

DRAFT LETTER OF OFFER (“DLOF”)**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Draft Letter of Offer is being sent to you as a shareholder(s) of Kumbhat Financial Services Limited (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have recently sold your Equity Shares in the Target Company, please hand over the Letter of Offer to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

Mr. Sunil Khetspalia (“Acquirer 1”) residing at Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010, India. **Tel:** +91 98840 47848; **Email:** sunilkhetspalia2010@gmail.com;

Mr. Maneesh Parmar (“Acquirer 2”) residing at 6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007, India, **Tel:** +91 99620 81500; **Email:** manshparmar@gmail.com; and

Mr. Ravindran R. (“Acquirer 3”) residing at 19, V V Vanniyar Street, Virudhunagar- 626001, and address for communication at Flat No.201, First Floor, Plot No. 13 (New), ‘G’ Block, 19th Street, Anna Nagar, (West), Chennai- 600 040, Tamil Nadu, India. **Tel:** +91 88255 37529; **Email:** ravindrarn1001@gmail.com

(Acquirer 1, Acquirer 2 and Acquirer 3 hereinafter collectively referred to as “**Acquirers**”)

To the Eligible Shareholder(s) of

KUMBHAT FINANCIAL SERVICES LIMITED (“Target Company”)

Registered Office: Kumbhat Complex, 5th Floor, 29, Rattan Bazaar, Chennai, Tamil Nadu, 600003;

Tel: +91 44 25388720; **Fax:** +91 44 25388720; **Email:** cs@kumbhatfinancialserviceslimited.com;

Website: www.kumbhatfinancialserviceslimited.com;

Corporate Identification Number: L65991TN1993PLC024433;

to acquire upto **35,75,000** (Thirty Five Lacs Seventy Five Thousand only) fully paid Equity Shares of face value ₹ **10/-** each (“**Offer Shares**”) representing **26%** (Twenty Six per cent) of the Emerging Voting Share Capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, for cash at a price of ₹ **10/-** (Rupees Ten only) per equity share (“**Offer Price**”).

Please Note:

1. This Offer is being made by the Acquirers pursuant to Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. **There has been no competing offer as on the date of this Draft Letter of Offer.**
5. The acquisition of Offer Shares is subject to receipt of prior approval from RBI under “Non- Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015” in terms of RBI Notification No. DNBR. (PD) 029/CGM(CDS)-2015 dated July 09, 2015 for transfer of management and control of Non- Banking Finance Company. The Target Company has made application with Reserve Bank of India, Chennai branch for the transfer of management and control of the Target Company. The approval is currently awaited. Except as aforesaid, to the best of the knowledge of the Acquirers, as on the date of this Draft Letter of Offer, there are no other statutory approvals required for the purpose of implementing this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
6. If there is any upward revision in the Offer Price and/or Offer Size by the Acquirers, at any time upto 1 (one) working day prior to the commencement of the Tendering Period i.e. Friday, 28 May, 2021 the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirers for all the Offer Shares validly tendered anytime during the Tendering Period of the Open Offer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the Detailed Public Statement was published.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and Letter of Offer are also available on SEBI’s website: www.sebi.gov.in.

All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the address mentioned below:

	
Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059, India; Tel. No.: +91 22 4082 0914/915; Fax No.: +91 22 4082 0999; Email id: openoffers@saffronadvisor.com ; Website: www.saffronadvisor.com ; Investor grievance: investorgrievance@saffronadvisor.com ; SEBI Registration Number: INM 000011211; Validity: Permanent Contact Person: Mr. Amit Wagle/Mr. Gaurav Khandelwal	Cameo Corporate Services Limited “Subramanian Building”, No.1, Club House Road, Chennai – 600 002, Tamil Nadu, India Tel. No.: +91 44 4002 0700; Fax No.: +91 44 2846 0129 Email: investor@cameoindia.com Website: www.cameoindia.com SEBI Registration: INR000003753 Contact Person: Ms. Sreepriya. K
OFFER OPEN ON: [●]	OFFER CLOSES ON: [●]

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Public Announcement (PA)	Wednesday, 31 March, 2021
Publication of DPS in the newspapers	Thursday, 8 April, 2021
Filing of the draft letter of offer with SEBI	Monday, 19 April, 2021
Last date for a competitive bid	Tuesday, 4 May, 2021
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Tuesday, 11 May, 2021
Identified Date*	Friday, 14 May, 2021
Letter of Offer to be dispatched to Eligible Shareholders	Friday, 21 May, 2021
Last date for revising the Offer price/ number of shares	Friday, 28 May, 2021
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Thursday, 27 May, 2021
Date of publication of Offer Opening Public Announcement	Friday, 28 May, 2021
Date of commencement of Tendering Period (Offer Opening Date)	Monday, 31 May, 2021
Date of Expiry of Tendering Period (Offer Closing Date)	Friday, 11 June, 2021
Last Date for completion of all requirements including payment of consideration	Friday, 25 June, 2021

** Identified Date is only for the purpose of determining the Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by Email / Post. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirers and Promoter and Promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

RISK FACTORS

I. RISK FACTORS RELATING TO THE TRANSACTION

- The acquisition of Offer Shares is subject to receipt of prior approval from RBI under “Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015” in terms of RBI Notification No. DNBR. (PD) 029/CGM(CDS)-2015 dated July 09, 2015 for transfer of management and control of Non- Banking Finance Company. The Target Company has made application with Reserve Bank of India, Chennai branch for the transfer of management and control of the Target Company. The approval is currently awaited.
- Except aforesaid, as of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, there are no other statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals. As per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirers shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
- In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

II. RISKS RELATING TO THE OFFER

- This Open Offer is an offer to acquire not more than 26% of the fully paid-up equity share capital and voting capital of the Target Company from the Eligible Shareholders. In case Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.
- In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirers from performing their obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity Shares not accepted under the Offer by the Acquirers may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the validly tendering Shareholders.
- The Equity Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation on behalf of Eligible Shareholders till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirers make no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.

- The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Draft Letter of Offer / Detailed Public Statement / Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirers, or the Manager to the Offer) would be doing so at his/her/their own risk.
- Eligible Shareholders should note that the shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.
- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

III. Risks relating to Acquirers and the Target Company

- Acquirers make no assurance with respect to the continuation of the past trend in the financial performance of the Target Company and make no assurance with respect to the future performance of the Target Company.
- 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 the Acquirers expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Eligible Shareholder on whether to participate or not to participate in the Offer.

The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative and are not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by an Eligible Shareholder. The Eligible Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.

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I. KEY DEFINITIONS

Acquirer 1	Mr. Sunil Khetpalia residing at Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010, India
Acquirer 2	Mr. Maneesh Parmar residing at 6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007, India
Acquirer 3	Mr. Ravindran R. residing at 19, V V Vanniyan Street, Virudhunagar- 626001, and address for communication at Flat No.201, First Floor, Plot No. 13 (New), 'G'Block, 19 th Street, Anna Nagar, (West), Chennai – 600 040, Tamil Nadu, India
Acquirers	Acquirer 1, Acquirer 2 and Acquirer 3 collectively referred to as Acquirers
Board of Directors	Board of Directors of the Target company
BSE	BSE Limited
Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. Choice Stock Broking Private Limited
Companies Act	The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
Depositories	NSDL
Detailed Public Statement/ DPS	Detailed Public Statement dated April 02, 2021 issued by the Manager to the Offer, on behalf of the Acquirers, in relation to the Offer and published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai Lakshadweep (Marathi) and Makkal Kural (Regional – Registered Office of Company) on April 03, 2021, in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the SEBI (SAST) Regulations.
DIN	Director Identification Number
DP	Depository participant
DLOF/ Draft Letter of Offer	This Draft Letter of Offer dated April 07, 2021
Emerging Voting Share Capital	shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the closure of the Tendering Period of the Open Offer, i.e. 1,37,50,000 Equity Shares
Eligible Shareholders / Public Shareholders	All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and Promoter and Promoter Group members of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer
EPS	Earnings Per Share calculated as Profit after tax divided by Number of equity shares issued
Equity Share(s)/ Share(s)	The fully paid up equity share(s) of the Target Company having a face value of ₹ 10 (Rupees Ten) per equity share
Equity Share Capital	The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 4,75,00,000 (Rupees Four Crores Seventy Five Lacs only) comprising of 47,50,000 Equity Shares of face value ₹ 10 each.
Escrow Agreement	Escrow Agreement dated March 23, 2021 entered between the Acquirers, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, 1961 which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors
Identified Date	Friday, 14 May, 2021 i.e., the date falling on the 10 th (tenth) Working Day prior to the commencement of the Tendering Period,

	for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
Letter of Offer/ LOF	The Letter of Offer, duly incorporating SEBI's comments on the Draft Letter of Offer
Manager to the Offer	Saffron Capital Advisors Private Limited
NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended.
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
Offer/Open Offer	35,75,000 (Thirty Five Lacs Seventy Five Thousand only) fully paid-up equity share of face value of ₹ 10/- each representing 26% of Emerging Voting Share Capital of the Target Company at a price of ₹ 10/- (Rupees Ten only) per Equity Share payable in cash.
Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 3,57,50,000 (Three Crores Fifty Seven Lacs Fifty Thousand only)
Offer Period	Period commencing from March 31, 2021 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
Offer Price	₹ 10/-(Rupees Ten only) per Equity Share.
Offer Size / Offer Shares	35,75,000 (Thirty Five Lacs Seventy Five Thousand only) fully paid-up equity share of face value of ₹ 10/- each representing 26% of Emerging Voting Share Capital of the Target Company.
Preferential Allotment	shall mean allotment of 90,00,000 Equity Shares of the Target Company at par for cash to the Acquirers in accordance with SEBI (ICDR) Regulations, as amended, subject to shareholders and regulatory approvals
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers on March 31, 2021 in accordance with SEBI (SAST) Regulations.
Promoters/Sellers	Shall mean Late Ajit Kumbhat, Mr. Vinay Kumbhat, Mr. Sanjay Kumbhat, Mrs. Pushpa Kumbhat, Mr. Satish Kumbhat, Mr. Dilip Kumbhat, Mr. Vardhaman Parekh, Mr. Shanti Kumbhat, Mrs. Prem Kumbhat, Mrs. Madhu Kumbhat and Mrs. Shakuntala Kumbhat.
RBI	Reserve Bank of India
Registrar to the Offer	Cameo Corporate Services Limited
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereof
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
Selling Broker	Respective stock brokers of all Eligible Shareholders who desire to tender their Shares under the Open Offer
Stock Exchange	BSE Limited
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SPA	Share Purchase Agreement dated March 31, 2021, executed between, the Acquirers and the Sellers to acquire 6,51,000 Equity Shares ("SPA Shares") representing 4.73% of the Emerging Voting Share Capital of the Target Company at a price of ₹ 10/- (Ten only) per Equity Share of the Target Company aggregating to ₹ 65,10,000/- (Rupees Sixty Five Lacs Ten Thousand only).

<i>Target Company</i>	Kumbhat Financial Services Limited having its registered office at Kumbhat Complex, 5th Floor, 29, Rattan Bazaar, Chennai, Tamil Nadu, 600003, India
<i>Tendering Period</i>	Monday, 31 May, 2021 to Friday, 11 June, 2021
<i>Working Day</i>	Working days of SEBI

II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS 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. THIS 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 THE SHAREHOLDERS OF KUMBHAT FINANCIAL SERVICES 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 TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT 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 DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED APRIL 7, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This Open Offer is being made pursuant to the SPA in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations as a result of a direct substantial acquisition of Equity Shares and voting rights of the Target Company by the Acquirers.
2. On March 31, 2021, the Acquirers have entered into a SPA with the Sellers to acquire 6,51,000 Equity Shares (“SPA Shares”) representing 4.73% of Emerging Voting Share Capital of the Target Company, at a price of ₹ 10/- (Ten only) per Equity Share of the Target Company aggregating to ₹ 65,10,000/- (Rupees Sixty Five Lacs Ten Thousand only) payable in cash as below:

Salient features of SPA:

- In the event of non-compliance of any provisions of the SEBI (SAST) Regulations, the SPA shall not be acted upon by the SPA Sellers or Acquirers.
 - Subject to shareholders approval, the Sellers shall, post completion of takeover formalities, relinquish the management control in favour of the Acquirers
 - For some of the above terms more specifically defined in the SPA and other details of SPA, Public Shareholders of the Target Company may refer SPA, which would be available to them for inspection during the Tendering Period at the office of the Manager to the Offer.
3. On March 31, 2021, board of directors of the Target Company have subject to approval from the shareholders and other statutory approvals, approved allotment of 90,00,000 Equity Shares of face value Rs. 10 each at par for cash aggregating to Rs. 9,00,00,000 (“**Preferential Allotment**”) as per the details given below:

Particulars	Number of Equity Shares to be allotted
Acquirer 1	42,75,000
Acquirer 2	42,75,000
Acquirer 3	4,50,000
Total	90,00,000

4. The Committee of Independent Directors on the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Thursday, 27 May, 2021.
5. Acquirers propose to acquire substantial shareholding and management control pursuant through this Open Offer.
6. Post completion of Open Offer, the Acquirers may appoint themselves as the new directors or appoint their nominees as the director of the Target Company.
7. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
8. The Offer is not a result of global acquisition resulting in indirect acquisition of Equity Shares of the Target Company.
9. The Sellers shall cease to be the Promoter and Promoter Group of Target Company and relinquish the management control of the Target Company in favor of the Acquirers.

B) Details of the proposed Offer:

1. The Public Announcement announcing the Open offer, under Regulations 3(1) and 4 was made on Wednesday, March 31, 2021 to BSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office on Wednesday, March 31, 2021.
2. The Acquirers have published the DPS on April 03, 2021 which appeared in the following newspapers:

<i>Sr. No.</i>	<i>Newspapers</i>	<i>Language</i>	<i>Editions</i>
1	Financial Express	English	Nation wide
2	Jansatta	Hindi	Nation wide
3	Mumbai Lakshadeep	Marathi	Regional
4	Makkal Kural	Tamil	Registered Office of the Target Company

A copy of the DPS is also available on the SEBI's website: www.sebi.gov.in. Simultaneously, in accordance with the provisions of Regulation 14(4) of SEBI (SAST) Regulations, a copy of the DPS was sent through the Manager to the Offer to: (i) SEBI; (ii) BSE; and (iii) the registered office of the Target Company on April 03, 2021.

3. This Open Offer is being made to all the equity shareholders of Target Company other than Acquirers and members of Promoter and Promoter Group of the Target Company to acquire up to **35,75,000** (Thirty Five Lacs Seventy Five Thousand only) fully paid Equity Shares of the Target Company, of face value ₹ 10 each ("**Offer Shares**") representing 26% (Twenty Six per cent) of the Emerging Voting Share Capital of the Target Company, at a price of ₹ 10/- per share ("**Offer Price**"), aggregating to ₹ **3,57,50,000** (Three Crores Fifty Seven Lacs Fifty Thousand only) ("**Open Offer**").
4. The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
5. There are no partly paid-up Equity Shares in the Target Company.
6. This Offer is not conditional on any minimum level of acceptance and is not a competing offer in terms of Regulations 19 and 20 respectively of the SEBI (SAST) Regulations. Further, there is no competing offer as on the date of this DLOF in terms of Regulation 20 of the SEBI (SAST) Regulations.
7. There is no differential pricing for this Offer.
8. There are no conditions as stipulated in the SPA, the meeting of which would be outside the reasonable control of the Acquirers, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
9. The Equity Shares of the Target Company will be acquired by the Acquirers under the Offer as fully paid up, free from all lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
10. To the best of the knowledge and belief of the Acquirers, as on the date of this Draft Letter of Offer, there are no statutory or other approvals required to implement the Offer other than as indicated in section VII B(1) of this Draft Letter of Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within two 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, BSE and to the Target Company at its registered office.
11. The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
12. 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. The Target Company's future policy for disposal of its assets, if any, within 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 SEBI (SAST) Regulations.

13. To the extent the post offer holding of the Acquirers exceeds the maximum permissible non-public shareholding in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**") read with Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto ("**SCRR**"), the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
14. If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
15. The Acquirers have not acquired any Equity Shares of the Target Company after the date of PA, i.e. March 31, 2021 and upto the date of this DLOF.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. The primary objective of the Acquirers for the above mentioned acquisition is substantial acquisition of shares and voting rights in the Target Company along with the management control of the Target Company.
2. 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. The Target Company's future policy for disposal of its assets, if any, within 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 SEBI (SAST) Regulations.
3. The Sellers shall cease to be the Promoter and Promoter Group of the Target Company and relinquish the management control of the Target Company in favor of the Acquirers.

V. BACKGROUND OF THE ACQUIRERS

1. INFORMATION ABOUT THE ACQUIRER 1:

- 1.1 Acquirer 1, aged 51 years, s/o Mr. Parasmal Khetpalia is residing at Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010, India; Tel: +91 98840 47848; Email: sunilkhetpalia2010@gmail.com.
- 1.2 Acquirer 1 is holding a Permanent Account Number- AAFPK9584N.
- 1.3 Acquirer 1 is under matriculate.
- 1.4 The networth of Acquirer 1 as on December 31, 2020 is ₹ 7,583.01 Lacs only (Rupees Seventy Five Crores Eighty Three Lacs One Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (*Membership No. 205938*), Firm Registration No.: (*007662S*), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in; *vide* certificate dated March 23, 2021.
- 1.5 Acquirer 1 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“**SEBI Act**”) or under any other Regulation made under the SEBI Act.
- 1.6 Acquirer 1 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.
- 1.7 Acquirer 1 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 1.8 Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- 1.9 Acquirer 1 doesn’t belong to any group.
- 1.10 Acquirer 1 is not related to Acquirer 2 & 3.

1.11 The details of the ventures promoted/controlled/managed by the Acquirer 1 is given hereunder:

Sr. No.	Name of the Entities	Nature of Interest	Percentage stake/holding
1.	KLP Projects Private Limited	Director & Shareholder	41%
2.	Aadhi Enterprises Private Limited	Director & Shareholder	38%
3.	Edison Energy India Private Limited	Director & Shareholder	60%
4.	Sanklecha Infra Projects Private Limited	Director	Nil
5.	KLP Townships Private Limited	Director & Shareholder	43.50%
6.	KLP Facility Management Services Private LLP	Designated Partner	50%

(Source: www.mca.com and representation from Acquirer 1).

- 1.12 Except as mentioned under point 1.11 above, Acquirer 1 confirms that he does not hold directorships in any company, including a listed company.
- 1.13 Acquirer 1 hereby undertakes and confirms that the entities mentioned under point # 1.11 above are not participating or interested or acting in concert in this Open Offer.
- 1.14 Acquirer 1 hereby undertakes and confirms that the entities mentioned in point# 1.11 above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- 1.15 Acquirer 1 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.

- 1.16 There are no Person Acting in Concert (“**PAC**”) along with Acquirer 1 in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations.
- 1.17 Acquirer 1 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 1.18 Acquirer 1 along with other Acquirers has signed a Share Purchase Agreement dated March 31, 2021 with the Sellers to acquire 309000 equity shares constituting 2.25% of the Emerging Voting Share Capital of the Target Company.
- 1.19 Acquirer 1 has not entered into any non-compete arrangement and/or agreement with the Sellers.

2. INFORMATION ABOUT THE ACQUIRER 2:

- 2.1 Acquirer 2, aged 44 years, s/o Mr. Kundanmalji Parmar is residing at 6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007, India; Tel: +91 99620 81500; Email: manshparmar@gmail.com.
- 2.2 Acquirer 2 is under matriculate.
- 2.3 The networth of Acquirer 2 as on December 31, 2020 is ₹ 7,325.18 Lacs only (Rupees Seventy Three Crores Twenty Five Lacs Eighteen Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (*Membership No. 205938*), Firm Registration No.: (*007662S*), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in; *vide* certificate dated March 23, 2021.
- 2.4 Acquirer 2 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“**SEBI Act**”) or under any other Regulation made under the SEBI Act.
- 2.5 Acquirer 2 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 2.6 Acquirer 2 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 2.7 Acquirer 2 confirms that currently there are no pending litigations pertaining to securities market where she is made party to.
- 2.8 Acquirer 2 doesn’t belong to any group.
- 2.9 Acquirer 2 is holding a Permanent Account Number- AAPPK2648P.
- 2.10 Acquirer 2 is not related to Acquirer 1 & 3.

2.11 The details of the ventures promoted/controlled/managed by the Acquirer 2 is given hereunder:

Sr. No.	Name of the Entities	Nature of Interest	Percentage stake/holding
1.	KLP Projects Private Limited	Director & Shareholder	41%
2.	Aadhi Enterprises Private Limited	Director & Shareholder	38%
3.	Parmar Remedies Private Limited	Director & Shareholder	50%
4.	Sanklecha Infra Projects Private Limited	Director	Nil
5.	KLP Townships Private Limited	Director & Shareholder	43.50%
6.	KLP Facility Management Services Private LLP	Designated Partner	50%

(Source: www.mca.com and representation from Acquirer 2).

- 2.12 Except as mentioned under point 1.11 above, Acquirer 2 confirms that she does not hold directorships in any company, including a listed company.

- 2.13 Acquirer 2 hereby undertakes and confirms that the entities mentioned under point # 2.11 above are not participating or interested or acting in concert in this Open Offer.
- 2.14 Acquirer 2 hereby undertakes and confirms that the entities mentioned in point# 2.11 above are not appearing in the willful defaulters list of Reserve Bank of India and are not debarred by SEBI from accessing capital markets as on date.
- 2.15 Acquirer 2 undertakes not to sell the equity shares of the Target Company held by her during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.
- 2.16 There are no Person Acting in Concert (“PAC”) along with Acquirer 1 in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations.
- 2.17 Acquirer 2 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 2.18 Acquirer 2 along with other Acquirers has signed a Share Purchase Agreement dated March 31, 2021 with the Sellers to acquire 309000 equity shares constituting 2.25% of the Emerging Voting Share Capital of the Target Company.
- 2.19 Acquirer 2 has not entered into any non-compete arrangement and/or agreement with the Sellers.

3. INFORMATION ABOUT THE ACQUIRER 3:

- 3.1 Acquirer 3, aged 56 years, s/o Mr. Ramachandran having permanent residence at residing at 19, V V Vanniyan Street, Virudhunagar- 626001, and address for communication at Flat No.201, First Floor, Plot No. 13 (New), ‘G’Block, 19 th Street, Anna Nagar, (West), Chennai – 600 040, Tamil Nadu, India; Tel: +91 88255 37529; Email: ravindranr1001@gmail.com.
- 3.2 Acquirer 3 is holding a Permanent Account Number- ADBPR7205A.
- 3.3 Acquirer 3 has completed his Bachelors of Commerce from Madurai Kamraj University and Master of Business Administration from Annamalai University. He also a Certificated Associate of the Indian Institute of Bankers.
- 3.4 The networth of Acquirer 3 as on December 31, 2020 is ₹ 173.63 Lacs only (Rupees One Crores Seventy Three Lacs Sixty Three Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (*Membership No. 205938*), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in; *vide* certificate dated March 23, 2021.
- 3.5 Acquirer 3 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 3.6 Acquirer 3 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.7 Acquirer 3 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.8 Acquirer 3 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- 3.9 Acquirer 3 doesn’t belong to any group.
- 3.10 Acquirer 3 is not related to Acquirer 1 & 2.
- 3.11 Acquirer 3 has not promoted any ventures as on the date and confirms that he does not hold directorships in any company, including a listed company.

- 3.12 Acquirer 3 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.
- 3.13 There are no Person Acting in Concert (“PAC”) along with Acquirer 3 in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations.
- 3.14 Acquirer 3 confirms that he is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 3.15 Acquirer 3 along with other Acquirers has signed a Share Purchase Agreement dated March 31, 2021 with the Sellers to acquire 33000 equity shares constituting 0.24% of the Emerging Voting Share Capital of the Target Company.
- 3.16 Acquirer 3 has not entered into any non-compete arrangement and/or agreement with the Sellers.

4. Details of Equity Shareholding of the Acquirers in the Target Company:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
	Number of Equity Shares and ^ (%)	Number of Equity Shares and ^ (%)	Number of Equity Shares and ^ (%)	
Shareholding as on the PA date	NIL	NIL	NIL	NIL
Equity Shares acquired through SPA	3,09,000 (2.25%)	3,09,000 (2.25%)	33,000 (0.24%)	6,51,000 (4.73%)
Shares acquired between the PA date and the DPS date	NIL			
Shares acquired through Preferential Allotment	42,75,000 (31.09%)	42,75,000 (31.09%)	4,50,000 (3.27%)	90,00,000 (65.45%)
Equity Shares proposed to be acquired in the Offer <i>(assuming full acceptance)</i>	16,98,000 (12.35%)	16,98,000 (12.35%)	1,79,000 (1.30%)	35,75,000 (26%)
Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period	62,82,000 (45.69%)	62,82,000 (45.69%)	6,62,000 (4.81%)	1,32,26,000 (96.19%)

VI. BACKGROUND OF THE TARGET COMPANY

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

1. The Target Company was incorporated on February 18, 1993 under the Companies Act 1956 as “Kumbhat Financial Services Limited” vide Certificate of Incorporation issued by Registrar of Companies, Tamil Nadu. The Company Identification Number of the Target Company is L65991TN1993PLC024433.
2. The Registered Office of the Target Company is situated at Kumbhat Complex, 5th Floor, 29, Rattan Bazaar, Chennai, Tamil Nadu, 600003; Tel: +91 44 25388720; Fax: +91 44 25388720; Email:cs@kumbhatfinancialserviceslimited.com;Website:www.kumbhatfinancialserviceslimited.com.
3. The Equity Shares of Target Company are currently listed only on BSE Limited and having Scrip Code 526869. The ISIN of Equity Shares of Target Company is INE795E01019.
4. Target Company is a non deposit accepting Non Banking Finance Company (“NBFC”) registered with RBI vide certificate number B-07.00061.
5. The Target Company being a NBFC is presently engaged in the business of providing loans and advances. *(Source: Website of the Company)*
6. There are no Equity Shares of the Target Company that are issued, allotted, but not listed on the Stock Exchanges.
7. The Authorized Share Capital of the Target Company is ₹ 10,00,00,000 (Rupees Ten Crores) comprising of 1,00,00,000 Equity Shares of face value ₹ 10 each. Board of Directors of the Target Company, subject to approval of the shareholders, has approved increase in Authorized Share Capital to ₹ 15,00,00,000 (Rupees Fifteen Crores) comprising of 1,50,00,000 Equity Shares of face value ₹ 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 4,75,00,000 (Rupees Four Crores Seventy Five Lacs only) comprising of 47,50,000 Equity Shares of face value ₹ 10 each. Further, Board of Directors of the Target Company, subject to approval of the shareholders, has approved allotment of 90,00,000 Equity Shares on preferential basis at par for cash to the Acquirers.
8. As on the date of this Draft Letter of Offer, there are no outstanding partly paid up shares of the Target Company and there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.
9. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. *(Source: www.bseindia.com)*.
10. Trading in the Equity Shares of the Target Company was suspended due to non compliance with various regulations of SEBI LODR Regulations and penalties have been levied against the Target Company by BSE. The said suspension was revoked by BSE wef February 18, 2021. *(Source: www.bseindia.com)*.
11. No merger / demerger / spin off have taken place in the Target Company during the last three years.
12. **The share capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

Equity Share Capital

Issued and Paid-up Equity Share of Target Company	Pre - Preferential Allotment		^Post - Preferential Allotment	
	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights
Fully paid-up Equity Shares	47,50,000	100	1,37,50,000	100

Issued and Paid-up Equity Share of Target Company	Pre - Preferential Allotment		^Post - Preferential Allotment	
	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights
Partly paid-up Equity Shares	47,50,000	100	1,37,50,000	100
Total paid-up Equity Shares	47,50,000	100	1,37,50,000	100
Total Voting Rights in Target Company	47,50,000	100	1,37,50,000	100

^ subject to approval of the shareholders and other regulatory approvals

13. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Name of the Director	Whether Executive/ Independent	Address	DIN	Date of Appointment/ Re-appointment
Sanjay Kumbhat	Managing Director	Doshi Royale Block- A B Bungalow, 234 Kilpauk Garden Road, Chennai-600010	03077193	30/12/2017
Sarika Kumbhat	Non-executive Non-Independent Woman Director	Doshi Royale Block- A B Bungalow, 234 Kilpauk Garden Road, Chennai-600010	08032091	30/12/2017
Masagounder Sakthivel Murugan	Non-executive Independent Director	G 15, Sams Avenue, 65, Valluvar Salai, Arumbakkam, Chennai-600106	08531800	08/08/2019
Sundararajan Ramabadrana	Non-executive Independent Director	7, Crescent Street, Seethammal Colony, Alwarpet, Chennai- 600018	01280165	15/12/2020

(Source: www.mca.gov.in)

14. Acquirers do not have any representatives on the Board of Directors of the Target Company as on the date of this Draft Letter of Offer. In accordance with Regulation 24(1) of the SEBI (SAST) Regulations, the Acquirers may make changes to the current board of directors of the Target Company by appointing either themselves and/or their nominees to represent them.
15. The key financial information of the Target Company based the audited financial statements for the financial years ended March 31, 2020, 2019 and 2018 and are as follow:

(₹ in Lakhs, except EPS)

Profit & Loss Statement	For the year ended March 31		
	2020	2019	2018
Revenue from Operations	45.03	46.08	46.64
Other Income	5.94	0.00	0.03
Total Income	50.97	46.08	46.67184
Total Expenditure	29.26	104.54	25.19
Profit Before Depreciation Interest and Tax	29.10	104.45	25.19
Depreciation	0.16	0.09	0.00
Interest	0.00	0.00	0.00
Profit/(Loss) before Exceptional items and Tax	21.71	(58.46)	21.48
Exceptional Items	0.00	0.00	0.00
Profit Before Tax	21.71	(58.46)	21.48
Provision for Tax	(0.06)	2.91	19.42
Profit After Tax	21.77	(61.37)	2.06

(₹ in Lakhs)

Balance Sheet Statement	As at March 31		
	2020	2019	2018
Sources of Funds			
Paid up share capital	475.00	475.00	475.00
Reserves	38.22	16.45	77.82
Net worth	513.22	491.45	552.82
Non-current liabilities			
Deferred Tax Liabilities	0.00	0.00	0.00
Current Liabilities			
Financial Liabilities			
i. Short term borrowings	0.00	0.00	0.00
ii. Trade payables	0.00	0.00	0.00
iii. Other Financial liabilities	4.82	2.24	14.28
Provisions	5.08	1.69	6.68
Other Liabilities	0.86	0.35	0.00
Total	523.98	495.73	573.78
Use of Funds			
Non-current assets			
Financial Assets			
i. Investments	17.68	17.85	18.01
ii. Other financial assets	0.94	0.27	0.03
iii. Property, Plant and Equipment	0.32	0.26	1.00
iv. Deferred Tax Asset (Net)	3.82	0.37	-1.97
Current Assets			
Inventories			
Trade receivables	0.00	0.00	0.00
Cash and cash equivalents	43.15	1.04	1.32
Loans & Advances	457.32	475.94	549.56
Other assets	0.75	0.00	5.83
Total	523.98	495.73	573.78

(Amounts in ₹, except %)

Other Financial Data	For the year ended March 31		
	2020	2019	2018
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (₹)	0.46	(1.29)	0.04
Return on Net worth (%)	4.24	(12.49)	0.37
Book Value per share (₹)	10.8	10.35	11.64

16. Brief financial details of the Target Company, as obtained from its unaudited reviewed standalone quarterly financial statements as disclosed to BSE for the quarter ended December 30, 2020 and corresponding quarter ended December 31, 2019 are as follows:

(₹ in Lakhs)

Profit & Loss Statement	For the period ended December 31	
	2020	2019
(Reviewed, Unaudited)		
Revenue from Operations	1.27	18.43
Other Income	0.02	0.03
Total Income	1.29	18.46
Depreciation	0.02	0.05

Employee Benefit expenses	0.75	3.75
Other expenditure	2.81	8.5
Net Loss on Fair Values Changes	(1.66)	(3.39)
Impairment of Financial Instruments	1.50	(1.98)
Total Expenses	3.42	6.93
Profit Before Depreciation Interest and Tax	(2.15)	11.48
Depreciation	0.02	0.05
Interest	0.00	0.00
Profit/(Loss) before Exceptional items and Tax	(2.13)	11.53
Exceptional Items	0.00	0.00
Profit Before Tax	(2.13)	11.53
Provision for Tax	0.53	4.15
Profit After Tax	(2.66)	7.38
Earnings Per Share (₹)	(0.06)	0.16

17. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Draft Letter of Offer is and shall be as follows:

Shareholders' Category	Shareholding & voting rights prior to the acquisition and Open Offer		Equity Shares/ voting rights agreed to be acquired which has triggered the SEBI (SAST) Regulations		Equity Shares/ voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	^%	No.	^%	No.	^%	No.	^%
(1) Promoter and Promoter Group								
a. Parties to the SPA:	651000	4.73	(651000)	(4.73)	NIL	NIL	NIL	NIL
b. Promoters other than (a) above, excluding Acquirers	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total (1)	651000	4.73	(651000)	(4.73)	NIL	NIL	NIL	NIL
(2) Acquirers								
i. Acquirer 1 SPA Preferential Allotment	NIL	NIL	309000 4275000	2.25 31.09	16,98,000	12.35	6282000	45.69
ii. Acquirer 2 SPA Preferential Allotment	NIL	NIL	309000 4275000	2.25 31.09	16,98,000	12.35	6282000	45.69
iii Acquirer 3 SPA Preferential Allotment	NIL	NIL	3300 450000	0.24 3.27	179000	1.30	662000	4.81
Total (2)	NIL	NIL	9651000	70.19	35,75,000	26	13226000	96.19
(3) Parties to SPA other than (1)(a) & (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(4) Public	40,99,000	95.27	40,99,000	29.81	(35,75,000)	(26)	5,24,000	3.81

Shareholders' Category	Shareholding & voting rights prior to the acquisition and Open Offer		Equity Shares/ voting rights agreed to be acquired which has triggered the SEBI (SAST) Regulations		Equity Shares/ voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	^%	No.	^%	No.	^%	No.	^%
Total (4)	40,99,000	95.27	40,99,000	29.81	(35,75,000)	(26)	5,24,000	3.81
Grand Total (1+2+3+4)	47,50,000	100	1,37,50,000	100	35,75,000	26	1,37,50,000	100

^ calculated on Emerging Voting Share Capital

Notes:

1. To the extent the post-offer holding of the Acquirers in the Target Company exceeds the maximum permissible non-public shareholding in terms of Regulation 38 of the SEBI LODR Regulations read with Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto (the "SCRR"), the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
2. Post the completion of all Open Offer formalities the Sellers will be reclassified as per Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

18. Acquirers have not acquired any Equity Shares after date of PA till the date of Draft Letter of Offer.

19. Promoter and Promoter Group of the Target Company have not been able to provide proof of dispatch/delivery for the submissions made by them under Regulation 30 of SEBI (SAST) Regulations for the financial years 2014 to 2019. The Promoter Group has represented to the Manager to the Offer that due to fire all the documents including submissions made for the financial years 2014 & 2015 have got destroyed. A copy of fire report has also been provided. Also, the submissions for the financial years 2014 to 2019 are not available on the website of BSE. In light of the aforesaid, Manager to the Offer has not been able to ascertain the compliance with timelines mentioned in Regulation 30 of SEBI (SAST) Regulations for the financial years 2014 to 2019. Target Company has informed the Manager to the Offer that it has applied to BSE seeking information related with SAST Compliances along with the actual date of submission and supporting documents of submission for checking of timely compliance of SAST submissions for the financial years 2014 to 2019, **information from BSE is pending.**

21. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A) JUSTIFICATION FOR THE OFFER PRICE

1. The Equity Shares of the Target Company are listed on BSE only.
2. The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months (i.e. March 1, 2020 to February 28, 2021) prior to the month of PA is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of Equity Shares listed)
BSE	19,811	47,50,000	0.42

(Source: www.bseindia.com)

3. Based on the information provided in point above, the equity shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

4. The Offer Price of ₹ 10/- (Rupees Ten only) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
a)	Highest Negotiated price per Equity Share under SPA.	10.00
b)	Offer Price paid for Preferential Allotment	10.00
c)	The volume-weighted average price paid or payable for acquisition, by the Acquirers, during the fifty two weeks immediately preceding the date of PA;	Not Applicable
d)	The highest price paid or payable for any acquisition, by the Acquirers, during the twenty six weeks immediately preceding the date of PA	Not Applicable
e)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
f)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	9.64
	Other Financial Parameters as at March 31, 2020	
	Return on Networth (%)	4.24
	Book Value per share (₹)	10.38
	Earnings per share (Diluted) (₹)	0.46

5. In view of the above parameters considered and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 10/- (Rupees Ten only) per equity share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
6. The Offer Price is higher than the highest of the amounts specified in the table in paragraph 4 above. Therefore, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, the Offer Price is justified.
7. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
8. There has been no revision in the Offer Price or to the size of this Offer as on the date of this DLOF.
9. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last one working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraphs V of this DPS; (ii) make a public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirement to meet this Offer is ₹ **3,57,50,000/-** (Three Crores Fifty Seven Lacs Fifty Thousand only).
2. The liquid assets of Acquirer 1 as on December 31, 2020 is ₹ 169.80 Lacs only (Rupees One Crores Sixty Nine Lacs Eighty Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (Membership No. 205938), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai-600084, India; Email id: rajeshsamdaria@yahoo.co.in; vide certificate dated March 23, 2021.
3. The liquid assets of Acquirer 2 as on December 31, 2020 is ₹ 169.80 Lacs only (Rupees One Crores Sixty Nine Lacs Eighty Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (Membership No. 205938), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai-600084, India; Email id: rajeshsamdaria@yahoo.co.in; vide certificate dated March 23, 2021.

4. The liquid assets of Acquirer 3 as on December 31, 2020 is ₹ 17.90 Lacs only (Rupees Seventeen Lacs Ninety Thousand Only) and the same is certified by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (Membership No. 205938), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in; vide certificate dated March 23, 2021.
5. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirers have opened an escrow cash account bearing Account No: 000405126434 ("**Escrow Cash Account**") with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 and have made a cash deposit of ₹ **3,57,50,000** (Three Crores Fifty Seven Lacs Fifty Thousand only) in the Escrow Cash Account. The cash deposited in Escrow Cash Account represents **100%** of the total consideration payable to the Equity Shareholders under this Offer. The Acquirers have empowered the Manager to the Offer to operate and to realize the value of the Escrow Cash Account in terms of the SEBI (SAST) Regulations.
6. The Acquirers have confirmed that they have adequate financial resources to meet their obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
7. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash 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 by the Acquirers, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
8. Based on the above, Saffron Capital Advisors Private Limited, Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to implement the Open Offer in full accordance with the SEBI (SAST) Regulations.

VII. TERMS AND CONDITIONS OF THE OFFER

1. The tendering period will commence on Monday, 31 May, 2021 and will close on Friday, 11 June, 2021.
2. The Equity Shares offered under this Offer should be free from all lien, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is Friday, 14 May, 2021.
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE795E01019. (Source: www.bseindia.com)
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 1. (Source: www.bseindia.com)
7. Equity Shares allotted pursuant to the Preferential Allotment shall be subject to lock in as per the requirement of SEBI (ICDR) Regulations, 2018, as amended. Further, Equity Shares held by the Promoter Group of the Company are subject to lock in imposed by BSE till May 31, 2021. None of the other Equity Shares of the Target Company are subject to Lock-in.
8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Eligible Shareholders/Beneficial Owners (except the Acquirers, and Promoter and Promoter Group) whose names appear in register of Target Company as on Friday, 14 May, 2021, the Identified Date.
2. The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Public Shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
3. All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date ("**Tendering Period**") for this Open Offer. Further, in accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, or the Form of Acceptance from the SEBI's website.
4. The acceptance of this Offer by the Eligible Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

5. The acceptance of this Offer is entirely at the discretion of the Eligible Shareholder(s)/Beneficial owner(s) of Target Company.
6. The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
7. The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 1 (one) Working Day prior to the commencement of the Tendering Period, i.e., up to Friday, 28 May, 2021, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

B) STATUTORY AND OTHER APPROVALS

1. The acquisition of Offer Shares is subject to receipt of prior approval from RBI under “Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015” in terms of RBI Notification No. DNBR. (PD) 029/CGM(CDS)-2015 dated July 09, 2015 for transfer of management and control of Non- Banking Finance Company. The Target Company has made application with Reserve Bank of India, Chennai branch for the transfer of management and control of the Target Company. The approval is currently awaited.
2. Except as aforesaid, to the best of the knowledge of the Acquirers, there are no other statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
3. If any of the public shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter alia from the Reserve Bank of India or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
4. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
5. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
6. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in paragraph VI (1) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers have a right to withdraw the Offer. In the event of withdrawal, 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 filed with SEBI, BSE and the registered office of the Target Company.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. All the Public Shareholders of the Target Company whether holding the Equity Shares in physical form or dematerialized form are eligible to participate in this Offer at any time during the tendering period for this Offer from Offer Opening Date till the Offer Closing Date ("Tendering Period") for this Open Offer. Please refer to section titled "*Procedure for tendering Equity Shares held in Physical form*" below of this part, for details in relation to tendering of Offer Shares held in physical form.
2. In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated May 28, 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations.
3. 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 Draft Letter of Offer, may also participate in this Offer.
4. The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 issued by SEBI.
5. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window ("**Acquisition Window**").
6. For implementation of the Open Offer, the Acquirers have appointed Choice Equity Broking Private Limited ("**Buying Broker**") through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

Name: Choice Equity Broking Private Limited

Address: Choice House, Shree Shakambhari Corporate Park, Plot No. 156-158, J B Nagar, Andheri (East), Mumbai-400099

Contact Person: Mr. Jeetender Joshi

Tel.: 022-67079857

E-mail ID: compliance@choiceindia.com; jeetender.joshi@choiceindia.com;

7. All the shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock broker ("**Selling Broker**") during the normal trading hours of the secondary market during the Tendering Period. Upon placing the bid, the Selling Broker(s) shall provide the Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
8. The Acquisition Window provided by BSE shall facilitate placing of sell orders.
9. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
10. Public who wish to bid /offer their physical shares in the Offer are requested to send their original documents as mentioned in the LOF to the Registrar to the Offer so as to reach them within 2 days from closure of the TP. It is advisable to email scanned copies of the original documents mentioned in the LOF, first to the Registrar to the Offer then send physical copies to the Registrar's address as provided in the LOF.
11. In the event Selling Broker of Public Shareholder is not registered with BSE then that Public Shareholder can approach the Buying Broker as defined in the Point # 6 above and tender the Equity

Shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI (SAST) Regulations.

12. The process of tendering Equity Shares by the Equity Shareholders holding in demat and physical Equity Shares will be separately enumerated in the Letter of Offer.
13. It must be noted that the detailed procedure for tendering the shares in the offer will be available in the Letter of Offer (“LOF”). Kindly read it carefully before tendering Equity Shares in the Offer. Equity Shares once tendered in the Offer cannot be withdrawn by the Shareholders.

Procedure for tendering Equity Shares held in dematerialised form

- a. The Eligible Shareholders who are holding Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares they intend to tender in this Offer.
- b. The Eligible Shareholders intending to tender Equity Shares 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 Ltd. (“Clearing Corporation”). Such Eligible 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.
- c. For custodian participant, orders 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 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- d. Eligible Shareholders shall submit Delivery Instruction Slips (DIS) duly filled in specifying market type as “Open Offer” and execution date along with all other details to their respective depository participant / Selling Broker so that Equity Shares can be tendered in this Offer.
- e. Upon placing the bid, the Selling Broker(s) shall provide transaction registration slip generated by the Designated Stock Exchange bidding system (“TRS”) to the Eligible Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.
- f. The Eligible Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.
- g. The Eligible Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The Eligible Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

Procedure for tendering Equity Shares held in Physical form

In accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting” dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

- a. Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
- b. Original share certificate(s).

- c. 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 Target Company and duly witnessed at the appropriate place.
- d. Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
- e. Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
- f. Self-attested copy of address proof such as valid Aadhar Card, Voter I.D., Passport.
- g. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- h. After placement of order, as mentioned above in Point (g), the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**SFSL Open Offer**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- i. Eligible 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 Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- j. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.
- k. Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Eligible Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.

Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in nonmarketable 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.

Procedure for tendering the Equity Shares in case of non-receipt of Draft Letter of Offer

- a. Eligible Shareholders 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.
- b. An Eligible Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Draft Letter of Offer or in the relevant Form of Acceptance-cum Acknowledgment. The Letter of Offer along with a Form of Acceptance-cum-Acknowledgement will be dispatched to all the Eligible Shareholders of the Target Company, whose

names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date to the Offer.

c. In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the SEBI website (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. The Letter of Offer along with the Form of Acceptance cum Acknowledgment (FOA) would also be available at SEBI's website, www.sebi.gov.in, and Eligible Shareholders can also apply by downloading such forms from the said website.

Settlement Process

a. 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 of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.

b. The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.

c. For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout 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 Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.

d. The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.

e. The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.

f. 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.

g. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer

h. The direct credit of Equity Shares will be given to the demat account of Acquirers as indicated by the Buying Broker.

i. 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 demat account of Acquirers.

j. In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.

k. 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 Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.

l. If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.

m. Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, 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 Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.

n. 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 Public Shareholders 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.

NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 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 SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS ("DTAA") WITH RESPECTIVE COUNTRIES. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, 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 ACQUIRERS AND MANAGER TO OFFER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS SUMMARY. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF EQUITY SHARES IN THE OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA AS SET OUT ABOVE AND THE SAME SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

a. The basis of charge of Indian income-tax depends upon the residential status of the person subject to tax ("Taxpayer") during a Financial Year and the taxpayer has to pay their taxes in the following year (Assessment Year). The Financial Year for Indian Residents starts from April 01 and ends on March 31. A person who is a resident in terms of Indian Income Tax Act, 1961, ("IT Act") he is liable to pay income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act itself. A person who is treated as a non-resident for the purpose of Indian income-tax purposes is generally subject to tax in India only on such person's India sourced income (i.e. income which accrues or arises or deemed to be accrued or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the "Situs" of such shares. "Situs" of the shares is generally where a company is "incorporated".

b. 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 IT Act.

c. A Taxpayer who is non-resident for tax purpose under Indian IT Act can avail benefits of the Double Taxation Avoidance Agreement ("DTAA"), between India and the respective country of which the Taxpayer is a resident for tax purpose subject to satisfying relevant conditions including: a. those set out in limitation of benefits provisions present in the said DTAA (if any), b. the non-applicability of General Anti-Avoidance Rules, and c. providing and maintaining necessary information and documents as prescribed under the Income-tax Act.

d. The summary of income-tax implications on tendering of listed equity shares on the recognized stock exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

e. As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge and health and education cess are also leviable. The applicable rate of surcharge is dependent on the category of the shareholder and for individual shareholders, income slab rates is applicable. The health and education cess is levied at the rate of 4% of the income tax and surcharge.

f. Gains arising from the transfer of equity shares may be treated either as "Capital Gains" or as "Business Income" for income-tax purposes, depending upon whether such equity shares were held as a capital asset or business asset (i.e. stock-in-trade).

g. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

h. Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the financial year. The summary of income tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

Taxability of Capital Gain in the hands of the Public Shareholders:

i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to Securities Transaction Tax ("STT") upon both buy and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the Capital Gains tax would be computed on gains exceeding ₹ 1,00,000 (Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any Capital Gains arising up to January 31, 2018 are grandfathered under this provision. 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 (lower of consideration on 35 transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

ii. As per section 111A of the IT Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).

iii. Any applicable surcharge and education cess would be in addition to above applicable tax rates.

iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirers shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.

v. In case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.

THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE IT ACT AS APPLICABLE AS ON DATE OF THIS DRAFT LETTER OF OFFER. IN CASE OF ANY AMENDMENT MADE EFFECTIVE PRIOR TO THE DATE OF CLOSURE OF THIS OFFER, THEN THE PROVISIONS OF THE IT ACT AS AMENDED WOULD APPLY. NOTWITHSTANDING THE DETAILS GIVEN ABOVE, ALL PAYMENTS WILL BE MADE TO THE PUBLIC SHAREHOLDERS SUBJECT TO COMPLIANCE WITH PREVAILING TAX LAWS. THE FINAL TAX LIABILITY OF THE PUBLIC SHAREHOLDER SHALL REMAIN OF SUCH PUBLIC SHAREHOLDER AND THE SAID PUBLIC SHAREHOLDER WILL APPROPRIATELY DISCLOSE THE AMOUNTS RECEIVED BY IT, PURSUANT TO THIS OFFER, BEFORE THE INDIAN INCOME TAX AUTHORITIES.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6th floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate of Incorporation, Memorandum and Articles of Association of Kumbhat Financial Services Limited.
- Certificate dated March 23, 2021 issued by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (*Membership No. 205938*), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in, certifying the net worth of the Acquirer 1, Acquirer 2 & Acquirer 3.
- Certificate dated March 23, 2021 issued by J Rajesh Samdaria, Partner of Rajesh Samdaria and Associates, Chartered Accountants (*Membership No. 205938*), Firm Registration No.: (007662S), having office at No. 1, Pandaram Street, Purasawalkam, Chennai- 600084, India; Email id: rajeshsamdaria@yahoo.co.in, certifying the liquid assets of the Acquirer 1, Acquirer 2 & Acquirer 3.
- Annual reports of the Target Company for the financial years ending March 31, 2018, March 31, 2019, and March 31, 2020.
- Unaudited Limited Review financials of the Target Company for the quarter ended December 31, 2020.
- Copy of Escrow Agreement between the Acquirers, Manager to the Offer and Escrow Bank.
- Statement of funds deposited with the Escrow Bank.
- Copy of Share Purchase Agreement dated March 31, 2021 between the Acquirers and Sellers.
- Copy of Public Announcement dated March 31, 2021, published copy of the Detailed Public Statement dated April 03, 2021.
- Observation letter bearing reference number [●] dated [●] received from SEBI.
- A copy of the recommendation to be published on [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- Copy of Pre Offer Advertisement.

X. DECLARATION BY THE ACQUIRERS

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

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

ACQUIRER 1	ACQUIRER 2	ACQUIRER 3
Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010 Sd/-	6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007 Sd/-	Flat No.201, First Floor, Plot No.13 (New), 'G' Block, 19 th Street, Anna Nagar (West), Chennai – 600040 Sd/-

Place: Chennai

Date: April 07, 2021