

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer ("LoF") is sent to you as a Public Shareholder of Shree Global Tradefin Limited ("SGTL"/"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 equity shares in the Target Company, please hand over this Letter of Offer and the accompanying form of acceptance-cum-acknowledgement and Transfer Deed to the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER BY**

**Mr. Ravi Agarwal ("Acquirer 1")**

Residing at Flat No-2701, 26<sup>th</sup> Floor, Pearl Residency Building, 956, Sayani Road, Prabhadevi, Mumbai-400025  
Contact No.: +91 98210 30999; Email ID: ra@aristo.net.in

alongwith

**Aristo Realty Developers Limited ("Acquirer 2")**

Registered Office: A2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013  
Tel. No.: +91 98210 30999; Email ID: ra@aristo.net.in

(Acquirer 1 and Acquirer 2 hereinafter collectively referred to as "Acquirers")

to acquire up to 33,07,53,000 fully paid-up Equity Shares of face value of ₹1 each representing 26.00% of the Voting Share Capital at a price of ₹6.50 (Rupees Six and Paise Fifty only) per Equity Share ("Offer Price"), payable in cash in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto ["SEBI (SAST) Regulations, 2011"] from the Public Shareholders

OF

**SHREE GLOBAL TRADEFIN LIMITED**

(CIN: L27100MH1986PLC041252)

Registered Office: A2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013  
Tel. No.: +91 22 6291 8111; Email ID: sgtl2008@gmail.com; Website: www.sgtl.in

- 1) This Offer is being made by the Acquirers pursuant to Regulations 3(1), 4 and 5 of SEBI (SAST) Regulations 2011.
  - 2) This Offer is not conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011 and is not subject to any minimum level of acceptance.
  - 3) This Open Offer is not a competing offer in terms of Regulations 20 of SEBI (SAST) Regulations, 2011.
  - 4) As on the date of this LoF, to the best of the knowledge of the Acquirers, there are no Statutory Approvals required to acquire Equity Shares that are validly tendered pursuant to this Open Offer. However, in case of any other statutory or regulatory approvals being required and/or becoming applicable at a later date before the closing of the Tendering Period, this Open Offer shall be subject to the receipt of such approvals.
  - 5) If there is any further upward revision in the Offer Price/Offer Size at any time prior to commencement of one (1) working day before the commencement of the Tendering Period 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 Public 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 working days by an announcement in the same newspapers in which the DPS had been published.
  - 6) There is no competing offer to the Open Offer as on the date of this Letter of Offer ("LoF").
- A copy of the Public Announcement ("PA"), Detailed Public Statement ("DPS"), Draft Letter of Offer ("DLoF") and Letter of Offer ("LoF") (including the Form of Acceptance-cum-Acknowledgement) will also be available on the website of Securities and Exchange Board of India ("SEBI") at [www.sebi.gov.in](http://www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>Mark Corporate Advisors Private Limited</b> CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parel (East), Mumbai-400 057, Maharashtra, India. Tel. No.: +91 22 2612 3208 Email ID: openoffer@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128</p>	 <p><b>Bigshare Services Private Limited</b> CIN: U99999MH1994PTC076534 Address: Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 Tel. No.: +91 22 6263 8200 Fax No.: +91 22 6263 8299 Email ID: openoffer@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Contact person: Mr. Jibu John SEBI Registration Number: INR000001385</p>
Offer Opens on : <b>Tuesday, May 02, 2023</b>	Offer Closes on : <b>Tuesday, May 16, 2023</b>



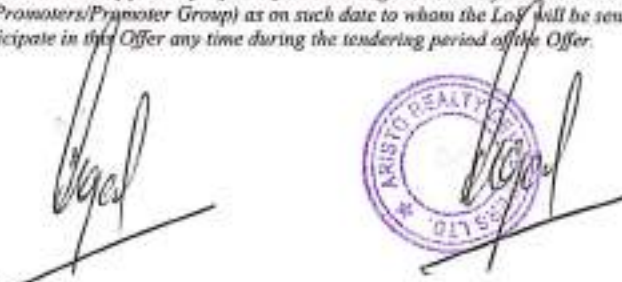

## SCHEDULE OF MAJOR ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Schedule disclosed in the DLoF (Day and Date)	Revised schedule (Day and Date)
Issue of the Public Announcement	Thursday, November 24, 2022	Thursday, November 24, 2022
Publication of Detailed Public Statement in newspapers	Thursday, December 01, 2022	Thursday, December 01, 2022
Last date for filing of Draft Letter of Offer with SEBI	Thursday, December 08, 2022	Thursday, December 08, 2022
Last date of a competing offer <sup>(1)</sup>	Thursday, December 22, 2022	Thursday, December 22, 2022
Last date for receipt of SEBI observations on the DLoF (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Thursday, December 29, 2022	Wednesday, April 12, 2023 <sup>(2)</sup>
Identified Date <sup>(3)</sup>	Monday, January 02, 2023	Monday, April 17, 2023
Last date by which the LoF will be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	Monday, January 09, 2023	Monday, April 24, 2023
Last date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	Wednesday, January 11, 2023	Wednesday, April 26, 2023
Last date for upward revision of the Offer Price and/or Offer Size	Thursday, January 12, 2023	Thursday, April 27, 2023
Date of Public Announcement for Opening the Offer	Friday, January 13, 2023	Friday, April 28, 2023
Date of Commencement of the Tendering Period ("Offer Opening Date")	Monday, January 16, 2023	Tuesday, May 02, 2023
Date of Closing of the Tendering Period ("Offer Closing Date")	Monday, January 30, 2023	Tuesday, May 16, 2023
Last date for communicating rejection/acceptance and completion of payment of consideration for accepted equity shares or return of equity shares to the Public Shareholders	Monday, February 13, 2023	Tuesday, May 30, 2023

<sup>(1)</sup> There is no competing offer to this Offer.

<sup>(2)</sup> Actual date of receipt of SEBI observations on the DLoF.

<sup>(3)</sup> Identified Date is only for the purpose of determining the names of the public shareholders (except the Acquirers, Deemed PACs to Acquirer I and Promoters/Promoter Group) as on such date to whom the LoF will be sent. It is clarified that all the public shareholders are eligible to participate in this Offer any time during the tendering period of the Offer.





## RISK FACTORS

The risk factors set forth below pertain to this Offer and probable risk involved in associating with the Acquirers, and do not pertain to the present or future business or operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer, but are merely indicative in nature. Public Shareholders are advised to consult their legal advisor, stock-broker, and investment consultant and / or tax advisors, for understanding and analysing all the risks associated with respect to their participation in the Offer.

For capitalised terms used herein, please refer to the section on Key Definitions set out below.

### Risks relating to the Underlying Transaction and Open Offer:

- 1) The Underlying transactions contemplated are subject to completion risks as would be applicable to similar nature of transactions."
- 2) To the best of the knowledge of the Acquirers, this Offer is not subject to the receipt of any statutory approvals. If any Statutory Approval is required or become applicable at a later date, the Acquirers shall make the necessary applications for such Statutory Approvals and therefore, in the event that either the statutory approvals or regulatory approvals, if any, are not received in a timely manner or there is any litigation to stay the Offer, or SEBI instructs the Acquirers not to proceed with the Offer, the Offer process may be delayed beyond the schedule of activities indicated in this LoF. Consequently, the payment of consideration to the Public Shareholders of Target Company, whose Equity Shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed. 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. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period, if directed by SEBI, in terms of Regulation 18(11A) of the SEBI (SAST) Regulations, 2011.
- 3) 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.
- 4) 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 dispatch of consideration are delayed.

### Risk Relating to the Acquirers:

- 1) 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.
- 2) 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.
- 3) Details of Litigations pending against Acquirer 2 are as under:

Sr. No.	Case No.	Particulars	Court/ Authorities
1)	S.C. SUIT NO.2825 OF 2005	Demanding 270 Sq. Ft area in redevelopment but is entitled only 225 Sq. Ft as per the D.C.R applicable	City Civil Court at Mumbai
2)	S.C. SUIT NO.106562 OF 2004	Purchase of Property situated at Andheri through agent Mr. Rahim N. Kadri  Who has been authorized by irrevocable Power of Attorney executed by Edward Gomes	City Civil Court at Mumbai



Sr. No.	Case No.	Particulars	Court/ Authorities
3)	S.C. SUIT NO.103700 OF 2011	Purchase of Property situated at Andheri through agent Mr. Rahim N. Kadri Who has been authorized by irrevocable Power of Attorney executed by Edward Gomes	City Civil Court at Mumbai
4)	Case No. COMEXL/1543/2019	The said execution proceeding has been filed by Oakwood for the order dated April 30, 2019 received in their favour in the Arbitration proceeding	High Court
5)	Suit No. 572 of 2018	Ankit Anil Lohia and others have filed a case against Aristo Reality Developers (Aristo) and 19 others stating that Siesta Hospitality Services Limited and others are running a hotel business in a residential building and that the other residents of the building who are closely related to Promoters of Aristo. Mr. Ankit Anil Lohia filed the case under the law of tort of nuisance and for seeking compensation	High Court
6)	Case No. App/47/2018	Rajesh Gopal Chawan and others filed a case against Aristo Reality Developers and others due to a property dispute matter wherein Aristo had entered into an agreement with Mr. Rajesh Chawan regarding allotment of certain areas of four floors in a new building to be constructed as a permanent alternate accommodation. However, on death of Mr. Gopal Chawan, dispute arose on the distribution mentioned in the will.	High Court
7)	Case No. App/408/2017	Dispute between the legal heirs of the Original Tenants and the developer's responsibility is limited to execution of Agreements as possession of the flats are already handed over to the legal heirs of the Original Tenants. As per the Agreement with the Developer and the Original Tenants the Developer was to allot 16 Flats and 5 Parking to the Original Tenants in the new building constructed by them know as Pearl Residency.	High Court
8)	CC.68/SW/2012	Ramesh Karade has filed a case against Aristo Realty Developers Limited (Aristo) alleging that Aristo did not maintain separate accounts nor did the Aristo maintained separate bank accounts. Further, Mr. Ramesh Karade also alleged that the flat that was sold to him was also sold to another Bank as well. Also, Aristo has been asked to submit various receipts of expenses with regards to maintenance made and return the deposit amount but Aristo has not done the same. Aristo is yet to revert on the matter	Kurla CMM Court
9)	ITXAL/7069/2020	Reassessment order passed under section 143(3) r w s 147 of the Income Tax Act. The Commissioner of Appeals quashed the proceedings as the same was bad in law. Honorable Tribunal upheld the order of Commissioner Appeals and dismissed the revenues appeal. The Income Tax department has filed an appeal with the High Court	High Court

*Note: The above cases may not impact the major financial position of Acquirer 2 in future.*






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# 1. ABBREVIATIONS/DEFINITIONS

<b>Acquirer 1</b>	Mr. Ravi Agarwal
<b>Acquirer 2</b>	Aristo Realty Developers Limited
<b>Acquirers</b>	Acquirer 1 and Acquirer 2
<b>BSE</b>	BSE Limited, Mumbai
<b>CDSL</b>	Central Depository Services (India) Limited
<b>Companies Act</b>	Companies Act, 1956 and Companies Act, 2013
<b>Deemed PAC to Acquirer 1</b>	Mrs. Kiran Agarwal and Mrs. Pooja Agarwal
<b>DP</b>	Depository Participant
<b>DPS/Detailed Statement</b>	<b>Public</b> Detailed Public Statement relating to the Offer published on December 01, 2022
<b>Equity Shares</b>	127,21,26,621 fully paid-up equity shares of the Target Company of face value of ₹1 each
<b>Escrow Account</b>	Shall have the meaning given to it in paragraph 6.2.2 of this LoF
<b>Escrow Amount</b>	Shall have the meaning given to it in paragraph 6.2.2 of this LoF
<b>Escrow Bank</b>	Yes Bank Limited
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended from time to time
<b>FIIs/FPIs</b>	Foreign Institutional Investors / Foreign Portfolio Investors registered with SEBI
<b>Identified Date</b>	Monday, April 17, 2023 i.e., date falling on the tenth Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
<b>IFSC</b>	Indian Financial System Code
<b>Income Tax Act</b>	Income Tax Act, 1961, as amended from time to time
<b>INR/Rs./₹</b>	Indian Rupees, the legal currency of India
<b>LoF/Letter of Offer</b>	This Letter of Offer dated April 19, 2023
<b>Manager/Manager to the Offer</b>	Mark Corporate Advisors Private Limited
<b>MICR</b>	Magnetic Ink Character Recognition
<b>NA/N.A.</b>	Not Applicable
<b>Non-Resident Shareholder(s)</b>	Person's resident outside India as defined under FEMA, holding Equity Shares of the Target Company
<b>NRI</b>	Non-Resident Indian
<b>OCBs</b>	Overseas Corporate Bodies
<b>Offer period</b>	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
<b>Offer/Open Offer</b>	The Open Offer is made by the Acquirers to the Public Shareholders to acquire up to 33,07,53,000 Equity Shares representing 26.00% of Voting Share Capital of the Target Company
<b>Offer Price</b>	₹6.50 (Rupees Six and Paise Fifty only) per Equity Share
<b>Offer Size</b>	Up to 33,07,53,000 Equity Shares representing 26.00% of Voting Share Capital of the Target Company at a price of ₹6.50 (Rupees Six and Paise Fifty only) per Equity Share, aggregating to ₹214,98,94,500 (Rupees Two Hundred Fourteen Crores Ninety-Eight Lakhs Ninety-Four Thousand Five Hundred only)
<b>PA/Public Announcement</b>	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirers on November 24, 2022
<b>Promoters</b>	Promoters of Shree Global Tradefin Limited as per Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015
<b>Public Shareholders</b>	All the equity shareholders of the Target Company excluding the Acquirers, Deemed PAC to Acquirer 1, Promoters/members of the Promoter Group of the Target Company
<b>RBI/Reserve Bank of India</b>	Reserve Bank of India
<b>Registrar/Registrar to the Offer</b>	Bigshare Services Private Limited



<b>RTGS</b>	Real Time Gross Settlement
<b>SCRR</b>	Securities Contract (Regulation) Rules, 1957, as amended
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
<b>SEBI (LODR) Regulations, 2015</b>	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and amendments thereof
<b>SEBI (SAST) Regulations, 2011/ SEBI Takeover Code/ Regulations</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
<b>SGTL/Target Company</b>	Shree Global Tradefin Limited
<b>Stock Exchange</b>	BSE Limited, Mumbai
<b>Tendering Period</b>	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 Tuesday, May 02, 2023 and Tuesday, May 16, 2023 (both days inclusive)
<b>Voting Share Capital</b>	Equity Share Capital of the Target Company as on date is ₹127,21,26,621 (Rupees One Hundred Twenty-Seven Crores Twenty-One Lakhs Twenty-Six Thousand Six Hundred and Twenty-One only) comprising of 127,21,26,621 (One Hundred and Twenty-Seven Crores Twenty One Lakhs Twenty Six Thousand Six Hundred and Twenty One) Equity Shares of face value of ₹1 each fully paid up.
<b>Working Day</b>	Working day as defined under the SEBI (SAST) Regulations, 2011 in Mumbai




## 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 SHREE GLOBAL TRADEFIN 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 LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS 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 DECEMBER 07, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS 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. Ravi Agarwal ("Acquirer 1") and Aristo Realty Developers Limited ("Acquirer 2") (hereinafter referred to as "Acquirers") to the Public Shareholders of Shree Global Tradefin Limited ("SGTL"/"Target Company") pursuant to and in compliance with Regulations 3(1), 4 and 5 of the SEBI (SAST) Regulations, 2011 to acquire up to 33,07,53,000 Equity Shares of ₹1 each representing 26.00% of the Voting Share Capital of the Target Company ("Offer Size") at a price of ₹6.50 (Rupees Six 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:

This Open Offer is being made under Regulations 3(1), 4 and 5 of SEBI (SAST) Regulations, 2011. The Offer is a deemed direct offer meeting the thresholds specified under Regulation 5(2) of SEBI (SAST) Regulations, 2011.

This Open Offer is pursuant to Indirect acquisition of further voting rights in the Target Company by Acquirer 1 pursuant to the LLP Agreements entered on November 24, 2022 with Blossom Trade & Interchange LLP and Teamwork Properities Developments LLP. Pursuant to the consummation of the Underlying Transaction and upon completion of the Open Offer in compliance of the SEBI (SAST) Regulations, 2011, the Acquirers will have joint control over the Target Company and the Acquirers shall become the promoter of the Target Company along with the existing members of the promoter and promoter group of the Target Company.

Acquirer 1 has acquired Rights and 33.33% partnership interest in Blossom Trade & Interchange LLP (which is holding 38,39,04,000 Equity Shares representing 30.18% of the Voting Share Capital of the Target Company) and acquired Rights and 12.70% partnership interest in Teamwork Properities Developments LLP (which is holding 38,65,55,000 Equity Shares representing 30.39% of the Voting Share Capital in the Target Company).

3.1.3. The Object of the acquisition is substantial acquisition of Shares/Voting Rights and take joint control over the Management of the Target Company.

3.1.4. The Acquirers have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any regulations made under the SEBI Act.





3.1.5. There may be changes in the composition of Board of Directors of the Target Company after the completion of Offer, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011. No proposal in this regard has been finalized as on the date of this LoF.

3.1.6. The calculation of acquisition of stake in the Target Company:

Particulars	No. of Shares	%
Mr. Ravi Agarwal ("Acquirer 1")	7,27,84,740	5.72%
Aristo Realty Developers Limited ("Acquirer 2")	4,36,79,900	3.43%
<b>Total Shares held by the Acquirers in the Target Company</b>	<b>11,64,64,640</b>	<b>9.16%</b>
Mrs. Kiran Agarwal ( <i>mother of Acquirer 1</i> )	2,45,85,000	1.93%
Mrs. Pooja Agarwal ( <i>wife of Acquirer 1</i> ),	2,44,00,000	1.92%
<b>Total Shares held by the Deemed PACs to Acquirer 1</b>	<b>4,89,85,000</b>	<b>3.85%</b>
Teamwork Properties Developments LLP (38,65,55,000 equity shares representing 30.39% held in the Target Company) and Mr. Ravi Agarwal's proposed acquisition in LLP is 12.70%, hence proportionate stake in Target Company	-	3.86%
Blossom Trade & Interchange LLP (38,39,04,000 equity shares representing 30.18% held in the Target Company) and Mr. Ravi Agarwal's proposed acquisition in LLP is 33.33% in the Target Company, hence proportionate stake in Target Company	-	10.06%
<b>Combined proposed proportionate percentage stake of the Acquirers in the Target Company</b>	<b>-</b>	<b>13.92%</b>
<b>Acquirers existing and proposed acquisition of stake in the Target Company at the time of triggering of Open Offer</b>	<b>-</b>	<b>26.93%</b>

Therefore, the Acquirers are entitled to exercise more than 25.00% of the Voting Rights and hence Open Offer is triggered as stipulated in Regulation 3(1) of SEBI (SAST) Regulations, 2011, as amended.

3.1.7. As per Regulation 26(6) of the SEBI (SAST) Regulations, 2011, the Board of Directors of the Target Company are required to, upon receipt of the Detailed Public Statement, constitute a committee of Independent Directors to provide its written reasoned recommendation on this Offer to the Public 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, 2011.

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, 2011.

## 3.2. DETAILS OF THE PROPOSED OFFER

3.2.1. The PA announcing the Open Offer, under Regulations 3(1), 4 and 5 read with Regulation 13, 14 and 15 of the SEBI (SAST) Regulations, 2011 was made on November 24, 2022 and was submitted with SEBI, BSE and the Target Company on the same day through e-mail and the hard copy of the same was submitted to SEBI on November 25, 2022.

3.2.2. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011, the DPS was published on December 01, 2022 in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

A copy of the DPS was filed through the Manager to the Offer with SEBI, Stock Exchange and the Target Company through e-mail on December 01, 2022. The hard copy of the same was submitted to SEBI on December 01, 2022.





- 3.2.3. This Offer is made by the Acquirers to all Public Shareholders, to acquire up to 33,07,53,000 fully paid-up Equity Shares representing 26.00% of the Voting Share Capital at a price of ₹6.50 (Rupees Six and Paise Fifty only) per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, the DPS and LoF.
- 3.2.4. There is no differential pricing for the Offer.
- 3.2.5. This is not a Competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. There has been no competing offer as of the date of this LoF.
- 3.2.6. The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011, 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 33,07,53,000 Equity Shares representing 26.00% of the Voting Share Capital of the Target Company.
- 3.2.7. The Acquirers have not acquired any shares of the Target Company after the date of PA i.e., November 24, 2022 and up to the date of this LoF.
- 3.2.8. The Acquirers will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011 in the event Statutory Approvals are refused. 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, Stock Exchange and the Target Company.
- 3.2.9. 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 period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 days from the date on which the payment of consideration to the Public Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn as the case may be.
- 3.2.10. There are no regulatory actions or administrative warnings, directions subsisting or proceedings pending against the Manager to the Offer and/or the Registrar to the Offer which have been issued / initiated by (a) SEBI under SEBI Act 1992 and the regulations made thereunder; and (b) any other regulator. Further no penalties have been levied by SEBI/RBI against the Manager to the Offer and/or the Registrar to the Offer or penalties paid by the Manager to the Offer and/or the Registrar to the Offer.
- 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, 2015 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. If, as a result of the acquisition of Equity Shares in this Open Offer, assuming full acceptance, the public shareholding in the Target Company falls below the minimum public shareholding requirement as per SCRR as amended and the SEBI (LODR) Regulations, 2015, as amended, the Acquirers will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.

### 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 Regulations 3(1), 4 and 5 of the SEBI (SAST) Regulations, 2011 pursuant to indirect acquisition of further voting rights in the Target Company by Acquirer 1 by way of acquisition of partnership interest in Blossom Trade & Interchange LLP and Teamwork Properties Developments LLP pursuant to the LLP Agreements entered on November 24, 2022. The Offer is a deemed direct offer meeting the thresholds specified under Regulation 5(2) of SEBI (SAST) Regulations, 2011.





3.3.2. The Object of the acquisition is substantial acquisition of Shares/Voting Rights of the Target Company and to control the management of the Target Company jointly with the existing Promoters/Promoter Group of the Target Company.

3.3.3. The Acquirers do 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 SEBI (SAST) Regulations, 2011.

#### 4. BACKGROUND OF THE ACQUIRERS

##### 4.1. Information about Mr. Ravi Agarwal ("Acquirer 1")

4.1.1. Mr. Ravi Agarwal, S/o Shri. Babulal Agarwal, aged about 51 years, is presently residing at Flat No-2701, 26<sup>th</sup> Floor, Pearl Residency Building, 956, Sayani Road, Prabhadevi, Mumbai-400025 having Contact No.: +91 98210 30999 and Email ID: ra@aristo.net.in. His Permanent Account Number under Indian Income Tax Act is AAAPA6042J. He is a Commerce Graduate from Hassaram Rijhumal College (H. R. College), Mumbai. He has handled and acquired in-depth knowledge in the areas of Project Execution, Marketing and many other facets of the business.

4.1.2. Acquirer 1 is not part of any group.

4.1.3. Acquirer 1 is making this Open Offer jointly with Acquirer 2 and there are no persons acting in concert with the Acquirers for the purpose of this Open Offer.

4.1.4. As on date, Acquirer 1 holds 7,27,84,740 Equity Shares representing 5.72% Voting Share Capital of the Target Company. Apart from this, Mrs. Kiran Agarwal (mother of Acquirer 1) and Mrs. Pooja Agarwal (wife of Acquirer 1), are deemed PACs to Acquirer 1 and holds 2,45,85,000 Equity Shares representing 1.93% of the Voting Share Capital and 2,44,00,000 Equity Shares representing 1.92% of the Voting Share Capital of the Target Company respectively aggregating to 4,89,85,000 Equity Shares representing 3.85% of the Voting Share Capital of the Target Company. None of the deemed PACs mentioned here are either participating or acting in Concert in this Open Offer.

4.1.5. The Net worth of Acquirer 1 is ₹25384.89 Lakhs as on September 30, 2022 as certified vide certificate dated November 21, 2022 issued by CA Rupam D. Nagvekar (Membership No. 114533), Proprietor of M/s R. D. Nagvekar & Co., Chartered Accountants (FRN: 141974W), having registered office at 3A/104, Shankheshwar Palms, Kumbharkhan Pada, Dombivli (W), Thane-421202 having Contact No.: +91 8097524237 and Email ID: rupam@cardnagvekar.in.

4.1.6. Acquirer 1 does not hold directorship in any Company which is listed on any Stock Exchange in India.

4.1.7. Acquirer 1 holds position as a Managing Director in Aristo Realty Developers Limited ("Acquirer 2").

4.1.8. Acquirer 1 has 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 any other Regulations made under the SEBI Act.

4.1.9. Acquirer 1 has not been declared as: (i) a wilful defaulter by any bank or financial institution or consortium thereof; or (ii) a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

##### 4.2. Information about Aristo Realty Developers Limited ("Acquirer 2")

4.2.1. Acquirer 2 is a limited company, incorporated under the Companies Act, 1956. The Corporate Identification Number of Acquirer 2 is U45200MH1987PLC042112. The Company was originally incorporated on January 06, 1987 in the name of 'Raj Properties Limited' in the State of Maharashtra. Subsequently, there has been change in the name of Acquirer 2 to 'Lloyds Realty Limited' and a fresh Certificate of Incorporation consequent upon change of name was issued on July 22, 1992 by the Registrar of Companies, Mumbai and lastly the name was changed to 'Aristo Realty Developers Limited' and a fresh Certificate of Incorporation consequent upon change





of name was issued on January 18, 2002 by the Registrar of Companies, Mumbai. The contact number of Acquirer 2 is +91 98210 30999.

4.2.2. Acquirer 2 has its registered office at A2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013.

4.2.3. Acquirer 2 is not part of any group.

4.2.4. Acquirer 2 is making this Open Offer jointly with Acquirer 1 and there are no persons acting in concert with the Acquirers for the purpose of this Open Offer.

4.2.5. Acquirer 2 is engaged in the business of Construction of Commercial as well as Residential buildings.

4.2.6. As on the date of this Detailed Public Statement, the issued and paid-up share capital of Acquirer 2 is ₹40,00,00,000 comprising of 40,00,00,000 fully paid-up equity shares of face value of ₹1 each.

4.2.7. The details of key shareholders of Acquirer 2 are set out below:

Sr. No.	Name	Category	No. of Shares	% of Shares
1)	Mr. Ravi Agarwal ("Acquirer 1")	Promoter	3,75,00,000	9.38%
2)	Reliable Trade & Realty Developers Private Limited	Promoter	25,45,00,000	63.63%
3)	Mrs. Pooja Ravi Agarwal	Promoter	4,99,750	0.12%
4)	Cheerful Trade & Realty Developers Private Limited	Promoter	6,00,00,000	15.00%
5)	Babhari Properties Private Limited	Promoter	4,75,00,000	11.87%
6)	Aeon Trading LLP	Promoter	240	Negligible
7)	Mr. Shyam Gendaram Dandriyal	Public	10	Negligible
	<b>TOTAL</b>		<b>40,00,00,000</b>	<b>100.00%</b>

4.2.8. The shareholding pattern of Acquirer 2 as on the date of this LoF is set out below:

Sr. No.	Category	No. of Shares	% of Shares
1)	Promoters/Promoter Group	39,99,99,990	100.00%
2)	FII/Mutual Funds/FIs/Banks	Nil	Not Applicable
3)	Public	10	Negligible
	<b>TOTAL</b>	<b>40,00,00,000</b>	<b>100.00%</b>

4.2.9. The details of the Board of Directors of Acquirer 2, as on the date of this LoF are as follows:

Sr. No.	Name and Designation	Date of Appointment	DIN	Qualifications and Experience
1)	<b>Mr. Ravi Agarwal</b> <i>Designation:</i> Managing Director	September 03, 2015	00017424	He is a Commerce Graduate from Hassaram Rihumal College, Mumbai. He has handled and acquired in depth knowledge in the areas of Project Execution, Marketing, etc., and many other facets of the business.
2)	<b>Mr. Sunil Lalchand Todarwal</b> <i>Designation:</i> Non-Executive Director	September 30, 2013	06396114	He has graduated with a Bachelor of Commerce Degree and is a fellow member of the Institute of Chartered Accountants of India. Having vast experience in different financial fields, he is most comfortable with Taxation and audits.
3)	<b>Mr. Sundeep Anil Singhania</b> <i>Designation:</i> Independent Director	April 30, 2016	00988467	He has graduated with a Bachelor of Commerce degree. He has 30 years of experience in the field of Trading in cables, Gear Box, Motors, D. G. Sets, Transformers, Sponge Iron and Transportation.
4)	<b>Mr. Rajashekhhar Mallikarjun Alegavi</b> <i>Designation:</i> Independent Director	April 30, 2016	03584302	He is a Chemical Engineer. He has vast experience in design, manufacturing, erection and commissioning of chemical equipment and clean environment.






- 4.2.10. The securities of Acquirer 2 are not listed on any stock exchange in India or abroad.
- 4.2.11. As on the date, Acquirer 2 holds 4,36,79,900 Equity Shares representing 3.43% of the Voting Share Capital in the Target Company. Acquirer 2 has not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., November 24, 2022 till the date of this LoF. It excludes 15,00,000 Equity Shares representing 0.12% of the Voting Share Capital of the Target Company, which is under dispute as on the date of LoF. The said matter is pending before Hon'ble High Court, Mumbai and the outcome of the same is yet to come. For the purpose of calculation of Offer size, the said 15,00,000 Equity Shares have been included in the public category.
- 4.2.12. Acquirer 2 has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- 4.2.13. Acquirer 2, its Promoters/Directors and key employees have not been declared as: (i) a wilful defaulter by any bank or financial institution or consortium thereof; or (ii) a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.2.14. The key financial information of Acquirer 2 is based on its certified un-audited financial statements as on and for the six months period ended September 30, 2022 and audited financial statements as on and for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the same are as follows:

Profit and Loss Statement:

(Amount in Lakhs, except per share data)

Particulars	For six months the period ended	For the financial year ended		
	September 30, 2022	FY 2021 - 2022	FY 2020 - 2021	FY 2019 - 2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Revenue from Operations	-	-	13.00	92.99
Other Income	478.11	490.17	329.58	458.82
<b>Total Income</b>	<b>478.11</b>	<b>490.17</b>	<b>342.58</b>	<b>551.82</b>
<b>Expenses:</b>				
Employee Benefit Expenses	256.80	353.79	275.94	376.78
Finance Cost	0.12	1.18	1.81	2.80
Depreciation amortization expenses	3.57	7.30	7.62	11.25
Other Expenses	54.67	67.45	29.70	150.15
<b>Total Expenses</b>	<b>315.16</b>	<b>429.72</b>	<b>315.07</b>	<b>540.98</b>
<b>Profit / (Loss) before extraordinary, exceptional items and tax</b>	<b>162.95</b>	<b>60.45</b>	<b>27.51</b>	<b>10.83</b>
Exceptional Items	-	-	-	-
<b>Profit / (Loss) before Tax</b>	<b>162.95</b>	<b>60.45</b>	<b>27.51</b>	<b>10.83</b>
<b>Tax Expenses:</b>				
Current Tax	-	20.95	5.60	2.20
Deferred Tax	-	(33.03)	(28.75)	(24.87)
Taxes of Earlier Years	-	(1.31)	(0.50)	(1.56)
<b>Profit/(Loss) For the Period from Continuing Operations</b>	<b>162.95</b>	<b>73.84</b>	<b>51.16</b>	<b>35.06</b>

Statement of Assets and Liabilities:

(Amount in Lakhs)

Particulars	As at			
	September 30, 2022	FY 2021 - 2022	FY 2020 - 2021	FY 2019 - 2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
<b>ASSETS:</b>				
<b>Non-Current Assets:</b>				
Tangible Assets	23.43	27.00	34.30	41.92
Non-Current Investment	1205.09	1,205.09	1,200.95	1,200.95
Deferred Tax Assets(net)	191.19	191.19	158.16	129.41
Long Term Loans and Advances	18,289.54	14,407.60	9,304.93	8,984.43



Particulars	As at			
	September 30, 2022	FY 2021 - 2022	FY 2020 - 2021	FY 2019 - 2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
<b>Total Non-Current Assets</b>	<b>19,709.25</b>	<b>15,830.88</b>	<b>10,698.34</b>	<b>10,356.71</b>
<b>Current Assets</b>				
Current Investments	8.15	8.15	8.15	8.15
Inventories	5568.94	5,422.87	4,633.69	4,623.29
<b>Financial Assets</b>				
Cash and Cash Equivalents	40.51	541.62	36.53	61.37
Short Term Loans and Advances	78.99	89.56	105.90	401.70
Trade Receivables				
Other financial Assets				
Other Balances with Banks				
Current Tax Assets (Net)				
Other Current Assets	9,789.64	9,154.37	139.55	139.47
<b>Total Current Assets</b>	<b>15,486.23</b>	<b>15,216.56</b>	<b>4,923.82</b>	<b>5,233.98</b>
<b>TOTAL ASSETS</b>	<b>35,195.48</b>	<b>31,047.44</b>	<b>15,622.16</b>	<b>15,590.69</b>
<b>EQUITY AND LIABILITIES:</b>				
Equity:				
Equity Share Capital	4,000.00	4,000.00	4,000.00	4,000.00
Reserve and Surplus	11,556.87	11,393.92	11,320.09	11,268.93
Non-Controlling Interests				
<b>Total Equity</b>	<b>15,556.87</b>	<b>15,393.92</b>	<b>15,320.09</b>	<b>15,268.93</b>
<b>LIABILITIES</b>				
<b>Non-Current Liabilities</b>				
Long Term Borrowings	-	-	-	10.72
Long Term Provision	102.25	104.53	87.44	83.62
Trade Payables				
a) total outstanding dues of micro enterprises and small enterprises: and	-	-	-	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	151.42	151.42	151.42	151.42
Other Non-Current Liabilities	19,323.42	15,326.99	-	-
<b>Total Non-Current Liabilities</b>	<b>19,577.09</b>	<b>15,582.94</b>	<b>238.86</b>	<b>245.76</b>
<b>Current Liabilities:</b>				
Short Term Provision	6.04	7.22	6.20	6.51
Borrowings				
Lease Liabilities				
Trade Payables				
a) total outstanding dues of micro enterprises and small enterprises: and	-	-	-	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	7.39	6.95	7.71	28.69
Other Current Liabilities	48.09	56.41	49.30	40.79
Current Tax Liability (Net)				
<b>Total Current Liabilities</b>	<b>61.52</b>	<b>70.58</b>	<b>63.21</b>	<b>76.00</b>
<b>Total Equity &amp; Liabilities</b>	<b>35,195.48</b>	<b>31,047.44</b>	<b>15,622.16</b>	<b>15,590.69</b>

Other Financial Data:

Particulars	For six months the period ended	For the financial year ended		
	September 30, 2022	FY 2021 - 2022	FY 2020 - 2021	FY 2019 - 2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Dividend (%)	0.00%	0.00%	0.00%	0.00%
Earnings Per Share (Rs.)	0.04	0.02	0.01	0.01
Return on Network (%)	1.05%	0.48%	0.33%	0.23%
Book Value (Rs.)	3.89	3.85	3.82	3.82





4.2.15. As on March 31, 2022, the following are the major contingent liabilities of Acquirer 2, which is quantifiable:

Particulars	As at March 31, 2022	As at March 31, 2021
Guarantee excluding financial guarantees-Investments pledged	0.27	0.27
Claims against the Company not acknowledged as Debts-Goods and Service Tax	74.68	-

4.3. The relationship of the Acquirers with the Promoter of the Target Company and with the Target Company as on the date of Public Announcement:

Sr. No.	Acquirer	Promoters of	Relationship/Association with the Promoters of the Target Company and Target Company
1)	Ravi Agarwal	<b>Target Company</b> (i) Abha M Gupta (ii) Teamwork Properties Developments LLP (a) Abha Gupta (Partner) (b) Renu Gupta (Partner) (iii) Blossom Trade and Interchange LLP (a) Abha Gupta (Partner) (b) Renu Gupta (Partner)	(i) Mrs. Abha M Gupta is wife of Mr. Mukesh Gupta (Cousin Brother of Mr. Ravi Agarwal). (ii) Mrs. Renu Gupta is wife of Mr. Rajesh Gupta (Managing Director of SCTL) and Cousin Brother of Mr. Ravi Agarwal. (iii) Same as above
2)	<b>Aristo Realty Developers Limited ("ARDL")</b>  <b>Details of Promoters:</b> (i) Ravi Agarwal (ii) Reliable Trade & Realty Developers Private Limited (iii) Pooja Ravi Agarwal (iv) Cheerful Trade & Realty Developers Private Limited (v) Babhari Properties Private Limited	<b>Target Company</b> 1) Abha M Gupta 2) Teamwork Properties Developments LLP (a) Abha Gupta (Partner) (b) Renu Gupta (Partner) 3) Blossom Trade and Interchange LLP (a) Abha Gupta (Partner) (b) Renu Gupta (Partner)	(i) Mr. Ravi Agarwal (Promoter of ARDL) is having relation as mentioned in point no. (i) above in this table. (ii) Neither ARDL nor other promoters of ARDL have any relationship with the Promoters of the Target Company and the Target Company.

4.4. There are no non-compliance/delayed compliance under chapter V of SEBI (SAST) Regulations, 2011 by Acquirers during the financial year in which the Public Announcement has been made i.e., FY 2022-2023 and for a period of eight financial years preceding the financial year in which the Public Announcement has been made.

4.5. There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the Acquirers under SEBI Act, 1992 and regulations made thereunder or by any other Regulator.

4.6. There are no penalties levied by SEBI/RBI on the Acquirers. Further, as on date, there are no penalties paid.

4.7. No person is acting in concert with the Acquirers for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"), such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011.

4.8. 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.

## 5. BACKGROUND OF THE TARGET COMPANY-SHREE GLOBAL TRADEFIN LIMITED

5.1. Shree Global Tradefin Limited is a public listed company, incorporated under the Companies Act, 1956, having Corporate Identification Number L27100MH1986PLC041252. The Target Company was incorporated on



October 15, 1986 as a Public company with the name 'Bensons Steels Limited'. Subsequently the name of the Target Company was changed to 'Shree Global TradeFin Limited' on October 24, 1996 and there has been no change in the name of the Target Company in the last 3 years.

5.2. The Registered Office is currently situated at A2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013.

5.3. The Business of the Target company inter-alia includes to carry on the business of importers, exporters and dealers in iron and steel, alloy steel scrap, steel tubes, pipes and wires and also to carry on the business as investment in Companies and to acquire and hold and otherwise deal in shares, stock, debentures and other securities.

5.4. The Authorized Share Capital of the Target Company is ₹750,00,00,000 (Rupees Seven Hundred and Fifty Crores only) comprising of 750,00,00,000 (Seven Hundred and Fifty Crores) Equity Shares of face value of ₹1 each. The Paid-Up Voting Share Capital of the Target Company as on date is ₹127,21,26,621 (Rupees One Hundred and Twenty-Seven Crores Twenty-One Lakhs Twenty-Six Thousand Six Hundred and Twenty-One only) comprising of 127,21,26,621 (One Hundred and Twenty-Seven Crores Twenty-One Lakhs Twenty-Six Thousand Six Hundred and Twenty-One) Equity Shares of face value of ₹1 each fully paid up.

5.5. The Equity Shares of the Target Company are listed on BSE Limited, Mumbai ("BSE") having a scrip code as 512463 ("Stock Exchange"). The Equity Shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE080I01025.

5.6. There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the promoters/members of the promoter group under SEBI Act, 1992 and regulations made thereunder or by any other Regulator.

5.7. There are no penalties levied by SEBI/RBI on the promoters/members of the promoter group. Further, as on date, there are no penalties paid.

5.8. There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against Target Company under SEBI Act, 1992 and regulations made thereunder or by any other Regulator.

5.9. There are no penalties levied by SEBI/RBI on the Target Company. Further, as on date, there are no penalties paid.

5.10. As on date, the Target Company is fully compliant with the listing requirements of SEBI (LODR) Regulations, 2011. Further, there has not been any penal/punitive action taken by the Stock Exchange including penalties.

5.11. There are no depository receipts issued by the Target Company in foreign Countries.

5.12. There are no reports filed under Regulation 10(7) of SEBI (SAST) Regulations, 2011 by the Promoter/Promoter Group of the Target Company during the current financial year as well as in a period of eight financial years preceding the current financial year.

5.13. There are no non-compliance/delayed compliance under chapter V of SEBI (SAST) Regulations, 2011 by Promoters/members of the Promoter group during the financial year in which the Public Announcement has been made i.e., FY 2022-2023 and for a period of eight financial years preceding the financial year in which the Public Announcement has been made.

#### 5.14. Share Capital Structure:

The Voting 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	127,21,26,621	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Total Paid-up Equity Shares	127,21,26,621	100.00%

5.15. As on 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.

#### 5.16. 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, & Designation	Date of Appointment	Shareholding in the TC	
			No. of Shares	%
1)	<b>Mr. Rajesh Rajnarayan Gupta</b> <i>Designation:</i> Managing Director <i>DIN:</i> 00028379	May 01, 2014	Nil	Not Applicable
2)	<b>Mr. Vikram Chandrakant Shah</b> <i>Designation:</i> Non-Executive - Independent Director <i>DIN:</i> 00824376	February 05, 2020	Nil	Not Applicable
3)	<b>Mr. Sandeep Suhas Aole</b> <i>Designation:</i> Non-Executive - Independent Director <i>DIN:</i> 01786387	May 27, 2022	Nil	Not Applicable
4)	<b>Mr. Manesh Varkey Cherian</b> <i>Designation:</i> Non-Executive - Non-Independent Director <i>DIN:</i> 02244855	March 26, 2020	100	Negligible
5)	<b>Mr. Nurani Krishnamoorthy Mohan</b> <i>Designation:</i> Non-Executive - Independent Director <i>DIN:</i> 02542406	January 31, 2009	Nil	Not Applicable
6)	<b>Mrs. Mohinder Anand</b> <i>Designation:</i> Non-Executive - Independent Director <i>DIN:</i> 08156946	June 26, 2018	Nil	Not Applicable

5.17. The Un-Audited Key Financial Information as at and for the six months period ended September 30, 2022 and Audited key Financial Information as at and for financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 of the Target Company are as under:

#### Consolidated Profit and Loss Statement:

(Amount in Lakhs)

Particulars	For six months period ended	For the financial year ended		
	September 30, 2022	FY 2021-2022	FY 2020-2021	FY 2019-2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Revenue from Operations	8,035.06	4,782.47	80.49	56.90
Other Income	1,365.82	15,929.27	116.03	25.23
<b>Total Income</b>	<b>9,400.88</b>	<b>20,711.74</b>	<b>196.52</b>	<b>82.13</b>
<b>Expenses:</b>				
Cost of Material Consumed	5,677.73	3,645.66		-



Particulars	For six months period ended	For the financial year ended		
	September 30, 2022	FY 2021-2022	FY 2020-2021	FY 2019-2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Changes in Inventories of Finished goods, work-in-progress and stock-in-trade	(2705.20)	(2,600.67)	-	-
Manufacturing & Other Expenses	2,986.00	1,912.79	40.40	-
Purchase of Stock-in-trade	-	104.05	80.31	56.70
Employee Benefit Expenses	835.58	1,317.89	97.37	141.10
Finance Cost	182.88	102.14	2.37	-
Depreciation amortization expenses	98.07	116.55	0.04	0.04
Other Expenses	-	-	-	36.46
<b>Total Expenses</b>	<b>7,075.06</b>	<b>4,598.41</b>	<b>220.49</b>	<b>234.30</b>
<b>Profit / (Loss) before extraordinary, exceptional items and tax</b>	<b>2,325.82</b>	<b>16,113.33</b>	<b>(23.97)</b>	<b>(152.17)</b>
Exceptional Items	(250.00)	-	-	-
<b>Profit / (Loss) before Tax</b>	<b>2,075.82</b>	<b>16,113.33</b>	<b>(23.97)</b>	<b>(152.17)</b>
<b>Tax Expenses:</b>				
Current Tax	-	-	-	-
Deferred Tax	-	403.63	-	-
Taxes of Earlier Years	-	-	-	(69.24)
MAT Credit Reversal	-	212.40	-	-
<b>Profit/(Loss) For the Period from Continuing Operations</b>	<b>2,075.82</b>	<b>15,497.30</b>	<b>(23.97)</b>	<b>(82.93)</b>
Add: Share in Profit of Associates	(63.47)	(123.84)	145.20	30.27
<b>Profit/(Loss) for the Period</b>	<b>2,012.35</b>	<b>15,373.46</b>	<b>121.23</b>	<b>(52.66)</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
a) (i) Items that will be reclassified subsequently to the statement of profit and loss	-	-	-	(2,268.36)
(ii) Income tax on items that will be reclassified subsequently to the statement of profit and loss	-	-	-	-
b) (i) Items that will not be reclassified subsequently to the statement of profit and loss	7,262.43	19,596.21	1,381.26	-
(ii) Income tax relating to items that will not be reclassified subsequently to the statement of profit and Loss	0.07	3.04	-	-
<b>Total Other Comprehensive Income/(Losses)</b>	<b>7,262.50</b>	<b>19,599.25</b>	<b>1,381.26</b>	<b>(2,268.36)</b>
<b>Total Comprehensive Income of the Year</b>	<b>9,274.85</b>	<b>34,972.71</b>	<b>1,502.49</b>	<b>(2,321.02)</b>

Consolidated Statement of Assets and Liabilities:

(Amount in Lakhs)

Particulars	As at			
	September 30, 2022	FY 2021-2022	FY 2020-2021	FY 2019-2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
<b>ASSETS:</b>				
<b>Non-Current Assets:</b>				
Property, Plant and Equipment	2,115.81	923.09	0.31	0.35
Capital Work in Progress	1,632.13	373.62	-	-
Intangible Assets	95.98	95.98	-	-
Right to use Account	492.68	376.38	-	-
<b>Financial Assets:</b>				
Investment	42,760.19	35,062.30	17,907.01	16,381.89
Loans	-	-	-	-





Particulars	As at			
	September 30, 2022	FY 2021-2022	FY 2020-2021	FY 2019-2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Deferred Tax Assets (Net)	364.41	364.41	-	-
Other Non-Current Assets	14,911.79	31,695.84	14,886.11	14,876.36
<b>Total Non-Current Assets</b>	<b>62,372.99</b>	<b>68,891.62</b>	<b>32,793.43</b>	<b>31,258.60</b>
<b>Current Assets</b>				
Inventories	8,957.57	4,885.07	-	-
<b>Financial Assets</b>				
Cash and Cash Equivalents	1,683.21	2,498.32	107.05	3.92
Loans	6,295.00	2,875.00	-	-
Trade Receivables	1,247.68	1,034.92	-	59.74
Other financial Assets	1,183.45	403.96	-	-
Other Balances with Banks	23,326.89	-	600.00	-
Current Tax Assets (Net)	377.86	190.94	-	-
Other Current Assets	4,424.97	4,722.78	45.34	57.61
<b>Total Current Assets</b>	<b>47,496.63</b>	<b>16,610.99</b>	<b>752.39</b>	<b>121.27</b>
<b>TOTAL ASSETS</b>	<b>109,869.62</b>	<b>85,502.61</b>	<b>33,545.82</b>	<b>31,379.87</b>
<b>EQUITY AND LIABILITIES:</b>				
<b>Equity:</b>				
Equity Share Capital	12,721.26	12,721.26	11,395.05	11,395.05
Other Equity	68,063.8	61,173.14	21,338.44	19,835.95
Non-Controlling Interests	7,515.01	5,564.67	-	-
<b>Total Equity</b>	<b>88,300.07</b>	<b>79,459.07</b>	<b>32,733.49</b>	<b>31,231.00</b>
<b>LIABILITIES</b>				
<b>Non-Current Liabilities</b>				
Financial Liabilities	-	-	-	-
Long Term Borrowings	1890.10	1,886.02	-	-
Lease Liabilities	504.20	375.29	-	-
Provisions	467.26	451.89	43.19	40.18
Other Non-Current Liabilities	-	-	-	-
<b>Total Non-Current Liabilities</b>	<b>2,861.56</b>	<b>2,713.20</b>	<b>43.19</b>	<b>40.18</b>
<b>Current Liabilities:</b>				
Financial Liabilities	-	-	-	-
Borrowings	42.98	-	211.94	-
Lease Liabilities	36.36	36.36	-	-
<b>Trade Payables</b>				
a) total outstanding dues of micro enterprises and small enterprises; and	-	-	-	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,520.25	861.61	-	59.54
Provisions	136.79	94.36	9.51	11.38
Other Current Liabilities	16,971.61	2,338.01	547.69	37.77
<b>Total Current Liabilities</b>	<b>18,707.99</b>	<b>3,330.34</b>	<b>769.14</b>	<b>108.69</b>
<b>Total Equity &amp; Liabilities</b>	<b>109,869.62</b>	<b>85,502.61</b>	<b>33,545.82</b>	<b>31,379.87</b>

Other Financial Data:

(Amount in Lakhs, Except EPS)

Particulars	For Six months period ended	For the financial year ended		
	September 30, 2022	FY 2021-2022	FY 2020-2021	FY 2019-2020
	(Un-Audited)	(Audited)	(Audited)	(Audited)
Dividend (%)	20.00%	0.00%	0.00%	0.00%
Earnings Per Share (₹)	0.16	1.21	0.01	-0.00
Return on Networth (%)	2.28%	19.35%	0.37%	-0.17%
Book Value (₹)	6.94	6.25	2.87	2.74



5.18. The closing market price of the Equity Shares of the Target Company as on the date of the Public Announcement i.e., November 24, 2022, date preceding the date of the Public Announcement ("PA") i.e., November 23, 2022 and the day just after the PA i.e., November 25, 2022;

Sr. No.	Event	Date	BSE (₹)
1)	Date preceding the date of the Public Announcement	November 23, 2022	₹5.08
2)	Date of the Public Announcement	November 24, 2022	₹5.06
3)	Trading day after the date of the Public Announcement	November 25, 2022	₹5.09

(Source: BSE Limited)

5.19. 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 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 Offer	
	(A)		(B)		(C)		(D)	
	No.	%	No.	%	No.	%	No.	%
1) Promoters/ Promoter Group								
a) Parties to Agreement, if any								
b) Promoters other than (a) above								
Abha M Gupta	43,53,330	0.34%	-	-	-	-	43,53,330	0.34%
Teamwork Properties Developments LLP	38,65,55,000	30.39%	-	-	-	-	38,65,55,000	30.39%
Blossom Trade and Interchange LLP	38,39,04,000	30.18%	-	-	-	-	38,39,04,000	30.18%
Total (b)	77,48,12,330	60.91%	-	-	-	-	77,48,12,330	60.91%
2) Acquirers								
Mr. Ravi Agarwal	7,27,84,740	5.72%	-	-	33,07,53,000	26.00%	44,72,17,640	35.16%
Aristo Realty Developers Limited	4,36,79,900*	3.43%*	-	-	-	-	-	-
Total (2)	11,64,64,640*	9.16%*	-	-	33,07,53,000	26.00%	44,72,17,640	35.16%
3) Parties to agreement other than 1(a) & (2)	-	-	-	-	-	-	-	-
4) Deemed PACs to Acquirer 1	4,89,85,000	3.85%	-	-	-	-	4,89,85,000	3.85%
5) Public (other than parties to Promoters, Acquirer & PACs)								
Others	33,18,64,651	26.09%	-	-	(33,07,53,000)	(26.00%)	11,11,651	0.09%
Total 5	33,18,64,651	26.09%	-	-	(33,07,53,000)	(26.00%)	11,11,651	0.09%
GRAND TOTAL (1+2+3+4+5)	1,27,21,26,621	100.00%	-	-	-	-	1,27,21,26,621	100.00%

Note: Total Number of Public Shareholders as on Identified Date are 38,675.

\* Excluding 15,00,000 Equity Shares representing 0.12% of the Voting Share Capital of the Target Company, which is under dispute as on the date of Public Announcement. The said matter is pending before Hon'ble High Court, Mumbai and the outcome of the same is yet to come. For the purpose of calculation of Offer size, the said 15,00,000 Equity Shares have been included in the public category.





## 5.20. Details of the Compliance Officer:

Name : Mrs. Kumari Rachna  
Registered Office : A2, 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel,  
Address : Mumbai- 400013  
Contact No. : +91 22 6291 8111  
E-Mail ID : sgtl2008@gmail.com

## 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 BSE Ltd, Mumbai ("BSE") (Scrip Code: 512463 and Symbol: SHRGLTR). The Equity Shares of the Target Company is frequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

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 (November 2021 to October 2022) 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)
BSE Limited	39,67,88,805	127,21,26,621	31.19%

(Source: www.bseindia.com)

6.1.3. This is a deemed direct acquisition of the Target Company, being an indirect acquisition meeting the thresholds specified in Regulation 5(2) of the SEBI (SAST) Regulations, 2011. The computations for the criteria set out under Regulations 5(2) of the SEBI (SAST) Regulations, 2011, as per the certificate dated February 27, 2023 issued by M/s Tadarwal & Tadarwal LLP, Chartered Accountants, are set out below:

*Computation of proportionate net asset value, sales turnover and market capitalisation of the Target Company are based on the audited annual financial statements of March 31, 2022:*

#### Teamwork Properties Developments LLP (Promoter Entity-stake acquired by Acquirer 1):

(Amount in Lakhs)

Particulars	As on March 31, 2022	Proportionate %	Proportionate Value
Net Asset Value	79,459.07	3.86%	3067.12
Sales Turnover	4,782.47	3.86%	184.60
Market Capitalisation (as on November 24, 2022)	64,369.60	3.86%	2484.67

#### Blossom Trade & Interchange LLP (Promoter Entity-stake acquired by Acquirer 1):

(Amount in Lakhs)

Particulars	As on March 31, 2022	Proportionate %	Proportionate Value
Net Asset Value	79,459.07	10.06%	7993.58
Sales Turnover	4,782.47	10.06%	481.12
Market Capitalisation (as on November 24, 2022)	64,369.60	10.06%	6475.58

Particulars	Teamwork Properties Developments LLP	Blossom Trade & Interchange LLP
Stake in the Target Company	30.39%	30.18%
Stake acquired Mr. Ravi Agarwal ("Acquirer 1")	12.70%	33.33%
Proportionate % of the Acquirer 1 in the Target Company	3.86%	10.06%

Computation of proportionate net asset value, sales turnover and market capitalisation of the Promoter Company are based on the audited annual financial statements of March 31, 2022:

(Amount in Lakhs)

Acquired Entity	Teamwork Properties Developments LLP March 2022	Blossom Trade & Interchange LLP March 2022
Net Asset Value	Negative	Negative
Sales Turnover	Nil	Nil





Acquired Entity	Teamwork Properties Developments LLP	Blossom Trade & Interchange LLP
	March 2022	March 2022
Enterprise Value	503.16	500.06

Proportionate of TC (as % of acquired entity)	Proportionate Value % in Teamwork	Proportionate Value % in Blossom
Net Asset Value	Negative	Negative
Sales Turnover	Nil	Nil
Market Capitalisation / Enterprise Value	493.81%	1294.96%

6.1.4. The Offer Price of ₹6.50 (Rupees Six and Paise Fifty only) is justified in terms of Regulation 8(2) read with Regulation 8(5) of the SEBI (SAST) Regulations, 2011 on the basis of the following parameters:

Sr. No.	Particulars	Amount in ₹
1)	Negotiated Price as per SPA	: Not Applicable
2)	The volume-weighted average price paid or payable for acquisition by the Acquirers, during 52 weeks preceding the date of PA	: Not Applicable
3)	The highest price paid or payable for any acquisition, by the Acquirers, during 26 weeks preceding the date of the PA	: Not Applicable
4)	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 BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	: ₹5.17
5)	The price determined by the Valuer 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	: Not Applicable
6)	The per equity share value computed under Regulations 8(5) of SEBI (SAST) Regulations, 2011, if applicable	: ₹6.50

*Note: The Trading data with respect to BSE has been downloaded from website of BSE i.e., www.bseindia.com.*

In terms of Regulation 8(5) of the SEBI (SAST) Regulations, 2011, an indirect acquisition where: (a) the proportionate net asset value of the target company, as a percentage of the consolidated net asset value of the entity or business being acquired; (b) the proportionate sales turnover of the target company, as a percentage of the consolidated sales turnover of the entity or business being acquired; or (c) the proportionate market capitalization of the target company, as a percentage of the enterprise value for the entity or business being acquired, is in excess of 15%, on the basis of the most recent audited annual financial statements, the acquirer is required to compute and disclose the per equity share value of the target company. In the present case, the proportionate net asset value (NAV) of the Target Company as a percentage of the consolidated net asset value of the entity or business being acquired i.e., Acquirer 1 was in excess of 15% (fifteen per cent).

The Offer Price per equity share of the Target Company of ₹6.50 (Rupees Six and Paise Fifty only) is 25.725% premium to Volume Weighted Average Price of equity shares of the Target Company on BSE for a period of 60 (sixty) trading days immediately preceding the date of the PA. Further, This Offer Price is at 4.00% premium to the Book Value as per latest audited financial statement for the year ended on March 31, 2022.

In the DPS, an Offer Price of ₹5.20 per Equity Shares was offered by the Acquirers. However, the Offer Price has been revised to ₹6.50 per Equity Share as per the Report dated February 27, 2023 issued by M/s Tadarwal & Tadarwal LLP, Chartered Accountants.

6.1.5. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.6. 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 SEBI (SAST) Regulations, 2011. 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.





- 6.1.7. If the Acquirers acquire 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, 2021, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of Equity Shares whether by way of bulk deals, block deals or in any other form.
- 6.1.8. As on date, except as disclosed in 6.1.4. and 6.2.1, there is no revision in Open Offer Price or Open Offer Size. In case of any further revision in the Open Offer Price or Open Offer Size, the Acquirers are permitted to revise the Offer Price upward at any time prior to commencement of the last one (1) working day before the commencement of the Tendering Period i.e., Thursday, April 27, 2023 in accordance with Regulation 18(4) of the SEBI (SAST) Regulations, 2011. If there is any such further 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.
- 6.1.9. 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 up to 33,07,53,000 Equity Shares representing 26.00% of Voting Share Capital of the Target Company at a price of ₹6.50 (Rupees Six and Paise Fifty only) per Equity Share is aggregating to ₹214,98,94,500 (Rupees Two Hundred Fourteen Crores Ninety-Eight Lakhs Ninety-Four Thousand Five Hundred only) ("**Maximum Consideration**").
- 6.2.2. In accordance with Regulation 17 of Regulations, the Acquirers have opened a Cash Escrow Account under the name and style of "**SGTL OPEN OFFER ESCROW ACCOUNT**" ("**Escrow Account**") with YES Bank Limited, Mumbai ("**Escrow Banker**") bearing account number 000166200002871 and deposited an amount of ₹50,00,00,000.00 (Rupees Fifty Crore only) in cash. The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011. Pursuant to Regulation 17(2) of the SEBI (SAST) Regulations, 2011, in light of the revised Offer Price, the Acquirers have deposited cash of an aggregate amount of ₹4,00,00,000 in the Escrow Account. Therefore, together with the Cash Escrow of ₹50,00,00,000, the total cash amount deposited by the Acquirers in the said Escrow Account is ₹54,00,00,000 ("**Updated Cash Escrow Amount**"), being 25.12% of the Maximum Consideration payable. The Manager has been duly authorized to operate the Escrow Account in terms of the SEBI (SAST) Regulations. The cash deposit has been confirmed by way of a confirmation letter dated November 29, 2022 and March 06, 2023, issued by the Escrow Bank.
- 6.2.3. 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 SEBI (SAST) Regulations, 2011. The Open Offer obligation shall be met by Acquirers through their own resources and no borrowings from any bank and/or financial institution are envisaged. CA Rupam D. Nagvekar (Membership No. 114533), Proprietor of M/s. R. D. Nagvekar & Co., Chartered Accountants (FRN: 141974W), having registered office at 3A/104, Shankheshwar Palms, Kumbharkhan Pada, Dombivli (W), Thane-421202 having Contact No.: +91 80975 24237 and Email ID: rupam@cardnagvekar.in has certified vide certificate dated November 24, 2022 that sufficient resources are available with the Acquirers for fulfilling the obligations under this 'Offer' in full.
- 6.2.4. Based on the above, 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.
- 6.2.5. In case of any further 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 Regulation 17(2) of the SEBI (SAST) Regulations, 2011.





## **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 Public Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. Monday, April 17, 2023; (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. Monday, April 17, 2023; 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. Tuesday, May 16, 2023, but who are not the registered Public 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 Shareholders shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.
- 7.1.4. The Letter of Offer along with Transfer Deed is being dispatched/ sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://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 Offer Shares.
- 7.1.5. 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 Equity Share Certificate(s), Share transfer forms and any other Offer acceptance documents, etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.6. 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.
- 7.1.7. 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.
- 7.1.8. 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. This Offer is being made by the Acquirers to (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. Monday, April 17, 2023; (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. Monday, April 17, 2023; 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. Tuesday, May 16, 2023, but who are not the registered Public Shareholders.
- 7.3.2. Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer 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](http://www.sebi.gov.in). In case of non-receipt of the Letter of Offer, all Public 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 Shareholders 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 Public 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., Tuesday, May 16, 2023.
- 7.3.6. The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards at any time prior to commencement of one (1) working day before the commencement of the Tendering Period i.e., Thursday, April 27, 2023, 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 LoF.
- 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.
- 7.3.8. SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 has clarified that shareholders holding securities in physical form are also allowed to tender shares in the Open Offers. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011.

#### 7.4. STATUTORY APPROVALS

- 7.4.1. As on date, to the best of the knowledge of the Acquirers, there are no Statutory Approvals required by the Acquirers to complete this Offer. 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 SEBI (SAST) Regulations, 2011.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirers, 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 and to the Target Company at its Registered Office.

- 7.4.2. In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of the SEBI (SAST) Regulations, 2011, 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 Acquirers 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 Public Shareholders, the Acquirers have 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 SEBI (SAST) Regulations, 2011.
- 7.4.3. 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 Acquirer reserves the right to reject such Equity Shares tendered pursuant to this Offer.

7.4.4.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 Bigshare Services 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
<b>Bigshare Services Private Limited</b> <b>CIN:</b> U99999MH1994PTC076534 <b>Address:</b> Office No S6-2, 6 <sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093. <b>Tel. No.:</b> +91 22 62638200 <b>Fax No.:</b> +91 22 62638299 <b>Email ID:</b> openoffer@bigshareonline.com	Mr. Jibu John	Hand Delivery / Registered Post / Speed Post / Courier

8.3. The Target Company is having connectivity with Central Depository Services (India) 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 has appointed S W Capital 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:

**S W Capital Private Limited**  
4<sup>th</sup> Floor, Sunteck Centre, 37/40, Subhash Road, Near Garware House,  
Vile Parle (E), Mumbai-400 057 Maharashtra, India  
**Contact Person:** Mr. Hemant Shah  
**E-Mail ID:** hemant.shah@swcapital.in  
**SEBI Registration:** INZ 230013039 (NSE) / INZ 010013035 (BSE)  
**Tel. No.:** +91 22 4268 7474  
**Fax No.:** + 91 22 4268 7436

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"/"Selling Member") 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 Public 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 as well as Physical Shares.





**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 in Demat Form:**

- 8.11.1. 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 Stock Broker/Selling Member indicating details of Shares they wish to tender in the Open Offer.
- 8.11.2. The Public 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 Public 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" 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 Selling Broker(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.

**8.12. Procedure for tendering Equity Shares held in Physical Form:**

- 8.12.1. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and submit complete set of documents for verification procedure as mentioned below:
- (a) Original share certificate(s)
  - (b) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the RTA and duly witnessed at the appropriate place.
  - (c) Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all Transferors)
  - (d) Any other relevant document such as Power of Attorney, corporate authorization (including Board Resolution/Specimen Signature)
  - (e) Self-attested copy of address proof such as valid Aadhar Card, Voter ID, Passport, etc.
- 8.12.2. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on Physical Share Certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of shares, etc.
- 8.12.3. The Selling Broker/Public Shareholder must deliver the Share Certificates & other requisite documents along with TRS to the RTA. Physical Share Certificates to reach RTA within two (2) days of bidding by Selling Broker.
- 8.12.4. 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 Shares in Open Offer shall be subject to





verification by RTA. On receipt of the confirmation from RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

- 8.12.5. In case, any person has submitted Equity Shares in physical form for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

#### 8.12.6. 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 (including demat shares, physical) 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.

#### 8.13. 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.

*In case the Equity Shares are in dematerialised form:*

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 the Equity Shares are in Physical form:*

An Eligible Person may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, DPS and the Letter of Offer. Public Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in this Letter of Offer) should reach the Registrar of the Company before 5:00 PM on the Closing Date. If the signature(s) of the Public Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.

**In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the website of SEBI i.e. [www.sebi.gov.in](http://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.**

#### 8.14. Settlement Process

- 8.14.1. 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.
- 8.14.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.14.3. 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 Public Shareholders will receive funds pay-out directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Public 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 Public Shareholders. The Public Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.

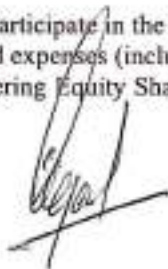




- 8.14.4. In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts 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.
- 8.14.5. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the 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 by the Target Company are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.
- 8.14.6. 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 is opened by the Acquirers.
- 8.14.7. Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by Registrar to the Offer.
- 8.14.8. 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 accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Selling Shareholder.
- 8.15. 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.
- 8.16. The LoF would also be available on the website of SEBI i.e. [www.sebi.gov.in](http://www.sebi.gov.in).
- 8.17. The Letter of Offer along with Transfer Deed is being dispatched/ sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://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 Offer Shares.

#### **8.18. Settlement of Funds/Payment Consideration**

- 8.18.1. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.18.2. For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Public 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.
- 8.18.3. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Public Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- 8.18.4. The funds received from the Buyer Broker by the Clearing Corporation will be released to the Public Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- 8.18.5. 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.

- 8.18.6. 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 SEBI (SAST) Regulations, 2011.

## **9. NOTE ON TAXATION / COMPLIANCE WITH TAX REQUIREMENTS**

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT, 2022) AND THE REGULATIONS THEREUNDER.**

**THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.**

**THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS.**

**THIS NOTE 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 EQUITY SHARES.**

**THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.**

**THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

**THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE 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, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME-TAX ACT, 1961.**

### **9.1. General:**

#### **(a) STT**





- (i) As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

**(b) Income Tax**

- (i) 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 worldwide income, subject to certain tax exemptions, which are provided under the IT Act.
- (ii) 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 is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- (iii) 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.
- (iv) 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 MIL as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of GAAR and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- (v) 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.
- (vi) The 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.
- (vii) The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

**9.2. Classification of Shareholders:**

Public Shareholders can be classified under the following categories:

**(a) Resident Shareholders being:**

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

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

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



- Other Than Company

### 9.3. Classification of Income:

Shares can be classified under the following two categories:

- Shares held as investment (Income from transfer of such shares taxable under the head "Capital Gains").
- Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession"). As per the current provisions of the IT Act, unless specifically exempted, 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 trading asset (i.e., stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

### 9.4. Shares held as investment: As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), 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.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding.

### 9.5. 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":

- In respect of Equity Shares held for a period less than or equal to 12 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 "short term capital gains" ("STCG").
- Similarly, where Equity Shares are held for a period more than 12 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 "long-term capital gains" ("LTCG").

### 9.6. Tendering of Shares in the Offer through a Recognized Stock Exchange in India:

Where a transaction for transfer of such Equity Shares (i.e. acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

- As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of Equity Shares exceeding one lakh rupees will be taxed at a rate of 10 percent provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

- LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55 of IT Act.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.





Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

- (iii) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding Rs. 1,00,000 (Rupees One lakh only).

Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

- (iv) Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):

- 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 a 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.
- 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).
- 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.
- 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. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.
- 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.

- (v) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 111A of the IT Act. Further, no deduction under Chapter VIA would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

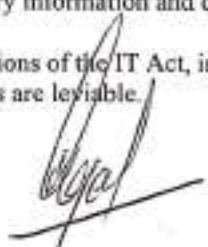
- (vi) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.

- (vii) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%.

- (viii) 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.

- (ix) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.

- (x) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.



## 9.7. 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 on fulfilment of certain conditions specified therein. 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.

## 9.8. Mutual Funds

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India 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.

## 9.9. Shares held as Stock-in-Trade:

- (i) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession"
- (ii) Resident Shareholders  
Profits of:
  - Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
  - Domestic companies having turnover or gross receipts not exceeding Rs. 400 crore in the relevant financial year as prescribed will be taxable @ 25%.
  - Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%
  - For persons other than stated above, profits will be taxable @ 30%.
  - No benefit of indexation by virtue of period of holding will be available in any case
- (iii) Non-Resident Shareholders: Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (iv) Where DTAA provisions are not applicable:
  - No benefit of indexation by virtue of period of holding will be available in any case.
  - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
  - For foreign companies, profits would be taxed in India @ 40%.
  - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.
- (v) **Other Matters:** Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analysed depending on the facts of each case.

## 9.10. Tax Deduction at Source

- (i) Resident Shareholders: In absence of any specific provision under the IT Act, the Acquirer is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.





(ii) Non-Resident Shareholders:

(a) **In case of FIIs:** Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions:

- FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
- FIIs/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the IT Act.
- If the above conditions are not satisfied, FIIs/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the IT Act ("TDC"), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.

(b) **In case of non-resident tax payer (other than FIIs):**

Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

9.11. However, the Acquirer will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident shareholders.

9.12. Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirer believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate.

9.13. In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.14. **Remittance/Payment of Interest:**

- (i) In case of interest, if any, paid by the Acquirer to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. In the event, the Acquirer decides to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirer. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.

- (ii) The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

**9.15. Rate of Surcharge and Cess:** As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

Surcharge:

- (i) In case of domestic companies:  
Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore for companies not opting for tax regime u/s. 115BAA and 115BAB.  
In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable
- (ii) In case of companies other than domestic companies:  
Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore.  
Surcharge @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- (iii) In case of individuals, HUF, AOP, BOI:  
Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore.  
Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crore.  
Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crore but does not exceed Rs. 5 crore.  
Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crore.  
However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%
- (iv) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore. Cess: Cess Health and Education Cess @ 4% is currently leviable in all cases.

**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, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.**

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.





## 10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the public shareholders at the office of the Mark Corporate Advisors Private Limited ("Manager to the Offer") at 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, between 10:30 AM and 2:00 PM on any Working Day (except Saturdays, Sundays and public holidays) during the period from the date of commencement of the Tendering Period until the date of closure of the Tendering Period. Copies of these documents will also be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line "SGTL-Open Offer-Documents for Inspection", to the Manager of the Offer at [openoffer@markcorporateadvisors.com](mailto:openoffer@markcorporateadvisors.com) and upon receipt and processing of the received request, access can be provided to the respective public shareholders for electronic inspection of documents.

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) A copy of certificate dated November 21, 2022, issued by CA Rupam D. Nagvekar (Membership No. 114533), Proprietor of M/s R. D. Nagvekar & Co., Chartered Accountants (FRN: 141974W), having registered office at 3A/104, Shankheshwar Palms, Kumbharkhan Pada, Dombivli (W), Thane-421202 having Contact No.: +91 8097524237 and Email ID: [rupam@cardnagvekar.in](mailto:rupam@cardnagvekar.in), certifying the Net worth of Acquirer 1.
- 3) A copy of the Certificate dated November 24, 2022 issued by CA Rupam D. Nagvekar (Membership No. 114533), Proprietor, M/s. R. D. Nagvekar & Co., Chartered Accountants (FRN: 141974W), certifying that the Acquirers have firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 4) A copy of Certificate dated February 27, 2023 issued by M/s Tadarwal & Tadarwal, Chartered Accountants certifying the Offer Price computation.
- 5) Audited Consolidated Financials for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 and Un-Audited Financials for six months period ended September, 30 2022 of the Target Company.
- 6) Memorandum of Understanding between Lead Manager i.e., Mark Corporate Advisors Private Limited and the Acquirers.
- 7) Confirmation Letters from Yes Bank Limited dated November 29, 2022 and March 06, 2023 confirming the balance of ₹50,00,00,000 and ₹4,00,00,000 respectively in the Cash Escrow Account.
- 8) Due Diligence Certificate dated December 07, 2022 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 9) 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.
- 10) Undertaking from the Acquirers with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of the SEBI (SAST) Regulations, 2011.
- 11) Copies of the Public Announcement ("PA") dated Thursday, November 24, 2022 and a published copy of Detailed Public Statement ("DPS") which appeared in the newspapers on Thursday, December 01, 2022.
- 12) A copy of the Recommendations to be published on or before Wednesday, April 26, 2023 made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the SEBI (SAST) Regulations, 2011.
- 13) A copy of the Offer Opening Public Announcement to be published on or before Friday, April 28, 2023 and any other corrigendum made by the Acquirers pursuant to SEBI (SAST) Regulations, 2011
- 14) Copy of the Observation Letter no SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/14621/1 dated Wednesday, April 12, 2023 issued by SEBI.







## FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

*(Public Shareholders holding shares in dematerialised form are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. Public Shareholders holding shares in physical form (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the LoF. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the LoF.)*

From:

Name	
Address	
Contact No.	
Email ID	

#### TENDERING PERIOD FOR THIS OPEN OFFER

OFFER OPENS ON	Tuesday, May 02, 2023
OFFER CLOSING ON	Tuesday, May 16, 2023

To,

**Bigshare Services Private Limited**

Address: Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093.

Tel. No.: +91 22 6263 8200

Fax No.: +91 22 6263 8299

Email ID: openoffer@bigshareonline.com

**Sub: Open Offer for acquisition of up to 33,07,53,000 fully paid-up Equity Shares of face value of ₹1 each, representing 26.00% of the paid up Voting Share Capital of Shree Global Tradefin Limited ("SGTL"/"Target Company") from all the Public shareholders of Target Company by Mr. Ravi Agarwal ("Acquirer 1") and Aristo Realty Developers Limited ("Acquirer 2") (hereinafter collectively referred to as "Acquirers") at a price of ₹6.50 (Rupees Six and Paise Fifty only) per Equity share, payable in cash, pursuant to and in compliance with Regulations 3(1), 4 and 5 read with regulation 15(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011")**

Dear Sir/Madam,

I/We refer to the Letter of Offer dated April 19, 2023 for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned have read the PA, DPS, LoF and the Offer Opening Public Announcement-cum-corrigendum, and understood their contents, including the terms and conditions as mentioned therein and unconditionally accept the same.

I/We acknowledge and confirm that all the particulars/ statements given herein are true and correct.

#### DETAILS OF PUBLIC SHAREHOLDER:

Name (in BLOCK LETTERS)	Holder	Name of the Eligible Shareholder(s)	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/ demat account)	Sole/First		
	Second		
	Third		
Contact number(s) of the first holder	Tel No. (With STD Code):		Mobile No.:
Full address of the first holder (with pin code)			
Email address of first holder			
Date and place of incorporation (if applicable)			




**FOR EQUITY SHARES HELD IN PHYSICAL MODE:**

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

- ☐ Resident  
☐ Non-Resident

**DETAILS OF SHARES CERTIFICATE**

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

Sr. No.	Regd. Follo Number	Share Certificate No.	Distinctive No(s)		Number of Shares
			From	To	
1)					
2)					
3)					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				<b>Total</b>	

**Enclosures (✓ whichever is applicable)**

- ☐ Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum- Acknowledgement or Equity Share transfer deed(s)  
☐ Original Equity Share certificate(s)  
☐ Valid share transfer deed(s), i.e., Form SH-4, duly filled and signed by the transferors  
☐ Corporate authorization, in case of companies, along with certified board resolution and specimen signatures of authorized signatories  
☐ Duly notarized death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), if the original shareholder has deceased  
☐ Self-attested copy of PAN card of all the transferor(s)  
☐ Other relevant documents (please specify)

**FOR ALL PUBLIC SHAREHOLDERS:**

- I/We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer are not locked in and are free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.
- I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.
- I/We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.
- I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.
- I/We confirm that the sale and transfer of the Equity Shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the Equity Shares comprised in this application are owned by me / us. If any claim is made by any third party in respect of the said Equity Shares, I / we will hold the Acquirer harmless and indemnified against any loss they or either of them may suffer in the event these Equity Shares are acquired by the Acquirer.
- I/We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the documents and signatures, as applicable, submitted along with this Form of Acceptance. I / We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me / us.
- I/We confirm that I / We are not persons acting in concert or persons deemed to be acting in concert with the Acquirer and/or the PAC.
- I/We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to effectuate this Offer in accordance with the SEBI (SAST) Regulations.





- 9) I/We confirm that I / we are in compliance with the terms of the Open Offer set out in the PA, the DPS, and the LoF.
- 10) I/We am / are not debarred from dealing in shares or securities, including the Equity Shares.
- 11) I/We confirm that I/we have neither received any notice, nor have been subject to any investigation or inspection from any tax authority and there are no pending audits, examinations or assessments for or relating to any liability in respect of Tax. I/We are not involved in a dispute, litigation or claim in relation to Tax paid or payable in India. There are no pending tax proceedings and / or outstanding tax demands (disputed or otherwise) against me/us under the IT Act that can adversely affect the transfer of the Company Shares under the IT Act including but not limited to Section 281 of the IT Act.
- 12) I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Equity Shares, I/we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/apellate authority.
- 13) I/We note and understand that the Equity Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirer makes payment of consideration as mentioned in the LoF, or the date by which other documents are dispatched to the Public Shareholders, as the case may be. I / We also note and understand that the consideration will be paid only to those Shareholders who have validly tendered their Equity Shares in this Offer, in accordance with the terms of the LoF.
- 14) I/We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirer may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the LoF. I/we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof. In case of Public Shareholders holding Equity Shares in physical form, I/we further agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

I/We confirm that my/our status as a shareholder is (✓ whichever is applicable):

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI- Corporate	<input type="checkbox"/> FII/FPI - Others	<input type="checkbox"/> FVCI
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund / AIF	<input type="checkbox"/> Pension/ Provident Fund	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship Firm
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs Repatriable	<input type="checkbox"/> NRIs/ PIOs - non Repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> QFI
<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Insurance Company	<input type="checkbox"/> Banks	<input type="checkbox"/> Others-please Specify

**FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS:**

I/We confirm that my/our investment status is (✓ whichever is applicable):

- ☐ FDI Route
- ☐ PIS Route
- ☐ Any other – please specify \_\_\_\_\_

I/We confirm that Equity Shares tendered by me/us are held on (✓ whichever is applicable):

- ☐ Repatriable basis
- ☐ Non-Repatriable basis

I/We confirm that (✓ whichever is applicable):

- ☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Open Offer and the Equity Shares are held under general permission of the RBI
- ☐ Copies of all approvals required by me for holding Equity Shares that have been tendered in this Open Offer are enclosed herewith
- ☐ Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We confirm that (✓ whichever is applicable):

- ☐ No RBI, FIPB or other regulatory approval is required by me for tendering the Equity Shares in this Open Offer
- ☐ Copies of all approvals required by me for tendering Equity Shares in this Open Offer are enclosed herewith



**ADDITIONAL CONFIRMATIONS AND ENCLOSURES FOR ALL PUBLIC SHAREHOLDERS, AS APPLICABLE:**

I / We, have enclosed the following documents (✓ whichever is applicable):

- ☐ Self-attested copy of PAN card.
- ☐ Self-declaration form in Form 15 G / Form 15 H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any).
- ☐ No objection certificate / Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate / NIL rate on income from sale of shares and interest income, if any, wherever applicable.
- ☐ For Mutual Funds/ Banks/ notified institutions/ other shareholders, self-attested copy of relevant registration or notification in support of the claim that they are eligible to exemption from withholding tax (applicable in case of interest payment, if any).
- ☐ 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the IT Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA read with the provisions of MLI, including but not limited to a declaration of not having a permanent establishment in India and declaration of characterisation of income arising from the Open Offer.
- ☐ SEBI Registration Certificate for FIIs / FPIs (mandatory to be submitted by FIIs/FPIs).
- ☐ SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the IT Act.
- ☐ Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- ☐ Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum-Acknowledgement
- ☐ Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- ☐ Other relevant documents (Please specify) \_\_\_\_\_

**BANK DETAILS:**

Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

<b>Name of the Bank</b>	
<b>Branch Address and Pin Code</b>	
<b>Account Number</b>	
<b>IFSC Code</b>	
<b>MICR Code</b>	
<b>Type of Account-Savings/ Current/ Others (please specify)</b>	

In case of interest payments, if any, by the Acquirer for delay in payment of Open Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed and Delivered	Full Name	PAN	Signature
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

*Note:* In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: \_\_\_\_\_

Date: \_\_\_\_\_





-----Tear Here-----

**Acknowledgement Slip**

Received from Mr./Ms./M/s. _____
Address: _____
Physical Shares: Folio No. _____ / Demat Shares: DP ID: _____ Client ID: _____
Form of Acceptance for Shree Global Tradefin Limited – Open Offer
Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. _____ for _____ Equity Share
Date of Receipt: _____
Place of Receipt: _____
Stamp of Selling Broker: _____
Signature of Official: _____

