1 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Wardwizard Solutions India Pvt Ltd	Director	95.00%
2)	Wardwizard Sales Force India Pvt. Ltd.	Director	50.00%
3)	Kerala Health and Wellness Solutions LLP	Designated Partner	33.00%
4)	Dhanwanthari Health and Wellness Solutions Pvt. Ltd.	Director	70.00%
5)	JZ Hospitality Pvt. Ltd.	Director	25.00%
6)	Wardwizard Innovations & Mobility Limited (formerly known as Manvijay Development Company Limited)	Managing Director	68.06%

4.2. Information about Mr. Sojan V Avirachan (hereinafter referred to as “Acquirer 2”)

4.2.1. Sojan V Avirachan, s/o Avirachan, aged about 41 years, is presently residing at Vettukallel House, Thoammankuthu, P.O. Idduki, Kerala-685 581, Contact No.: +91 79073 51671, E-Mail ID: sojanmba2007@gmail.com. He is a Master of Business Administration in Management Science from Anna University, Chennai. His Permanent Account Number (PAN) under Indian Income Tax Act is BWYPS 2447 E. He has approximately 12 years of experience in the areas of Administration, Marketing, Banking and Finance.

4.2.2. He is not part of any group.

4.2.3. As on date of PA, Acquirer 2 did not hold any Equity Share in the Target Company. However, he has entered into a Share Purchase Agreement on September 06, 2019 (Friday) to acquire 3,62,800 Equity Shares

representing 12.09% of the Equity Share Capital of the Target Company As on date, the said Equity Shares have been transferred to the Demat Account of Acquirer 2 and the requisite payment has been made to the Sellers.

4.2.4.He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.

4.2.5.The Net Worth of Acquirer 2 is ₹296.88 Lakhs (Rupees Two Hundred Ninety Six Lakhs and Eighty Eight Thousand only) as on September 06, 2019 as certified vide certificate dated September 06, 2019 issued by Mr. Sunil Dayanandha P, Proprietor (Membership No. 207096) of M/s Sunil Dayanandha & Co., Chartered Accountants (FRN: 012093S) having office at 2D, Ashiyana Apartments, Paliyam Road, Thrissur-680 001, Kerala. Tel. No.: +91 0487 2322 537, E-Mail ID: casunildp@rediffmail.com.

4.2.6.The entities promoted/controlled/managed by the Acquirer 2 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Aevas Business Solutions Pvt. Ltd.	Director	70.00%

4.3. Information about Mr. R Venkataramana (hereinafter referred to as “Acquirer 3”)

4.3.1.Mr. R Venkataramana, s/o Penchalaiah Revuru, aged about 44 years, is presently residing at #13/1 2nd Cross, Sreekar Mansion, Raghuram Reddy Layout, Near BBMP Office, Doddanekkundi, Bengaluru-560 037, Contact No.: +91 70193 33148, E-Mail ID: rvramana171@gmail.com. He is a Master of Business Administration from Sri Krishnadevaraya University, Andhra Pradesh and Post Graduate Diploma in Information Technology (PGDIT) from Manipal Academy of Higher Education, Karnataka. His Permanent Account Number (PAN) under Indian Income Tax Act is AHSPR 8820 L. He has approximately 17 years of experience in the areas of Sales & Marketing, Business Development, Client Servicing, etc.

4.3.2.He is not part of any group.

4.3.3.As on date of PA, Acquirer 3 did not hold any Equity Share in the Target Company. However, he has entered into a Share Purchase Agreement on September 06, 2019 (Friday) to acquire 2,77,200 Equity Shares representing 9.24% of the Equity Share Capital of the Target Company As on date, the said Equity Shares have been transferred to the Demat Account of Acquirer 3 and the requisite payment has been made to the Sellers.

4.3.4.He has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11 B of the SEBI Act or any other regulations made under the SEBI Act.

4.3.5.The Net Worth of Acquirer 3 is ₹326.55 Lakhs (Rupees Three Hundred and Twenty Six Lakhs and Fifty Five Thousand only) as on September 05, 2019 as certified vide certificate dated September 06, 2019 issued by Mr. Prasanna Adiga (Membership No. 227199) Chartered Accountant, having office at #83, Sri Gurukrupa, II Floor, East Anjaneyaswamy Temple Street, Basavanagudi, Bengaluru-560 004. Tel. No.: +91 80 2662 2894, E-Mail ID: ca.prasanna.adiga@gmail.com.

4.3.6.The entities promoted/controlled/managed by the Acquirer 3 is as under:

Sr. No.	Name of the Entities	Designation	% of total Equity Shares held/ Share of Partnership
1)	Garuda Mart India Pvt. Ltd.	Promoter/Director	90.00%
2)	Ashrama Vidyarthi Akshaya Seva Sadan Foundation	Promoter/Director	70.00%
3)	Sreekaram Business Solutions Pvt. Ltd.	Director	9.00%

4.4. The Acquirers are Business Associates and came together to jointly control the Target Company.

4.5. The Acquirers will be the Promoter of the Target Company, after completing all the Open Offer formalities pursuant to the Regulations.

4.6. The Acquirers did not acquire any Equity Share of the Target Company either in the current financial year or in the period of eight financial years preceding the current financial year. However, the Acquirers have

entered into a Share Purchase Agreement on September 06, 2019 (Friday) for acquisition of 10,70,600 Equity Shares at a price of ₹4 per Equity Share and the said Equity Shares have been transferred to the Demat Account of the respective Acquirers during the month of February 2020.

- 4.7. Neither the Acquirers nor any of the entities with whom they are associated, are in Securities related business and registered with SEBI as a Market Intermediary.
- 4.8. Based on the information available, none of the Acquirers are in the list of 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI and as per Regulation 2(1) (ze) of Regulations.
- 4.9. Based on the information available, none of the Acquirers have been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulations 2(1) (ja) of Regulations.
- 4.10. The entities promoted or controlled by the Acquirers as mentioned in point no. 4.1.6, 4.2.6 and 4.3.6 above are neither holding any Equity Share nor participating or acting in Concert in the Open Offer.
- 4.11. As on date, the Acquirers have acquired Equity Shares pursuant to SPA and took over the control of the management of the Target Company after depositing an amount equivalent to 100% of the Offer size. Further, new directors including Acquirers as mentioned in point no. 5.10 below were appointed on the Board of the Target Company w.e.f. January 31, 2020.

5. BACKGROUND OF THE TARGET COMPANY-ORCHID SECURITIES LIMITED

- 5.1. The Target Company, bearing CIN L18209WB1994PLC062173 was incorporated on March 09, 1994 in the name of 'Orchid Securities Limited' in the State of West Bengal pursuant to the provisions of the Companies Act, 1956. There has been no change in the name of the Company during the last three years.
- 5.2. The current Registered Office is situated at 36A, Bentick Street, Kolkata-700 069, West Bengal. The Corporate Office is situated at C-222, GIDC, Makarpura Industrial Estate Vadodara-390 010 w.e.f. January 31, 2020
- 5.3. The Target Company is registered as Non-Banking Finance Company ("NBFC") with Reserve Bank of India ("RBI") bearing Registration Number as 05.00111 (without accepting public deposits) and its main business inter-alia includes investments/trading in shares and securities and providing loans and advances.
- 5.4. The Authorized Share Capital of the Target Company is ₹3,25,00,000 comprising of 32,50,000 Equity Shares of ₹10 each. The Paid-Up Equity Share Capital of the Target Company is ₹3,00,01,000 comprising of 30,00,100 Equity Shares of ₹10 each fully paid up.
- 5.5. The Equity Shares of the Target Company are listed on Metropolitan Stock Exchange of India Limited, ("MSEI") having a scrip symbol as 'Orchid' and Calcutta Stock Exchange Limited, Kolkata ("CSE") with scrip code as '025148'. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the Regulations. The ISIN of the Target Company is INE077D01014.
- 5.6. As on date, the Target Company is fully compliant with the listing requirements and there has not been any non-listing of Equity Shares on any of the Stock Exchanges. However, The Target Company was suspended on the Calcutta Stock Exchange Limited w.e.f. March 21, 2014 due to some non-compliances of Listing Agreement. The trading in the Shares of the Target Company was revoked by the Calcutta Stock Exchange Limited w.e.f. April 01, 2016, after the necessary compliances were completed. Further, Metropolitan Stock Exchange of India Limited ("MSEI") vide its letter dated March 27, 2019 levied a penalty of ₹1,08,560 for non-compliance under Regulations 6(1) of SEBI (LODR) Regulations, 2015 pertaining to quarter ended December'2018 for which the payment was made on August 29, 2019. Further, MSEI vide its letter dated August 14, 2019 levied a penalty of ₹1,07,380 for non-compliance under Regulations 6(1) of SEBI (LODR) Regulations, 2015 pertaining to quarter ended June'2019 and the Target Company has taken up the matter with MSEI for its resolution.

5.7. Share Capital Structure:

The Equity Share Capital Structure of the Target Company is as follows:

Paid-up Shares	No. of Equity Shares/Voting Rights	% of Equity Shares/Voting Rights
Fully Paid-up Equity Shares	30,00,100	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	30,00,100	100.00%

5.8. As of the date of this LoF, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. Further, there is no differential pricing for the Offer. There has been no merger/de-merger or spin off in the Target Company during the past three years.

5.9. The Acquirers deposited an amount equivalent to 100% of the Escrow Amount pursuant to Regulation 17 of SEBI (SAST) Regulations, 2011. Thereafter, the Acquirers, in terms of Regulation 22(2), completed the acquisition of Equity Shares pursuant to SPA and took control over the Target Company.

Further, new directors including Acquirers as mentioned in point no. 5.10 below were appointed on the Board of the Target Company w.e.f. January 31, 2020 and the erstwhile directors namely Mr. Umed Kumar Nahata, Mrs. Dimple Gupta & Independent Directors namely Mr. Lakhi Prasad Saraogi, Mr. Deepak Banthia resigned w.e.f. the same date.

5.10. Details of the Board of Directors of the Target Company:

As on the date, the Directors representing the Board of the Target Company are:

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Experience		No of Shares held in the TC	
				No. of Years	Field	No. of Shares	%
1)	Mr. Yatin Sanjay Gupte <i>DIN: 07261150</i> <i>PAN: AIHPG2333B</i> <i>Designation:</i> <i>Additional Executive Director</i>	12/A, Suramya Bunglows, Raipura Road Behind Lalguru Farm, Bhayali Gaon, Vadodara-391410.	January 31, 2020	15	Sales & Marketing, Business Development, Client Servicing, Renewals and Operations and Insurance	4,30,600	14.35%
2)	Mr. Venkata Ramana Revuru <i>DIN: 02809108</i> <i>PAN: AHSPR8820L</i> <i>Designation:</i> <i>Additional Executive Director</i>	13/1,2 nd , Cross, Sreekar Mansion Raghuram Reddy, Layout. Near BBMP Office, Bangalore-560037	January 31, 2020	17	Sales & Marketing, Business Development, Client Servicing, etc	2,77,200	9.24%
3)	Mr. Sojan V. Avirachan <i>DIN: 07593791</i> <i>PAN: BWYPS2447E</i> <i>Designation:</i> <i>Additional Executive Director</i>	Vettukalle House Thommankuthu P O, Nadakkal, Vannapuram Idukki 685607	January 31, 2020	12	Administration, Marketing, Banking and Finance.	3,62,800	12.09%
4)	Mr. Bhargav Govindprasad Pandya <i>DIN: 08693675</i> <i>PAN: ACUPP3131F</i> <i>Designation:</i> <i>Additional Non-Executive Non-Whole time Independent Director</i>	19/D, Gokuldharm society, Behind Union Bank of India, Vadodara-390 008	January 31, 2020	37	Banking and Finance	Nil	N.A.
5)	Mr. Sajidhusain Ismailmiya Malek	A/6, Shifa Duplex, Nr. Basil School,	January 31, 2020	13	Real Estate development and Interior	Nil	N.A.

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Experience		No of Shares held in the TC	
				No. of Years	Field	No. of Shares	%
	DIN: 07274241 PAN: AGRPM1375R Designation: Additional Non-Executive Non-Whole time Independent Director	Tandalja Road, Vadodara-390 020			Design Contracts.		
6)	Mrs. Vandana Ravindran Nambiar DIN: 00376718 PAN: AEGPN5888R Designation: Additional women Non-Executive Non-Whole time Independent Director	C-7, Nilkanth Duplex, Opp. Dayanand Park, Gotri, Vadodara-390021	January 31, 2020	18	HR	Nil	N.A.

Note: The Directors mentioned under point no. 1 to point no. 3 are the acquirers and have been nominated pursuant to Regulations 24 (1) of SEBI (SAST) Regulations, 2011.

5.11. The key financial information of the Target Company based on the Audited Financial Statements for the Financial Year ended March 31, 2019, March 31, 2018 and March 31, 2017 are as follows:

Profit and Loss Statement:

(₹ in Lakhs, except EPS)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
	(Audited)	(Audited)	(Audited)
Income from Operations	259.34	312.49	239.94
(+) Other Income	0.11	0.04	0.06
Total Income	259.45	312.52	240.00
Total Expenditure	263.77	305.53	241.99
Profit before Depreciation, Interest and Tax	(4.31)	6.99	(1.98)
(-) Depreciation	2.33	2.34	0.77
(-) Interest and Financial Charges	0.00	0.10	0.24
Exceptional Items	-	-	-
Profit before Tax	(6.64)	4.55	(2.99)
Tax Expenses		0.52	
Profit after Tax	(6.64)	4.02	(2.99)
Appropriations	-	-	-
Income Tax Adjustments earlier years	-	-	-
Profit & Loss Transfer for Goodwill/Capital Reserve	-	-	-
Profit/ (loss) for the year	(6.64)	4.02	(2.99)

Balance Sheet Statement:

(₹ in Lakhs, except EPS)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
	(Audited)	(Audited)	(Audited)
Sources of Funds			
Paid up Equity Share Capital	300.01	300.01	300.01
Reserves & Surplus (Excluding Revaluation Reserve)	(80.66)	(74.00)	(78.03)
(-) Miscellaneous Expenditure	-	-	-
Net Worth	219.35	226.01	221.98
Non-Current Liabilities	0.12	0.14	0.18
Current Liabilities	83.74	79.97	83.15
Total	303.22	306.12	305.31
Uses of Funds			
Non-current Assets			
Net Fixed Assets	2.53	3.26	4.00
Non-current Investments	-	-	-

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
	(Audited)	(Audited)	(Audited)
Deferred Tax Assets (Net)	-	-	-
Other Non-Current Assets	-	-	-
Long-term loans and advances	31.01	35.72	60.08
Current assets	269.68	267.15	241.23
Total	303.22	306.12	305.31

Other Financial Data:

(₹ in Lakhs, except EPS)

Particulars	FY 2018-2019	FY 2017-2018	FY 2016-2017
Dividend (%)	Nil	Nil	Nil
Earnings Per Share	(0.22)	0.13	(0.10)
RoNW (%)	(3.03%)	1.78%	(1.35%)
Book Value	7.31	7.53	7.40

5.12. Pre and Post-Offer Shareholding Pattern of the Target Company as on date of LoF are as follows:

Shareholders' Category	Equity Share Capital/Voting Capital prior to SPA and Offer		Equity Share Capital/Voting Capital agreed to be acquired which triggered off the Regulations*		Equity share Capital/Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/Voting Rights after SPA and Offer	
	(A)		(B)		(C)		(D)	
	No.	%	No.	%	No.	%	No.	%
1) Promoter Group								
a) Parties to Agreement, if any	2,97,900	9.93	(2,97,900)	(9.93)	Nil	N.A.	Nil	N.A.
(i) Mr. Baboo Lal Birmecha	1,47,500	4.92	(1,47,500)	(4.92)	Nil	N.A.	Nil	N.A.
(ii) Mrs. Simple Bachhawat	1,43,500	4.78	(1,43,500)	(4.78)	Nil	N.A.	Nil	N.A.
(iii) Mrs. Dimple Gupta	1,25,400	4.18	(1,25,400)	(4.18)	Nil	N.A.	Nil	N.A.
(iv) Mrs. Champa Birmecha	96,700	3.22	(96,700)	(3.22)	Nil	N.A.	Nil	N.A.
(v) Mr. Adarsh Birmecha	36,600	1.22	(36,600)	(1.22)	Nil	N.A.	Nil	N.A.
(vi) Mr. Rajendra Kumar Nahata	23,600	0.79	(23,600)	(0.79)	Nil	N.A.	Nil	N.A.
(vii) Mr. Nirmal Kumar Lunia	18,500	0.62	(18,500)	(0.62)	Nil	N.A.	Nil	N.A.
(viii) Mrs. Sunita R Nahata	700	0.02	(700)	(0.02)	Nil	N.A.	Nil	N.A.
(ix) Mr. Umed Kumar Nahata	600	0.02	(600)	(0.02)	Nil	N.A.	Nil	N.A.
(x) Mrs. Sangeeta Nahata	1,39,600	4.65	(1,39,600)	(4.65)	Nil	N.A.	Nil	N.A.
(xi) Simplex Estates Pvt. Ltd.	40,000	1.33	(40,000)	(1.33)	Nil	N.A.	Nil	N.A.
(xii) Tobular Impex Pvt. Ltd.	2,97,900	9.93	(2,97,900)	(9.93)	Nil	N.A.	Nil	N.A.
Total (a)	10,70,600	35.69	(10,70,600)	(35.69)	Nil	N.A.	Nil	N.A.
b) Promoters other than (a) above								
(i) Mrs. Priyanka Gairola alias Mrs. Priyanka Birmecha	86,800	2.89	Nil	N.A.	Nil	N.A.	Nil	N.A.
Total (b)	86,800	2.89	Nil	N.A.	Nil	N.A.	86,800	2.89%
Total 1 (a+b)	11,57,400	38.58	(10,70,600)	(35.69)	Nil	N.A.	86,800	2.89%
2) Acquirers								
(i) Mr. Yatin Sanjay Gupte	Nil	N.A.	4,30,600	14.36	10,50,000	35.00	21,20,600	70.69
(ii) Mr. Sojan V Avirachan	Nil	N.A.	3,62,800	12.09				
(iii) Mr. R Venkataramana	Nil	N.A.	2,77,200	9.24				
Total 2	Nil	N.A.	10,70,600	35.69	10,50,000	35.00	21,20,600	70.69
3) Parties to Agreement other than (1) (a) & (2)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
Total 3	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
4) Public (other than parties to agreement, acquirers & PACs)								
a) FIs/MFs/FIIs/Banks, SFIs (indicate names)								
b) Others	18,42,700	61.42	Nil	N.A.	(10,50,000)	35.00	7,92,700	26.42
Total 4 (a+b)	18,42,700	61.42	Nil	N.A.	(10,50,000)	35.00	7,92,700	26.42
GRAND TOTAL (1+2+3+4)	30,00,100	100.00	Nil	N.A.	Nil	N.A.	30,00,100	100.00

* The acquisitions pursuant to SPA have been completed by the Acquirers in compliance with Regulation 22 (2) of SEBI (SAST) Regulations, 2011.

Notes:

- Mrs. Priyanka Gairola alias Mrs. Priyanka Birmecha forming part of Promoter(s)/Promoter(s) Group will continue to hold 86,800 Equity Shares representing 2.89% of the paid-up capital of the Target Company after the completion of Takeover formalities. She shall be re-classified as Public Shareholder subject to compliance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].
- Total Number of Public Shareholders as on the Identified Date is 952.

5.13. Details of the Compliance Officer:

Name : Ms. Grishma Ajayrao Shewale
Registered Office : C-222, GIDC, Makarpura Industrial Estate Vadodara 390010
Contact No. : +91 75748 95589
E-Mail ID : orchidsecurities_ltd@yahoo.co.in

Note: She has been appointed w.e.f. March 01, 2020 in place of Ms. Rimi Agarwal.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. JUSTIFICATION OF OFFER PRICE

6.1.1. The Equity Shares of the Target Company are presently listed on Metropolitan Stock Exchange of India Limited (“MSEI”) having a scrip symbol as ‘Orchid’ and The Calcutta Stock Exchange of India Limited having Scrip Code as 025148. The Equity Shares of the Target Company is infrequently traded on MSEI and CSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1) (j) of the Regulations.

6.1.2. The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (September 2018 till August 2019) on the Stock Exchange on which the Equity Shares of the Target Company are traded is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Total No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
Metropolitan Stock Exchange of India Ltd	Nil	30,00,100	Not Applicable
Calcutta Stock Exchange Limited	Nil	30,00,100	Not Applicable

(Source: www.msei.in)

6.1.3. The Offer Price of ₹7.50 (Rupees Seven and Paise Fifty only) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations on the basis of the following:

Sr. No.	Particulars	Amount (In. ₹)
a)	Negotiated Price as per SPA	: 4.00
b)	The volume-weighted average price paid or payable for acquisition by the Acquirers, during 52 weeks preceding the date of PA	: N.A.
c)	The highest price paid or payable for any acquisition, by the Acquirers, during 26 weeks preceding the date of the PA	: N.A.
d)	The volume-weighted average market price of Equity shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on MSEI & CSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	: N.A.
e)	The price determined by the Acquirers and the Manager to the Offer taking into account Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares, since the Equity Shares are infrequently traded	: 7.50
f)	Other Financial Parameters as at	: March 31, 2019 (Audited)
	(i.) Return on Net Worth (%)	: (3.03%)
	(ii.) Book Value Per Share (₹)	: 7.31
	(iii.) Earnings Per Share (₹)	: (0.22)

6.1.4. The Fair Value per share of the Target Company is ₹7.31 (Rupees Seven and Paise Thirty One only) per share as certified vide Valuation Report dated September 06, 2019 issued by Navigant Corporate Advisors Limited, Merchant Banker, having office at 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla

Road, Andheri (East), Mumbai-400 059, Tel. No.: +91 22 4120 4837 and Registered Office at 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon-Mulund Link Road, Malad (West), Mumbai-400 064, E-Mail ID: navigant@navigantcorp.com.

- 6.1.5. In view of the parameters considered and presented in the table above and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹7.50 (Rupees Seven and Paise Fifty only) per Equity Share is justified in terms of Regulation 8(2) of the Regulations.
- 6.1.6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.7. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, at a price higher than the Offer Price, the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of regulation 8(8) of the Regulations. However, the Acquirers will not be acquiring any Equity Shares of the Target Company after the third working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- 6.1.8. If the Acquirers acquires Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, they will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty (60) 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 Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares whether by way of bulk deals, block deals or in any other form.
- 6.1.9. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers are permitted to revise the Offer Price upward at any time up to 3 working days prior to the commencement of the Tendering Period in accordance with Regulation 18(4) of the Regulations. If there is any such upward revision in the Offer Price by the Acquirers or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered in the Offer.
- 6.1.10. In the event that the number of Equity Shares validly tendered by the Public Shareholders of the Target Company under the Offer is higher than the Offer Size, the Equity Shares received from the public shareholders shall be accepted on a proportionate basis, in consultation with the Manager to the Offer.

6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 6.2.1. The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 10,50,000 fully paid up Equity Shares of Face Value ₹10 each at a price of ₹7.50 (Rupees Seven and Paise Fifty only) per Equity Share is ₹78,75,000 (Rupees Seventy Eight Lakhs Seventy Five Thousand only) (“Maximum Consideration”).
- 6.2.2. In accordance with Regulation 17(4) of Regulations, the Acquirers have opened a Cash Escrow Account under the name and style of “**OSL-OPEN OFFER-CASH ESCROW ACCOUNT**” (“**Escrow Account**”) with IndusInd Bank Limited (“**Escrow Banker**”) bearing account number 250557778479 and deposited an amount of ₹25,00,000 (Rupees Twenty Five Lakhs only), in cash, being around 31.75% of the Maximum Consideration on September 11, 2019. The Acquirers further deposited an additional amount of ₹53,75,000 (Rupees Fifty Three Lakhs and Seventy Five Thousand only) on January 10, 2020 in the Escrow Account aggregating to ₹78,75,000, which is equivalent to 100% of the Escrow Amount. The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. The cash deposit in the Escrow Account has been confirmed vide the Certificates dated September 11, 2019 and January 10, 2020 respectively issued by the Escrow Banker.
- 6.2.3. The Acquirers have empowered the Manager to the Offer i.e. Mark Corporate Advisors Private Limited to operate and to realize the value of the Escrow Account in terms of the Regulations.

6.2.4. The Acquirers have adequate financial resources and have made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the Regulations. The Open Offer obligation shall be met by the Acquirers through their own resources and no borrowings from any bank and/or financial institution are envisaged. Mr. Rutvij Vyas, Partner (Membership No. 109191) of M/s VCA & Associates., Chartered Accountants (FRN: 114414W) having office at 402, Capri House, B/H Express Hotel, Alkapuri, Vadodara-390 007, Tel. No.: +91 265 2325561, E-Mail ID: vca.rutvij@gmail.com, Mr. Sunil Dayanandha P, Proprietor (Membership No. 207096) of M/s Sunil Dayanandha & Co., Chartered Accountants (FRN: 012093S) having office at 2D, Ashiyana Apartments, Paliyam Road, Thrissur-680 001, Kerala. Tel. No.: +91 0487 2322 537, E-Mail ID: casunildp@rediffmail.com and Mr. Prasanna Adiga, (Membership No. 227199) Chartered Accountant, having office at #83, Sri Gurukrupa, II Floor, East Anjaneyaswamy Temple Street, Basavanagudi, Bengaluru-560 004. Tel. No.: +91 80 2662 2894, E-Mail ID: ca.prasanna.adiga@gmail.com, have certified vide certificate dated September 06, 2019 that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.

6.2.5. The Manager to the Offer is satisfied about the ability of the Acquirers and to implement the offer in accordance with the Regulations. Further, the Manager to the Offer confirms that the funds/money are in place to fulfil the Open Offer obligations.

6.2.6. In case of any upward revision in the Offer Price or the Offer Size, the value of the Escrow Amount shall be computed on the revised consideration calculated at such revised Offer Price or Offer Size and any additional amounts required will be funded via cash in the Escrow Account by the Acquirers prior to effecting such revision, in terms of Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. OPERATIONAL TERMS AND CONDITIONS

7.1.1. This Offer is being made by the Acquirers to (i) all the Equity Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. March 06, 2020 (Friday); (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. March 06, 2020 (Friday); and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. April 08, 2020 (Wednesday), but who are not the registered Equity Shareholders.

7.1.2. This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.

7.1.3. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.

7.1.4. Eligible persons can write to the Registrar/Manager to the Offer requesting for the Letter of Offer. Alternatively, the Letter of Offer would also be available on the website of SEBI i.e. www.sebi.gov.in.

7.1.5. No Shares will be accepted in physical mode pursuant to PR No.: 51/2018 dated December 03, 2018 issued by SEBI wherein requests for effecting transfer of securities shall not be processed after March 31, 2019 unless the Securities are held in the dematerialized form with a Depository.

7.1.6. Neither the Acquirers, nor the Manager to the Offer or the Registrar to the Offer accepts any responsibilities in any manner for any loss of Offer acceptance documents, etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.1.7. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from bidding of such Equity Shares during pendency of the said litigation and are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.

- 7.1.8. Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.9. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tendered their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2. LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in.

7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.3.1. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date i.e. March 06, 2020 (Friday).
- 7.3.2. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this LoF by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.3.3. The Public Announcement ('PA'), the Detailed Public Statement ('DPS') and the Letter of Offer ('LoF') shall also be available on the website of SEBI i.e. www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Equity Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from the website of SEBI for applying in the Offer.
- 7.3.4. By accepting this offer, the Public Shareholder(s) confirm that they are not Persons Acting in Concert with the Acquirers for the purpose of this Offer.
- 7.3.5. The acceptance of this Offer by the Equity Shareholders of the 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 and should be received by the Registrar to the Offer at the address mentioned in this LoF on or before the closure of the Tendering Period i.e. April 08, 2020 (Wednesday).
- 7.3.6. The Acquirers reserves the right to revise the Offer Price and/or the Offer Size upwards before one (1) working day prior to the commencement of the Tendering Period, i.e. up to March 20, 2020 (Friday), in accordance with the Regulations and the revision, if any, in the Offer Price would be announced in the Newspapers. The Acquirers would pay such revised price for all the shares validly tendered during the Tendering Period and accepted under the Offer in accordance with the terms of the Letter of Offer.
- 7.3.7. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer.

7.4. STATUTORY APPROVALS

- 7) As of the date of this LoF, to the best of the knowledge of the Acquirers, there are no Statutory Approvals required by the Acquirers to complete this Offer except for the approval from RBI. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirers shall make the necessary applications for such Statutory Approvals. In the event of non-receipt of any of such Statutory Approvals which may become applicable for the purchase of the Equity Shares under this Offer, the Acquirers shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the Regulations. The Target Company has filed the Application with RBI, Kolkata on September 12, 2019. The RBI, pursuant to its letter no. DNBS.RO.Kol.No.734 /08.02.400/2019-20 dated November 25, 2019, has communicated that it has granted its approval/NOC to the Acquirers for the proposed change in management and Control of the Target Company.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, Stock Exchange(s) and to the Target Company at its Registered Office.

7.4.1. In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the Regulations, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirers agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirers has the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirers in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of the Regulations.

7.4.2. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered pursuant to this Offer.

7.4.3. No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

8.1. The Acquirers have appointed Maheshwari Datamatics Private Limited, as the Registrar to the Offer.

8.2. The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
Maheshwari Datamatics Private Limited 23, R. N. Mukherjee Road 5th Floor, Kolkata-700 001	Mr. S. Rajgopal	Hand Delivery / Registered Post / Speed Post / Courier

8.3. The Target Company is presently having connectivity with Central Depository Services Limited ('CDSL') and National Securities Depositories Limited ('NSDL').

8.4. This Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by BSE Limited, Mumbai ('BSE') in the form of a separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 .as amended via Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.

8.5. BSE Limited, Mumbai ('BSE') shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.

8.6. The Acquirers have appointed Sparkle Securities Solutions Private Limited ('Buying Broker') for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker are mentioned below:

Name of the Broker : Sparkle Securities Solutions Private Limited
Address : E-501, Remi Bizcourt, Off Veera Desai Road, Andheri (W),
Mumbai-400 053

Tel No. : +91 22 6759 2034
Contact Person : Ms. Kunjal Anjaria

8.7. All the Shareholders who desire to tender their Equity Shares under the Open Offer should consult with their respective depository participants and their respective Stock Brokers ('Selling Broker') well in advance to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.

8.8. During the Tendering Period, the tender of the Equity Shares by the Equity Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.

8.9. Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares only. **Please note that no physical shares will be accepted under this Open Offer.**

8.10. The cumulative quantity tendered shall be updated on the website of the Designated Stock Exchange throughout the trading session at specific intervals by the Stock Exchange during tendering period.

8.11. Procedure for tendering Equity Shares:

8.11.1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Stock Broker/Selling Member indicating details of Shares they wish to tender in the Open Offer.

8.11.2. The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Limited (hereinafter referred to as 'Clearing Corporation'). Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.

8.11.3. Shareholders will have to submit Delivery Instruction Slips ('DIS') duly filled in specifying market type as "Open Offer"/"Takeover" and execution date along with other details to their respective broker so that Equity Shares can be tendered in Open Offer.

8.11.4. For Custodian participant order for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer 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 the custodian again for confirmation.

8.11.5. Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip ("TRS") generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.

8.11.6. In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted.

8.11.7. The Eligible Persons 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 pro-rata acceptance in the Open Offer.

8.11.8. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, 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, or the entire holding if it is less than the marketable lot.

PLEASE NOTE THAT NO SHARES WILL BE ACCEPTED IN PHYSICAL MODE PURSUANT TO PR NO.: 51/2018 DATED DECEMBER 03, 2018 ISSUED BY SEBI WHEREIN REQUESTS FOR EFFECTING TRANSFER OF SECURITIES SHALL NOT BE PROCESSED AFTER MARCH 31, 2019 UNLESS THE SECURITIES ARE HELD IN THE DEMATERIALIZED FORM WITH A DEPOSITORY.

8.12. Procedure for tendering the shares in case of non-receipt of Letter of Offer:

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.

An Eligible Person may participate in the Offer by approaching Stock Broker/Selling Member and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case of non-receipt of the Letter of Offer, such Equity Shareholders of the Target Company may download the same from the website of SEBI i.e. www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.13. Settlement Process

- 8.13.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.
- 8.13.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.13.3. The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in the bank accounts which are linked to the respective demat accounts). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Brokers' settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 8.13.4. 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 Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 8.13.5. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation.
- 8.13.6. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which will be opened by the Acquirers.
- 8.13.7. Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers

accepts no responsibility to bear or pay such additional cost, charges and expenses((including brokerage) incurred solely by the Selling Shareholder.

8.14. Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.

8.15. The Letter of Offer would also be available on the website of i.e. www.sebi.gov.in.

8.16. The Letter of Offer will be dispatched to all the eligible shareholders 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 i.e. www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.17. Settlement of Funds/Payment Consideration

8.17.1. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

8.17.2. For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

8.17.3. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.

8.17.4. The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.

8.17.5. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

8.17.6. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the Regulations.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders of the Target Company at the office of the Manager to the Offer, Mark Corporate Advisors Private Limited at 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, on any day (except Saturdays, Sundays and Public Holidays) between 10.30 AM to 2.00 PM from the Date of Opening of the Offer till the Date of Closure of the Offer:

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) Certified Audited Financial Statements for Financial Year ended March 31, 2019, March 31, 2018 and March 31, 2017 of the Target Company.
- 3) Certificate dated September 06, 2019, issued by Mr. Rutvij Vyas, Partner (Membership No. 109191) of M/s VCA & Associates., Chartered Accountants (FRN: 114414W) certifying the Net worth of the Acquirer 1 as on September 06, 2019.
- 4) Certificate dated September 06, issued by Mr. Rutvij Vyas, Partner (Membership No. 109191) of M/s VCA & Associates., Chartered Accountants (FRN: 114414W) certifying that the Acquirer 1 has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 5) Certificate dated September 06, 2019, issued by Mr. Sunil Dayanandha P, Proprietor (Membership No. 207096) of M/s Sunil; Dayanandha & Co., Chartered Accountants (FRN: 012093S) certifying the Net worth of the Acquirer 2 as on September 06, 2019.
- 6) Certificate dated September 06, issued by Mr. Sunil Dayanandha P, Proprietor (Membership No. 207096) of M/s Sunil; Dayanandha & Co., Chartered Accountants (FRN: 012093S) certifying that the Acquirer 2 has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 7) Certificate dated September 06, 2019, issued by Mr. Prasanna Adiga (Membership No. 227199), Chartered Accountants certifying the Net worth of the Acquirer 3 as on September 05, 2019.
- 8) Certificate dated September 06, issued by Mr. Prasanna Adiga (Membership No. 227199), Chartered Accountants that Acquirer 3 has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 9) Memorandum of Understanding between Lead Manager i.e. Mark Corporate Advisors Private Limited and the Acquirers dated September 06, 2019.
- 10) Share Purchase Agreement ('SPA') entered between the Acquirers and the Promoters/Sellers on September 06, 2019.
- 11) Letters from IndusInd Bank Limited dated September 11, 2019 and January 10, 2020 confirming the balance of ₹25,00,000 and ₹53,75,000 respectively in the Cash Escrow Account.
- 12) Due Diligence Certificate dated September 23, 2019 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 13) Undertaking from the Acquirers for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 14) Undertaking from the Acquirers with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of the Regulations.
- 15) Copies of the Public Announcement ('PA') dated September 06, 2019 (Friday) and a published copy of Detailed Public Statement ('DPS') which appeared in the newspapers on September 16, 2019 (Monday).
- 16) A copy of the Recommendations to be published on March 19, 2020 (Thursday) made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the Regulations.
- 17) Copy of the Observation Letter no SEBI/HO/CFD/DCR2/OW/P/2020/8222/1 dated March 04, 2020 issued by SEBI.

10. DECLARATION BY THE ACQUIRERS

The Acquirers, accepts full responsibility, for the information contained in this Letter of Offer and also for ensuring the compliance with the obligations of the Acquirers as laid down in the Regulations.

We, the Acquirers, have made all reasonable inquiries, accept responsibility and confirm that this Letter of Offer is in compliance with the Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this Letter of Offer are true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person signing this Letter of Offer are the Acquirers:

Acquirers:

Sd/-

Yatin Sanjay Gupte
("Acquirer 1")

Sd/-

Sojan V Avirachan
("Acquirer 2")

Sd/-

R Venkataramana
("Acquirer 3")

Date : March 11, 2020

Place : Vadodara