

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

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

OPEN OFFER BY

Name	Acquirer	Address	Telephone	Email Address
Mr. Nitin Vitthalrao Thorave	Acquirer	Swapnashilp Bungalow, Vartak Road, Virar West, Behind Arti Apartment, Vasai Virar Municipal corporation, Thane – 401303, India	+91 8381051000	gstnidangroup@gmail.com
There is no person acting in concert for this Offer.				

OPEN OFFER FOR ACQUISITION OF UP TO 9,48,688 (NINE LAKHS FORTY-EIGHT THOUSAND SIX HUNDRED AND EIGHTY-EIGHT) EQUITY SHARES, REPRESENTING 26.00% (TWENTY-SIX PERCENT) OF THE EQUITY SHARE CAPITAL AND VOTING SHARE CAPITAL OF PRADHIN LIMITED ('PRADHIN' OR 'TARGET COMPANY'), AT AN OFFER PRICE OF ₹40.00/- (RUPEES FORTY ONLY) ('OFFER PRICE'), PAYBLE IN CASH, BY THE ACQUIRER, IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3 (1) AND 4, AND SUCH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO ('SEBI (SAST) REGULATIONS') ('OFFER'), FROM THE PUBLIC SHAREHOLDERS OF PRADHIN LIMITED

Corporate Identification Number: L15100TN1982PLC009418;

Registered Office: 203 S.F. Soliter FP-182, SP-182/ D.T.P.S-14, B/S. Vaibhav Apartment 2, Opp. Bombay Garage, Shahibaug Ahmedabad - 380004, Gujarat, India;

Tel: +91 - 9925052000; **Website:** www.pradhin.com; **Email ID:** info.pradhin@gmail.com

- This Offer is being made by the Acquirer, in pursuance of the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, for substantial acquisition of Equity Shares and Voting Share Capital accompanied with change in control and management of the Target Company.
- As on the date of this Draft Letter of Offer, to the best knowledge of the Acquirer, there are no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Offer. However, if any other statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s).
- Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
- In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, ensuring that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that the 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. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (One) only.
- The Offer Price and/ or the Offer Size may be subject to upward revision, if any, pursuant to the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations, at any time prior to commencement of the last 1 (One) Working Day prior to the Tendering Period i.e., Tuesday, June 06, 2023 and, the same would also be informed by way of a public announcement in the Newspapers. Where the Acquirer have acquired any Equity Shares during the Offer Period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with the provisions of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the Escrow Amount; (ii) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, BSE, and the Target Company at its registered office of such revision. Such revised Offer Price shall be payable by the Acquirer for all the Offer Shares validly tendered during the Tendering Period of this Offer.
- The Acquirer may withdraw the Offer in accordance with the terms and conditions specified in of this Draft Letter of Offer. If the Offer is withdrawn, the Acquirer through the Manager, shall within 2 (Two) Working Days by an announcement in the Newspapers, in accordance with the provisions of Regulation 23 (2) of the SEBI (SAST) Regulations and such announcement shall be sent to SEBI, BSE, and the Target Company at its registered office.
- This Offer is not subject to a minimum level of acceptance by the Public Shareholders of the Target Company and is not a conditional offer under Regulation 19 of the SEBI (SAST) Regulations.
- This is not a competitive offer in accordance with the provisions of Regulation 20 of the SEBI (SAST) Regulations.**
- If there is a competitive offer, then the Offer under all subsisting bids shall open and close on the same date.**
- Public Shareholders, who have accepted this Offer by tendering the requisite documents in terms of the Offer Documents, shall not be entitled to withdraw such acceptance during the Tendering Period.
- The procedure for acceptance is set out in Paragraph 8 titled as 'Procedure for Acceptance and Settlement of the Offer' on page 26 of this Draft Letter of Offer.
- The Offer Documents would also be available on SEBI's website accessible at www.sebi.gov.in, BSE's website accessible at www.bseindia.com, Manager's website accessible at www.swarajshares.com, and Registrar's website accessible at www.skylinerta.com.

For capitalized terms, refer to the Paragraph titled 'Definitions and Abbreviations' beginning on page 8 of this Draft Letter of Offer.

**MANAGER TO THE OFFER**

Swaraj Shares and Securities Private Limited

Principal Place of Business: Unit No 304, A Wing, 215 Atrium Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India

Contact No.: +91-22-69649999

Email: compliance@swarajshares.com

Website: www.swarajshares.com

Investor grievance email: investor.relations@swarajshares.com

Contact Person: Tanmoy Banerjee/ Pankita Patel

SEBI registration number: INM00012980

CIN: U51101WB2000PTC092621

**REGISTRAR TO THE OFFER**

Skyline Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 India

Telephone Number: 011-40450193-97

E-mail Address: ipo@skylinerta.com

Website: www.skylinerta.com

Contact Person: Mr. Anuj Kumar

SEBI Registration Number: INR000003241

Validity: Permanent

OFFER OPENING DATE

Wednesday, June 07, 2023

OFFER CLOSING DATE

Wednesday, June 21, 2023

TENTATIVE SCHEDULE OF THE MAJOR ACTIVITIES RELATING TO THIS OFFER

Tentative Schedule of Activities	Day	Date
Issue date of the Public Announcement	Thursday	April 13, 2023
Publication date of the Detailed Public Statement in the newspapers	Friday	April 21, 2023
Last date for filing of the Draft Letter of Offer with SEBI	Thursday	April 27, 2023
Last date for public announcement for a competing offer(s)#	Tuesday	May 16, 2023
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Monday	May 22, 2023
Identified Date*	Wednesday	May 24, 2023
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday	May 31, 2023
Last date by which a committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Offer	Monday	June 05, 2023
Last date for upward revision of the Offer Price and / or the Offer Size	Tuesday	June 06, 2023
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Wednesday	June 07, 2023
Date of commencement of Tendering Period	Wednesday	June 21, 2023
Date of closing of Tendering Period	Wednesday	July 05, 2023
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Wednesday	July 19, 2023

Note:

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

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

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

RISK FACTORS

The risk factors set forth below are limited to this Offer, the Underlying Transaction, and the Acquirer, and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Offer, or in association with the Acquirer, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for understanding and analyzing all risks associated with respect to their participation in this Open Offer.

For capitalized terms used hereinafter, please refer to the ‘Definitions’ set out below.

A. Risks relating to Underlying Transaction

1. The consummation of the Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement, including:
 - (a) Receipt of all statutory approvals as set out in Paragraph 7.6 titled as ‘Statutory Approvals and conditions of the Offer’ at page 26 of this Draft Letter of Offer and those which become applicable prior to the completion of this Offer;
 - (b) The satisfaction or waiver of the various conditions under the Share Purchase Agreement, including those conditions set out in Paragraph 3.1.10 at page 14 of this Draft Letter of Offer, and if these conditions are not satisfied or waived and subsequently terminated in accordance with the terms of the Share Purchase Agreement, then the Underlying Transaction may be terminated.
2. The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

B. Risks relating to this Offer

1. This Offer is a mandatory open offer to acquire up to 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eight-Eight) Equity Shares, representing 26.00% (Twenty-six Percent) of Equity Share Capital & Voting Share Capital of the Target Company from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eight-Eight) Equity Shares, representing 26.00% (Twenty-six Percent) of Equity Share Capital & Voting Share Capital of the Target Company. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in this Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for this Offer.
2. In the event that either:
 - (a) satisfaction of certain conditions precedent, are not obtained, granted, or satisfied, or are delayed, as applicable, or
 - (b) there is any litigation leading to stay/ injunction on this Offer, or
 - (c) there is any litigation that restricts/ restraints the Acquirer from performing their obligations hereunder, or
 - (d) SEBI instructs the Acquirer not to proceed with this Offer,

then the Offer process may be delayed beyond the Schedule of Activities indicated in this Draft Letter of Offer or may be withdrawn in terms of Regulation 23 of the SEBI (SAST) Regulations.

In case any statutory approval or other governmental approval that may be required by the Acquirer, is not received in time, SEBI may, if satisfied, grant an extension of time to the Acquirer for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in this Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest, if any, in accordance with the SEBI (SAST) Regulations. In addition, where any statutory approval extends to some but not all the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed.

3. As on the date of this Draft Letter of Offer, to the best of knowledge and belief of the Acquirer, there are no statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to this Offer or to complete this Offer, for further details kindly refer to Paragraph 7.6 titled as '*Statutory Approvals and conditions of the Offer*' at page 26 of this Draft Letter of Offer. However, if any other statutory approvals are required or become applicable at a later date before closure of the Tendering Period, then this Offer would be subject to the receipt of such other statutory approvals that may become applicable later, and the Acquirer shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s).
4. In case of delay in receipt of statutory approvals that may be required by the Acquirer at a later date, in accordance with the provisions of Regulation 18 (11) of the SEBI (SAST) Regulations, then SEBI may, if satisfied that the non-receipt of approvals was not attributable to any wilful default, negligence, or failure on the part of the Acquirer to diligently pursue such approvals, grant an extension for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for the delay beyond the 10th (Tenth) Working Day from the date of closure of the Tendering Period, subject to such terms and conditions as may be specified by SEBI.
5. The acquisition of Equity Shares under this Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to this Offer and the transfer of Equity Shares held by them to the Acquirer. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, the Acquirer reserve their right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
6. Public Shareholders should note that the Equity Shares tendered by them and accepted in this Offer shall not be entitled to be withdrawn post-acceptance of such Equity Shares during the Tendering Period, even if the acceptance of such Equity Shares under this Offer and the payment of consideration gets delayed. The tendered Equity Shares and documents would be held by the Registrar, till such time as the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders will not be able to trade in such Equity Shares which have been tendered in this Offer. During such period, there may be fluctuations in the market price of the Equity Shares. Neither the Acquirer nor the Manager makes any assurance with respect to the market price of the Equity Shares, both during the Tendering Period and upon completion of this Offer and disclaim any responsibility with respect to any decision taken by the Public Shareholders with respect to whether to participate in this Offer. The Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
7. This Draft Letter of Offer 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 comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in, any foreign jurisdictions covered under the Sub-Paragraph titled 'General Disclaimer' under Paragraph 2 titled as 'Disclaimer Clause' on page 11 of this Draft Letter of Offer and cannot be accepted by any means or instrumentality from within any such foreign jurisdictions.
8. The information contained in this Draft Letter of Offer is as of the date of this Draft Letter of Offer unless expressly stated otherwise. The Acquirer and the Manager are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.
9. Public Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choice, if any, for assessing further risks with respect to their participation in this Offer, and related transfer of Equity Shares to the Acquirer. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

10. In relation to this Offer, the Acquirer and the Manager accept responsibility only for the statements made by them in the Offer Documents issued by or at the instance of the Acquirer, or the Manager in relation to this Offer (other than information pertaining to the:

- (a) Target Company which been obtained from publicly available sources or provided by the Target Company;
- (b) Promoters which has been obtained from the Promoters.

Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.

- (c) None of the Acquirer, the Manager, or the Registrar, accept any responsibility for any loss of documents during transit (including but not limited to the Offer acceptance forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

C. Risks involved in associating with the Acquirer

1. The Acquirer intends to acquire up to 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eight-Eight) Equity Shares, representing 26.00% (Twenty-six Percent) of Equity Share Capital & Voting Share Capital of the Target Company, at an offer price of ₹54.00/- (Rupees Fifty-Four Only) per Equity Share, payable in cash, under the SEBI (SAST) Regulations. The Target Company does not have any partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Post this Offer, the Acquirer will have significant equity ownership and effective management control over the Target Company, pursuant to the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations.
2. Neither the Acquirer nor the Manager to the Offer makes any assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance or future performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares of the Target Company before, before, during or after the Open Offer. Acquirer and the Manager to the Offer expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not in this Open Offer.
3. The Acquirer makes no assurance with respect to the market price of the Equity Shares during the Offer Period and upon the completion of this Offer and disclaim any responsibilities with respect to any decision by the Public Shareholders on whether to participate in this Offer.
4. The Acquirer makes no assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares before, during or after this Offer.
5. The Acquirer does not make any assurance with respect to their investment or divestment decisions relating to their proposed shareholding in the Target Company.
6. Neither the Acquirer nor the Manager nor the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slip, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
7. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the SCRR (*as defined below*), the Target Company is required to maintain at least 25.00% public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. Any failure to comply with the conditions of the SCRR and the SEBI (LODR) Regulations could have an adverse effect on the price and tradability of the Equity Shares.
8. The Acquirer and the Manager, accept no responsibility for the statements made otherwise than in the Offer Documents or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager, and any person placing reliance on any other source of information would be doing so at its own risk.
9. For the purpose of disclosures in the Draft Letter of Offer, all information relating to the:
 - (a) Target Company has been obtained from publicly available sources or from the Target Company;
 - (b) The information pertaining to the Target Company contained in the Public Announcement or Detailed Public Statement or this Draft Letter of Offer or any other advertisement/ publications made in connection with the Open Offer has been

compiled from information published or provided by the Target Company, or publicly available sources. Such information has not been independently verified either by the Acquirer or by the Manger to the Offer. The Acquirer does not accept any responsibility with respect to any misstatement of information disclosed pertaining to the Target Company.

CURRENCY OF PRESENTATION

In this Draft Letter of Offer,

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

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1. DEFINITIONS AND ABBREVIATIONS

Abbreviations	Particulars
Acquirer	Mr. Nitin Vitthalrao Thorave, son of Mr. Vitthalrao Laxman Thorave, aged 52 years, Indian Resident, bearing Permanent Account Number 'ACBPT2601D' under the Income Tax Act, 1961, residing at Swapnashilp Bungalow, Vartak Road, Virar West, Behind Arti Apartment, Vasai Virar Municipal corporation, Thane – 401303, India.
Acquisition Window	The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE, in the form of a separate window
Acquisition Window Circulars	Stock exchange mechanism as provided under SEBI (SAST) Regulations and the SEBI circulars bearing reference number 'CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015', 'CFD/DCR2/CIR/P/2016/131 dated December 09, 2016' and 'SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021' and on such terms and conditions as may be permitted by law from time to time
Board	Board of Directors of the Target Company
Book Value per Equity Share	Net-Worth / Number of Equity Share
BSE/ Stock Exchange	The stock exchange where the Equity Shares of the Target Company are listed, i.e., BSE Limited
Buying Broker	NNM Securities Private Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made thereunder
Depositories	CDSL and NSDL
DIN	Director Identification Number
DLoF/ Draft Letter of Offer	This draft letter of offer dated Thursday, April 27, 2023, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its observations
DP	Depository Participant
DPS/ Detailed Public Statement	Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Mumbai Lakshadweep (Marathi daily) (Mumbai Edition), and Madras Mani (Chennai Daily) (Chennai Edition) wherein the Detailed Public statement shall be published in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations.
ECS	Electronic Clearing Service
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period
Escrow Agreement	Escrow Agreement, dated Thursday, April 13, 2023, entered amongst and between the Acquirer, Escrow Banker, and the Manger to the Offer.
Escrow Account	Escrow Account opened in accordance with Regulation 17 of the SEBI (SAST) Regulations, under the name and style of 'PRADHIN LIMITED – OPEN OFFER ESCROW ACCOUNT' with Kotak Mahindra Bank Limited, the Escrow Banker.
Escrow Amount	The amount aggregating to ₹1,05,00,000.00/- (Rupees One Crore Five Lakh Only) maintained by the Acquirer with the Escrow Banker, in accordance with the Escrow Agreement.
Escrow Banker	Kotak Mahindra Bank Limited
Equity Shares	The fully paid-up equity shares of the Target Company of face value of ₹10.00/- (Rupees Ten Only) each
Equity Share Capital	The fully paid-up Equity Share capital of the Target Company is ₹3,64,88,000.00/- (Rupees Sixty-Nine Lakhs Ninety-Seven Thousand Only) comprising of 6,48,800 (Thirty-Six Lakhs Forty-Eight Thousand Eight Hundred)
Finance Act	The Finance Act, 2023
FATCA	Foreign Account Tax Compliance Act

Abbreviations	Particulars
FII	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended and modified from time to time
FIPB	Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FPI	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended and modified from time to time
Identified Date	The date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, being Wednesday, May 24, 2023
IT Act	Income Tax Act, 1961, as amended and modified from time to time
ISIN	International Securities Identification Number
IFSC	Indian Financial System Code
Letter of Offer	Letter of Offer along with along with Form of Acceptance-Cum-Acknowledgement (for holding Equity Shares in physical form), and Form SH-4 Securities Transfer Form, which shall be dispatched to the Public Shareholders of the Target Company
LTCG	Long Term Capital Gains
Manager	Swaraj Shares and Securities Private Limited, the Manager to the Offer
Maximum Consideration	The total funding requirement for this Offer, assuming full acceptance of this Offer ₹5,12,29,152.00/- (Indian Rupees Five Crores Twelve Lakhs Twenty-Nine Thousand One Hundred and Fifty-Two Only)
Negotiated Price	A negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to an amount of ₹62,55,330.00/- (Rupees Sixty-Two Lakh Fifty-Five Thousand Three Hundred and Thirty Only) for the sale of 2,08,511 (Two Lakh Eight Thousand Five Hundred and Eleven) Equity Shares, representing 5.71% (Five Point Seven One Percent) of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of a Share Purchase Agreement. A negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to an amount of ₹2,95,49,430.00/- (Rupees Two Crores Ninety-Five Lakh Forty-Nine Thousand Four Hundred and Thirty Only) for the sale of 9,84,981 (Nine Lakh Eighty-Four Thousand Nine Hundred and Eighty One) Equity Shares, representing 27.00% (Twenty Seven Percent) of the Voting Share Capital of the Target Company, by Non-Promoter Sellers to the Acquirer, pursuant to the execution of a Share Purchase Agreement.
Newspapers	Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Mumbai Lakshadweep (Marathi daily) (Mumbai Edition), and Madras Mani (Chennai Daily) (Chennai Edition) wherein the Detailed Public statement shall be published in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations.
NRE	Non-Resident External
NRIs	Non - Resident Indians
NRO	Non-Resident (Ordinary)
NSDL	National Securities Depository Limited
OCBs	Overseas Corporate Bodies
Offer	Open offer being made by the Acquirer for acquisition of up 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares, representing 26% of the Voting Share Capital of the Target Company, at a price of ₹40.00/- (Rupees Forty Only) per Equity Share, payable in cash, assuming full acceptance aggregating to a maximum consideration ₹3,79,47,520.00/-

Abbreviations	Particulars
	(Rupees Three Crores Seventy-Nine Lakh Forty-Seven Thousand Five Hundred and Twenty Only)
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Thursday, April 13, 2023 and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of ₹40.00/- (Rupees Forty Only) per Offer Share.
Offer Shares	9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company.
Offer Size	9,48,800 (Nine Lakhs Forty-Eight Thousand Eight Hundred) Equity Shares representing 26% of the Equity Share Capital & Voting Share Capital of the Target Company, aggregating to an amount of ₹3,79,47,520.00/- (Rupees Three Crores Seventy-Nine Lakh Forty-Seven Thousand Five Hundred and Twenty Only) payable in cash
PA/ Public Announcement	Public Announcement dated Thursday, April 13, 2023.
PAN	Permanent Account Number
PRADHIN/ Target Company	Pradhin Limited, incorporated on June 13, 1982, under the provisions of Indian Companies Act, 1956, the, bearing Corporate Identification Number 'L15100TN1982PLC009418', having its registered office located at at 61, Sembudoss Street, Chennai - 600001, Tamil Nadu, India and corporate office situated at 203 S.F. Soliter FP-182, SP-182/ D,T.P.S-14, B/S. Vaibhav Apartment 2, Opp. Bombay Garage, Shahibaug Ahmedabad - 380004, Gujarat, India.
PAT	Profit After Tax
Promoters	Promoters and members of the Promoter Group of the Target Company as per Regulation 31(1)(b) of SEBI (LODR) Regulations
Promoter Sellers	Promoters of the Target Company as per Regulation 31(1)(b) of SEBI (LODR) Regulations, namely being, Shefali Chintan Parikh and Uttara Parikh, who have entered into a Share Purchase Agreement with the Acquirer
Public Shareholders	All the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, and (ii) persons deemed to be acting in concert with parties at (i), undertaking sale of Equity Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations
RBI	Reserve Bank of India
Registrar	Skyline Financial Services Private Limited, the Registrar to the offer
Return on Net Worth	Profit After Tax/ Net-Worth
RTGS	Real Time Gross Settlement
Sale Shares	11,93,492 (Eleven Lakhs Ninety-Three Thousand Four Hundred and Ninety-Two) Equity Shares, constituting 32.71% (Thirty-Two Point Seven One Percent) of the Voting Share Capital of the Target Company, as determined under the Share Purchase Agreement.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto

Abbreviations	Particulars
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
Selling Brokers	Respective stockbrokers of all the Public Shareholders who desire to tender their Equity Shares under this Offer
Share Purchase Agreement/ SPA	Share Purchase Agreement with the Promoter Sellers and the Share Purchase Agreement with the Non-Promoter Sellers are hereinafter referred to as the Share Purchase Agreement.
Share Purchase Agreement with the Promoter Sellers	The share purchase agreement dated Thursday, April 13, 2023, executed between the Acquirer and the Promoter Sellers and other with Acquirer and Non-Promoter Sellers, pursuant to which the Acquirer has agreed to acquire 2,08,511 (Two Lakh Eight Thousand Five Hundred and Eleven) Equity Shares, constituting 5.71% (Five Point Seven One Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to a purchase consideration of ₹62,55,330.00/- (Rupees Sixty Two Lakh Fifty Five Thousand Three Hundred and Thirty Only).
Share Purchase Agreement with the Non-Promoter Sellers	The Acquirer has agreed to acquire 9,84,981 (Nine Lakh Eighty Four Thousand Nine Hundred and Eighty One) Equity Shares, constituting 27.00% (Twenty Seven Percent) of the Voting Share Capital of the Target Company from the Non-Promoter Sellers at a negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to a purchase consideration of ₹2,95,49,430.00/- (Rupees Two Crores Ninety-Five Lakh Forty-Nine Thousand Four Hundred and Thirty Only).
STCG	Short term capital gains
STT	Securities Transaction Tax
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period
Tendering Period	The period commencing from Wednesday, June 07, 2023, and ending on Wednesday, June 21, 2023, both days inclusive
TRS	Transaction Registration Slip
Underlying Transaction	The transaction for sale and purchase of the Sale Shares as contemplated under the SPA
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations

Note:

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

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

2. DISCLAIMER CLAUSE

‘IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT, THE SAME HAS BEEN CLEARED, VETTED, OR APPROVED BY SECURITIES AND EXCHANGE BOARD OF INDIA. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA FOR A LIMITED PURPOSE FOR OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF PRADHIN LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGET COMPANY WHOSE EQUITY SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR THE OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER ARE PRIMARILY

RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL THE RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED THURSDAY, APRIL 27, 2023, TO SECURITIES AND EXCHANGE BOARD OF INDIA IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THIS OFFER.'

General Disclaimer

This Offer Documents in connection with the Offer, have been prepared for the purposes of compliance with the provisions of applicable laws and regulations in India, including the SEBI Act and the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The delivery of Offer Documents, does not under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirer since the date hereof or that the information contained herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirer are under any obligation to update the information contained herein at any time after this date.

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

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

3. DETAILS OF THIS OFFER

3.1. Background of the Offer

- 3.1.1. This is a mandatory Offer, being made by the Acquirer, in pursuance of and in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company, pursuant to the execution of the Share Purchase Agreement.
- 3.1.2. The Acquirer has entered into a Share Purchase Agreement with the Promoter Sellers with an intent to acquire 2,08,511 (Two Lakh Eight Thousand Five Hundred and Eleven) Equity Shares, representing 5.71% (Five Point Seven One Percent) of the Voting Share Capital of the Target Company along with control in terms of Regulations 3 (1) and 4 of the Target Company, at a price of ₹30.00/- (Rupees Thirty Only) per Sale Share aggregating to an amount of ₹62,55,330.00/- (Rupees Sixty Two Lakh Fifty Five Thousand Three Hundred and Thirty Only), payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement and subject to Acquirer maintaining his shareholding within the limits prescribed for minimum public shareholding. The acquisition will result in the change in control and management of the Target Company.
- 3.1.3. The Acquirer and the Non-Promoter Sellers have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirer has agreed to acquire 9,84,981 (Nine Lakhs Eighty Four Thousand Nine Hundred and Eighty One) Equity Shares, constituting 27.00% (Twenty-Seven Percent) of the Voting Share Capital of the Target Company from the Non- Promoter Sellers at a negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to a purchase consideration of ₹2,95,49,430.00/- (Rupees Two Crore Ninety Five

Lakh Forty Nine Thousand Four Hundred and Thirty Only), and in accordance with the terms of the Share Purchase Agreement.

- 3.1.4. The prime object of this Open Offer is to acquire substantial acquisition of Equity Shares and Voting Share Capital accompanied with the change in control and management of the Target Company, and to be classified as the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations following the consummation of the transaction of the Share Purchase Agreement.
- 3.1.5. There is/ are no person acting in concert/s with the Acquirer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.
- 3.1.6. The Acquirer is making this Offer to acquire up to 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares, representing 26% (Twenty-six Percent) of Equity Share Capital & Voting Share Capital of the Target Company, at an offer price of ₹40.00/- (Rupees Forty Only) per Equity Share from the Public Shareholders of the Target Company. Assuming full acceptance, the total consideration payable by the Acquirer under this Offer at the Offer Price aggregates to ₹3,79,47,520.00/- (Rupees Three Crores Seventy-Nine Lakh Forty-Seven Thousand Five Hundred and Twenty Only), payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the Offer Documents.
- 3.1.7. The details of selling shareholders, who have entered into the Share Purchase Agreement with the Acquirer are stated hereunder:

Name of the Promoter and Non-Promoter Sellers	Nature of Entity	Group	Part of Promoter/Promoter Group of Target company	Details of Equity Shares/Voting Rights held by the Promoter Seller			
				Pre-SPA Transaction		Post-SPA Transaction	
				No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
Ms. Bobby Sonathalia Jalan Permanent Account Number: AASPS4607F 42/66 F Block First Main Road Annanagar East, Chennai-600102 Tamil Nadu, India	Individual	None	Yes	1,77,260	4.86%	31,317	0.86%
M/s Govind Prasad HUF Permanent Account Number: AAAHG0557N 42/66 F-Block, First Main Road, Annanagar East, Chennai – 600102, Tamil Nadu, India	HUF	None	Yes	62,568	1.71%	Nil	Nil
Ms. Desai Mita Ashish Permanent Account Number: AATPD2827P Bungalow No 12, Rivera 30 Bungalows, opposite Shivalik Arcade, Near Auda Garden, Prahaldnagar Satellite, Ahmedabad-380015, Gujarat, India	Individual	None	No	1,76,995	4.85%	Nil	Nil
Mr. Desai Ashish Jashvant Permanent Account Number: ACUPD9673J Bungalow No 12, Rivera 30 Bungalows, opposite	Individual	None	No	2,75,533	7.55%	1,23,695	3.39%

Name of the Promoter and Non-Promoter Sellers	Nature of Entity	Group	Part of Promoter/Promoter Group of Target company	Details of Equity Shares/Voting Rights held by the Promoter Seller			
				Pre-SPA Transaction		Post-SPA Transaction	
				No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
Shivalik Arcade, Near Auda Garden, Prahladnagar Satellite, Ahmedabad-380015, Gujarat, India							
Mr. Ajay Narendrakumar Chaudhari Permanent Account Number: ADWPC6473A 3-B, Pragatinagar, Society Near Purshartnagar Nagalpur, Mehsana-384001, Gujarat, India	Individual	None	No	7,39,878	20.28%	2,47,387	6.78%
M/s Ashishbhai Jashwantbhai Desai HUF Permanent Account Number: AAEHA5304B Bungalow No 12, Rivera 30 Bungalows, opposite Shivalik Arcade, Near Auda Garden, Prahladnagar Satellite, Ahmedabad-380015, Gujarat, India	HUF	None	No	2,81,736	7.72%	1,18,079	3.24%
Total				17,13,970	46.97%	5,20,478	14.27%

- 3.1.8. Except for the proposed acquisition of 11,93,492 (Eleven Lakhs Ninety-Three Thousand Four Hundred Ninety Two) Equity Shares, constituting 32.71% of the Equity Share Capital & Voting Share Capital of the Target Company, by the Acquirer pursuant to execution of the Share Purchase Agreement, the Acquirer are not holding any Equity Shares of the Target Company.
- 3.1.9. This Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.10. The salient features of the Share Purchase Agreement are as follows:
- The Acquirer has entered into a Share Purchase Agreement with the Promoter Sellers with an intent to acquire 2,08,511 (Two Lakh Eight Thousand Five Hundred and Eleven) Equity Shares, representing 5.71% (Five Point Seven One Percent) of the Voting Share Capital of the Target Company along with control in terms of Regulations 3 (1) and 4 of the Target Company, at a price of ₹30.00/- (Rupees Thirty Only) per Sale Share aggregating to an amount of ₹62,55,330.00/- (Rupees Sixty Two Lakh Fifty Five Thousand Three Hundred and Thirty Only), payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement and subject to Acquirer maintaining his shareholding within the limits prescribed for minimum public shareholding. The acquisition will result in the change in control and management of the Target Company.
 - The Acquirer and the Non-Promoter Sellers have entered and executed a Share Purchase Agreement as on the date of the Public Announcement, in pursuance of which the Acquirer has agreed to acquire 9,84,981 (Nine Lakhs Eighty Four Thousand Nine Hundred and Eighty One) Equity Shares, constituting 27.00% (Twenty-Seven Percent) of the Voting Share Capital of the Target Company from the Non- Promoter Sellers at a negotiated price of ₹30.00/- (Rupees Thirty Only) per Sale Share, aggregating to a purchase consideration of ₹2,95,49,430.00/- (Rupees Two Crore Ninety Five Lakh Forty Nine Thousand Four Hundred and Thirty Only), and in accordance with the terms of the Share Purchase Agreement.

- c. The Selling Shares are free from all charges, encumbrances, pledges, lien, attachments, litigations and are not subjects to any lock in period.
- d. The schedule of payment of purchase consideration are as follows:
- On Date of Signing of SPA
 - Within 26 weeks of completion of Open Offer.
- e. After completion of this Offer and consummation of the Share Purchase Agreement, the Promoter Sellers shall not hold any Equity Shares and Voting Share Capital in the Target Company, and hence shall be no longer be the shareholders of the Target Company in any capacity.
- f. The Sellers shall sell, convey, and deliver to the Acquirer the Sale Shares, and the Acquirer shall purchase, acquire, and accept the said Sale Shares from the Promoter Sellers.
- g. The Acquirer have no intention to delist the Target Company pursuant to this Offer.
- h. The Acquirer and the Sellers have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations.
- i. Non-compliance with any provisions of the SEBI (SAST) Regulations will lead to termination of the Share Purchase Agreement, effecting such sale from being acted upon by the Promoter Sellers or the Acquirer.
- 3.1.11. The Promoters shall declassify themselves from the ‘promoter and promoter group’ category of the Target Company subject to receipt of necessary approvals required in terms of Regulation 31A(10) of the SEBI (LODR) Regulations and the satisfaction of conditions prescribed therein.
- 3.1.12. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Detailed Public Statement and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
- 3.1.13. As per the provisions of Regulations 26 (6) and 26 (7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors who would provide written reasoned recommendation on this Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) Working Days before the commencement of the Tendering Period in the same newspaper where the Detailed Public Statement was published.

3.2. Details of the proposed Offer

- 3.2.1. This is an Offer is being made by the Acquirer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company, pursuant to the execution of the Share Purchase Agreement.
- 3.2.2. The Public Announcement announcing the Offer under the provisions of Regulations 3 (1), and 4 read with Regulations 13 (1) and 15 (1) of the SEBI (SAST) Regulations was issued on Thursday, April 13, 2023, by the Manager, for and on behalf of the Acquirer. A copy of the said Public Announcement was filed with SEBI, BSE, and sent to the Target Company at its registered office and to SEBI on Thursday, April 13, 2023.
- 3.2.3. The Detailed Public Statement dated Thursday, April 20, 2023, which were subsequently published in the following newspapers on Friday, April 21, 2023, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations:

Publication	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Madras Mani	Chennai	Chennai Edition
Mumbai Lakshadeep	Marathi	Mumbai Edition

- 3.2.4. The Detailed Public Statement along with other Offer Documents is/ shall also available on the websites of SEBI accessible at www.sebi.gov.in, BSE accessible at www.bseindia.com, and Manager accessible at www.swarajshares.com.

- 3.2.5. The Acquirer has proposed to acquire from the Public Shareholders up to 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares, representing 26% of the Voting Share Capital of the Target Company at a price of ₹40.00/- (Rupees Forty Only) per Equity Share from the Public Shareholders of the Target Company. Assuming full acceptance, the total consideration payable by the Acquirer under this Offer at the Offer Price aggregates to ₹3,79,47,520.00/- (Rupees Three Crores Seventy-Nine Lakh Forty-Seven Thousand Five Hundred and Twenty Only) payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents.
- 3.2.6. As on date of this Draft Letter of Offer, the Target Company doesn't have:
- Any partly paid-up equity shares;
 - Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options etc., which are convertible into Equity Shares at a later stage;
 - Equity Shares which are forfeited or kept in abeyance;
 - Equity Shares are subject to any lock-in obligations.
- 3.2.7. The Acquirer will accept all the Equity Shares of the Target Company, that are tendered in valid form in terms of this Offer up to a maximum of to 9,48,688 (Nine Lakhs Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares, representing 26% of the Voting Share Capital.
- 3.2.8. The Acquirer have not acquired any Equity Shares during period of 52 (Fifty-Two) weeks prior to the date of the PA. Further, the Acquirer have not purchased any Equity Shares from the date of the Public Announcement to the date of this Draft Letter of Offer.
- 3.2.9. The Acquirer have deposited an amount of ₹1,05,00,000.00/- (Rupees One Crore Five Lakh Only) i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance in the Escrow Account pursuant of this Offer, in compliance with the provisions of Regulation 22 (2) of the SEBI (SAST) Regulations.
- 3.2.10. No competing offer has been received as on date of this Draft Letter of Offer.
- 3.2.11. There is no differential pricing in this Offer.
- 3.2.12. This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19 (1) of SEBI (SAST) Regulations.
- 3.2.13. This Offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 3.2.14. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.
- 3.2.15. The Equity Shares will be acquired by the Acquirer free from all liens, charges, and encumbrances together with all rights attached thereto, including the right to all dividends, bonus, and rights offer declared hereafter.
- 3.2.16. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Swaraj Shares and Securities Private Limited as the Manager.
- 3.2.17. As on the date of this Draft Letter of Offer, the Manager does not hold any Equity Shares in the Target Company and is not related to the Acquirer and the Target Company in any manner whatsoever. The Manager declares and undertakes that, they shall not deal on its own account in the Equity Shares during the Offer Period. Further, the Manager confirms that, as on date of this Draft Letter of Offer, there are no directions subsisting or proceedings pending against them under the SEBI Act and the regulations made thereunder, and no other statutory approval is pending.
- 3.2.18. As per Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% (Twenty-Five Percent) of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR and the SEBI (LODR) Regulations. In this case, the Acquirer undertake to take necessary steps to facilitate compliance by the Target Company with the relevant provisions of the SEBI (LODR) Regulations, within the time period mentioned therein or in accordance with such other directions

as may be provided by the BSE, in accordance with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations and SCRR.

- 3.2.19. Upon completion of this Offer, assuming full acceptances, the Acquirer will hold 18,60,888 (Eighteen Lakhs Sixty Thousand Eight Hundred and Eighty-Eight) Equity Shares representing 51.00% (Fifty-One Percent) of the Equity Share Capital & Voting Share capital of the Target Company.
- 3.2.20. If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 3.2.21. The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.

3.3. **Object of the Open Offer**

- 3.3.1. The prime object of this Open Offer is to acquire substantial acquisition of Equity Shares and voting rights accompanied with the change in control and management of the Target Company.
- 3.3.2. The Acquirer has proposed to continue the business as specified under the object clause of Memorandum of Association of the Target Company and may diversify its business activities in the future with the prior approval of the shareholders. The main purpose of this takeover is to expand the Company's business activities in same or diversified line of business through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.
- 3.3.3. The Acquirer has stated that, they do not have any plan to dispose-off or otherwise encumber any significant assets of the Target Company in the succeeding 2 (Two) years from the date of closure of this Offer, except: (a) in the ordinary course of business of the Target Company; and (b) on account of the regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed-off, or otherwise encumbered other than in the ordinary course of business, the Acquirer undertake that, they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations, and subject to the such other provisions of applicable law as may be required.
- 3.3.4. The Acquirer have reserved the right to streamline or restructure, pledge, or encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, at a later date in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.5. Post-completion of acquisition of Offer Shares as contemplated under this Offer and pursuant to the transfer of Sale Shares as contemplated under the Share Purchase Agreement, the Acquirer shall hold majority of the Equity Shares of the Target Company by virtue of which they will be in a position to exercise effective management and control over the Target Company.
- 3.3.6. Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirer shall become the Promoters of the Target Company and, the Promoters will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

4. BACKGROUND OF THE ACQUIRER

4.1. Mr. Nitin Vitthalrao Thorave (Acquirer)

4.1.1. Mr. Nitin Vitthalrao Thorave S/o Mr. Vitthalrao Laxman Thorave is a resident at Swapnashilp Bungalow, Vartak Road, Virar West, Behind Arti Apartment, Vasai Virar Municipal corporation, Thane – 401303, India, with contact details being +91- 8381051000 and e-mail address being gstnidangroup@gmail.com; belongs to Nidan Group.

4.1.2. The Acquirer has completed his bachelor's in medicine and Surgery from Shivaji University 1991. Also completed post graduate diploma in Medico Legal System from Symbiosis University 2003. Further, completed Healthcare Delivery Management Course from Harvard University 2016 and post graduate course in Modern Pharmacology from Maharashtra Health University 2019. Currently he is pursuing a Healthcare Management Course from IIM Calcutta 2021. He is founder of Nidan Healthcare Limited, Santrica Realtors Pvt. Ltd, Virar Township Ltd, Junnar Sugars Ltd and Nidan Helathcare Ltd. He is a partner in Arnala Beach resort and Martins Inn Hotels.

4.1.3. The Net Worth of Acquirer as on April 13, 2023, is ₹13,637.94/- Lakh (Rupees Thirteen Thousand Six Hundred and Thirty Seven Point Nine Four Lakh Only) as certified bearing unique document identification number '23041903BGRCHM4574' on April 13,2023, by Chartered Accountant, Ashutosh D Vidwans bearing membership number '041903', proprietor of M/s Ashutosh D Vidwans & Co (Chartered Accountants) having their office located at 304, Kingston Court, 3rd Floor, Opp Old Viva College, Virar West Tal. Vasai Dist Palghar Pin-401303, Maharashtra, India with contact details being '8530821922', E-mail Address being 'iadvco@gmail.com'.

4.2. Acquirer' Confirmation and Undertaking

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

4.2.1. Acquirer does not hold any Equity Shares in the Target Company, except in pursuant to the execution of the Share Purchase Agreement, the Acquirer proposes to acquire Sale Shares, subsequently, pursuant to consummation of the Share Purchase Agreement transaction, the Acquirer shall be classified and will become the Promoters of the Target Company, subject to the compliance of the SEBI (LODR) Regulations.

4.2.2. Acquirer does not belong to any group.

4.2.3. Acquirer is not forming part of the present promoter and promoter group of the Target Company.

4.2.4. There are no directors representing the Acquirer on the board of the Target Company.

4.2.5. Acquirer has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, or under any other regulations made under the SEBI Act.

4.2.6. Acquirer has not been categorized nor are appearing in the 'Wilful Defaulter or Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

4.2.7. Acquirer is not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.2.8. There is/are no persons acting in concert in relation to this Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

4.2.9. Acquirer will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

4.2.10. Acquirer has not acquired any Equity Shares from the date of Public Announcement till the date of this Draft Letter of Offer.

5. BACKGROUND OF THE TARGET COMPANY

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

- 5.1. The Target Company was incorporated as Bhagwandas Metals Limited was incorporated on June 13, 1982, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Tamilnadu. The name of the company was changed to Pradhin Limited, and a fresh certificate of Incorporation was issued on November 01, 2018 by Registrar of Companies, Chennai pursuant to Special Resolution passed by the target company in their AGM on August 30, 2018. The Corporate Identification Number of the Target Company is 'L15100TN1982PLC009418', with its registered office at 61, Sembudoss Street, Chennai - 600001, Tamil Nadu, India and corporate office situated at 203 S.F. Soliter FP-182, SP-182/D,T.P.S-14, B/S. Vaibhav Apartment 2, Opp. Bombay Garage, Shahibaug Ahmedabad - 380004, Gujarat, India. There has been no change in the name of the Target Company in the preceding 3 (Three) years.
- 5.2. The Equity Shares of the Target Company bearing ISIN 'INE656B01019' are presently listed on the BSE bearing Scrip ID 'PRADHIN' and Scrip Code '530095'. The Target Company has already established connectivity with Central Depositories Services (India) Limited ('CDSL') and National Securities Depository Limited ('NSDL').
- 5.3. The Equity Share capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Equity Shares	Aggregate amount of Equity Shares
1.	Authorized Equity Share capital	50,00,000 (Fifty Lakh)	₹ 5,00,00,000 (Five Crores)
2.	Issued, subscribed and paid-up Equity Share capital	36,46,800 (Thirty-Six Lakh Forty-Six Thousand Eight Hundred)	₹ 3,64,68,000/- (Rupees Three Crores Sixty-Four Lakh Sixty-Eight Thousand Only)

- 5.4. As on date of this Draft Letter of Offer, the Target Company doesn't have:
- 5.4.1 Any partly paid-up equity shares;
- 5.4.2 Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options etc., which are convertible into Equity Shares at a later stage;
- 5.4.3 Equity Shares which are forfeited or kept in abeyance;
- 5.4.4 Equity Shares are subject to any lock-in obligations.
- 5.5. The trading in Equity Shares of the Target Company have never been suspended on BSE.
- 5.6. Based on the information available on the BSE's website, the Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation under the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations.
- 5.7. The Target Company is nor registered with any regulatory or governmental authority in any capacity and hence is not required to obtain any No Objection Certificate from any regulatory or governmental authority for effecting change in control of the Target Company.
- 5.8. The Target Company, its Promoters, including existing Selling Promoters, and its partners and/or designated partners are not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018 nor have they been categorized nor are appearing in the 'Wilful Defaulter or Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by SEBI.
- 5.9. The Target Company, its Promoters, including existing Selling Promoters, and its partners and/or designated partners are not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018 nor have they been categorized nor are appearing in the 'Wilful Defaulter or Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by SEBI.

- 5.10. The Target Company has complied with all the requirements of the SEBI (LODR) Regulations, as on date, and no penal/punitive actions have been taken by BSE in the preceding 5 (Five) Financial Years.
- 5.11. There are no directions subsisting or proceedings pending against the Target Company and its Promoters, including existing Selling Promoters, and its partners and/or designated partners, under the SEBI Act and the regulations made thereunder or by any other regulator. Further, no penalties had been or have been levied by SEBI/ RBI or any other regulatory body against the Target Company and its Promoters, including existing Selling Promoters, and its partners and/or designated partners. Further, no statutory approvals are pending as on date.
- 5.12. The Target Company has not been a party to any scheme of amalgamation, restructuring, merger / de-merger, buy-back and spin off during the last 3 (Three) years.
- 5.13. The present Board of Directors of the Target Company are as follows:

Sr. No.	Name	Date of Appointment	Director Identification Number	Designation
1	Ajay Chaudhari	March 23, 2019	00266186	Managing Director
2	Mita Desai	July 19, 2018	01435940	Non – Executive Women Director
3	Ashish Desai	July 26, 2019	01556047	Whole Time Director
4	Nilav Divyang Mehta	July 19, 2018	06857378	Non- Executive Director
5	Dhaval Manubhai Barot	March 23, 2019	07466154	Independent Director
6	Samirkumar Mukundhbhai Mehta	March 23, 2019	08388582	Independent Director

5.14. Financial Information

The financial details of the Target Company as per unaudited financial results and limited review report for the 9 (Nine) months period ending December 31, 2022, and unaudited financial results and limited review report for 6 (Six) months period ending September 30, 2022, and the audited Financial Statements for the last 3 (Three) Financial Years ended March 31, 2022, March 31, 2021, and March 31, 2020, are as follows:

Particulars	Unaudited Financial Statements for nine months period ending December 31, 2022	Audited Financial Statements for half year period ending September 30, 2022	Audited Financial Statements for the Financial Year ending March 31		
			2022	2021	2020
Income from Operations	1126.94	335.66	1929.02	2,396.36	11,446.10
Other Income	9.52	9.52	102.59	5.00	5.78
Total Income	1136.46	345.18	2031.61	2,401.36	11,451.88
Total Expenditure excluding Interest, Depreciation and Tax	1144.17	347.70	1990.38	2,422.04	11,383.48
Profit/ (Loss) before Interest, Depreciation and Tax	(7.71)	(2.52)	41.23	(20.68)	68.4
Depreciation & Amortization Expenses	0.09	0.07	0.42	0.04	0.07
Interest	0.04	0.01	1.21	0.50	0.06
Profit/ (Loss) before Tax	(7.84)	(2.60)	39.60	(21.22)	68.27
Add: Exceptional Items	-	-	-	-	-
Less: Current Tax	(1.12)	(1.12)	(8.71)	-	11.47
Deferred Tax	-	-	2.86	0.11	14.94
Taxes for earlier period	-	-	-	1.36	(6.52)
Profit/ (Loss) After tax	(8.96)	(3.72)	33.75	(22.70)	48.38

Balance Sheet

(Amount in Lakh except Equity Share data)

Particulars	Unaudited Financial Statements for nine months period ending September 30, 2022	Audited Financial Statements for the Financial Year ending March 31		
		2022	2021	2020
(A) Sources of funds				
Paid up share capital	364.69	364.69	364.68	364.68
Reserves & Surplus	250.07	253.80	220.04	264.95
Less: Miscellaneous Expenditure not written off	-	-	-	-
Net Worth	614.76	618.48	584.73	629.63
Non- Financials Liabilities			-	-
Other Non-Current Liabilities	-	-	-	-
Deferred Tax Liabilities	-	-	-	-
Financials Liabilities	12.84	3.54	-	-
Current Liabilities	-		77.37	170.88
Total Outstanding Dues of Micro enterprises and small enterprises	5.89	7.12	-	-
Total Outstanding Dues of creditors other than Micro enterprises and small enterprises	78.41	65.18	-	-
Current Tax liabilities	4.79	6.65	-	-
Other Current Liabilities		0.26	-	-
Provisions		0.02	-	-
Total (A)	716.68	701.25	662.11	800.52
(B) Uses of funds				
Net Fixed Assets	0.74	0.81	1.14	1.18
Other non- Current Financial Asset	29.57	29.57	29.62	29.68
Other intangibles		-		--
Long Term Loans and Advances	-	-	-	-
Investments	-	-	-	30.00
Other Non-current Asset	-	-	1.03	1.03
Financial Assets	-	-	-	-
Current Assets	671.39	656.35	618.88	720.49
Deferred Tax Assets (Net)	11.12	11.12	8.26	0.57
Cash & Cash equivalents	3.86	3.40	3.16	17.55
Total (B)	716.68	701.25	662.11	800.52

Other Financial Data

Particulars	Unaudited Financial Statements for nine months period ending December 31, 2022	Unaudited Financial Statements for Six months period ending September 30, 2022	Audited Financial Statements for the Financial Year ending March 31*		
			2022	2021	2020
Total Revenue	1126.94	335.66	1929.02	2,396.36	11,446.10
Net Earnings or Profit/(Loss) after tax	(8.96)	(3.72)	33.75	(22.70)	48.38
Earnings per Share (EPS)	(0.25)	(0.10)	0.92	(0.62)	1.33
Net Worth	-	614.76	618.48	584.73	629.63

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

Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
1. Promoter and Promoter Group								
a) Parties to the Share Purchase Agreement								
Ms Bobby Sonathalia Jalan	1,77,260	4.86%	(1,45,943)	(4.00%)	-	-	31,317	0.86%
M/s Govind Prasad HUF	62,568	1.71%	(62,568)	(1.71%)	-	-	-	-
Total (a)	2,39,828	6.57%	(208511)	(5.71%)	-	-	31,317	0.86%
b) Promoters other than (a) above#								
Saroj Jayprakash Jalan	1,45,675	3.99%	-	-	-	-	1,45,675	3.99%
Sachin Jayprakash Jalan	1,51,140	4.14%	-	-	-	-	1,51,140	4.14%
Total (b)	2,96,815	8.13%	-	-	-	-	2,96,815	8.13%
Total (a + b)	2,96,815	14.71%	-	-	-	-	3,28,132	8.99%
2. Parties to Share Purchase Agreement other than 1(a) & 2								
Desai Mita Ashish	1,76,995	4.85%	(1,76,995)	(4.85%)	-	-	-	-
Desai Ashish Jashvant	2,75,533	7.55%	(1,51,838)	(4.16%)	-	-	1,23,695	3.39%
Ajay Narendrakumar Chaudhari	7,39,878	20.28%	(4,92,491)	(13.50%)	-	-	2,47,387	6.78%
Ashishbhai Jashwantbhai Desai HUF	2,81,736	7.72%	(1,63,657)	(4.49%)	-	-	1,18,079	3.23%
Total	14,74,142	40.40%	(984981)	(27.00%)	-	-	4,89,161	13.41%
3. Acquirer								
Nitin Vitthalrao Thorave	-	-	11,93,492	32.71%	9,48,688	26%	21,42,180	58.71%
Total	-	-	11,93,492	32.71%	9,48,688	26%	21,42,180	58.71%
4. Public (other than Parties to Agreement and Acquirer) #								
a. FIs/ MFs/ FIIs/ Banks/ SFIs (Indicate names)	-	-	-	-	(9,48,688)	(26%)	6,89,327	18.89%
b. Others	16,38,015	44.89%	-	-	-	-	-	-
Total (4) (a+b)	16,38,015	44.89%	-	-	-	-	6,89,327	18.89%
GRAND TOTAL (1+ 2+ 3+ 4)	36,48,800	100%	-	-	Nil	Nil	36,48,800	100%

Notes:

#The list of Promoters as specified under Paragraph 3.1.7 on page 13 of the Letter of Offer, who are not the parties to the Share Purchase Agreement, are eligible to participate for this Offer in accordance with the provisions of Regulation

7 (6) of the SEBI (SAST) Regulations and shall make an application for declassifying themselves from the 'promoter and promoter group' to the 'public category' of the Target Company, in accordance with the provisions of Regulation 31A of SEBI (SAST) Regulations.

- i. There are 2244 (Two Thousand Two Hundred and Forty-Four) Public Shareholders as per the shareholding pattern filed with BSE for the quarter ending March 31, 2023.
 - ii. As on date of this Draft Letter of Offer, none of the Equity Shares are subject to lock-in.
- 5.16. The closing market price of the Equity Shares of the Target Company as on the date of the Public Announcement and the Detailed Public Statement, the trading day after the date of the Public Announcement was as below:

Particulars	Closing Market Price
Thursday, April 13, 2023, being the date of PA	₹29.40/-
Monday, April 17, 2023, being the next Trading after date of PA	₹30.87/-
Thursday, April 20, 2023, being the date of the DPS	₹35.73/-
Friday, April 21, 2023, being the date of publication of the DPS	₹37.51/-

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of the Offer Price

- 6.1.1. The Equity Shares bearing ISIN 'INE656B01019' are presently listed on the Stock Exchange, namely being, on BSE bearing Scrip ID 'PRADHIN' and Scrip Code '530095'.
- 6.1.2. The trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the 12 (twelve) calendar months prior to the month of PA (April 01, 2022, to March 31, 2023) has been obtained from www.bseindia.com.

Stock Exchange	Total no. of Equity Shares traded during the 12 (twelve) calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of Equity Shares listed)
BSE	18,65,030	36,48,800	51.11%

Based on the information provided 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.

- 6.1.3. The Offer Price of ₹40.00/- (Rupees Forty Only) has been determined considering the parameters as set out under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, being highest of the following:

Sr. No.	Particulars	Price (In ₹ per Equity share)
1.	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	₹30.00/-
2.	The volume-weighted average price paid or payable for acquisition(s) by the Acquirer, during the 52 (fifty-two) weeks immediately preceding the date of Public Announcement	Not Applicable
3.	The highest price paid or payable for any acquisition by the Acquirer, during the 26 (twenty-six) weeks immediately preceding the date of Public Announcement	Not Applicable
4.	The volume-weighted average market price of Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	₹37.80/- (Thirty-Seven Rupees and Eighty Paise Only)
5.	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	Not Applicable

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manger to the Offer the Offer Price of ₹40.00/- (Rupees Forty Only) per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

- 6.1.4. As on date of this Draft Letter of Offer, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.
- 6.1.5. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Draft Letter of Offer up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations.
- 6.1.6. In the event of any acquisition of Equity Shares by the Acquirer during the Offer Period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement and until the expiry of the Tendering Period of this Offer.
- 6.1.7. As on the date of this Draft Letter of Offer, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) Working Day before the commencement of the Tendering Period in accordance with the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the same newspapers in which this Detailed Public Statement has been published; and (iii) simultaneously notify the BSE, the SEBI, and the Target Company at its registered office of such revision.
- 6.1.8. If the Acquirer acquires Equity Shares during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, the Acquirer will pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Open Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.

6.2. Financial Arrangements

- 6.2.1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged, by Chartered Accountant, Ashutosh D Vidwans bearing membership number '041903', proprietor at M/s Ashutosh D Vidwans & Co, Chartered Accountants having their office located at 304, Kingston Court, 3rd Floor, Opp Old Viva College, Virar West Tal. Vasai Dist Palghar Pin-401303, Maharashtra, India with contact details being '8530821922', E-mail Address being 'iadvco@gmail.com' has vide certificate bearing unique document identification number '23041903BGRCHM4574' for Acquirer, on April 13, 2023, certified that sufficient resources are available with the Acquirer, and for fulfilling his Offer obligations in full.
- 6.2.2. The maximum consideration payable by the Acquirer to acquire up to 9,48,688 (Nine Lakh Forty-Eight Thousand Six Hundred and Eighty-Eight) Equity Shares representing 26.00% of the Voting Share Capital of the Target Company at the Offer Price of ₹40.00/- (Rupees Forty Only) per Equity Share, assuming full acceptance of the Offer aggregating to an amount of ₹3,79,47,520.00/- (Rupees Three Crores Seventy-Nine Lakh Forty-Seven Thousand Five Hundred and Twenty Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account under the name and style of 'PRADHIN LIMITED - Open Offer Escrow Account' with Kotak Mahindra Bank Limited and has deposited ₹1,05,00,000.00/- (Rupees One Crore Five Lakh Only) i.e., more 25.00% of the total consideration payable in the Offer, assuming full acceptance.
- 6.2.3. The Manager is authorized to operate the Escrow Account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

- 6.2.4. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to offer is satisfied about the ability of the Acquirer to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.
- 6.2.5. In case of upward revision of the Offer Price and/ or the Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER

- 7.1. The Letter of Offer will be mailed to all those Public Shareholders of the Target Company whose names appear on the Register of Members and to the beneficial owners of the Equity Shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on Wednesday, May 24, 2023.
- 7.2. Accidental omission to dispatch the Letter of Offer or the non-receipt or delayed receipt of the Letter of Offer will not invalidate this Offer in anyway.
- 7.3. In terms of the provisions of Regulation 18 (9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in this Offer shall not be entitled to withdraw such acceptance.
- 7.4. **Locked-in Shares**
- None of the Equity Shares of the Target Company are subject to lock-in.
- 7.5. **Eligibility for accepting the Offer**
- 7.5.1. The Letter of Offer shall be mailed to all the Public Shareholders and/or beneficial owners holding Equity Shares in dematerialized form whose names appear in register of Target Company as on Wednesday, May 24, 2023, the Identified Date.
- 7.5.2. This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.
- 7.5.3. All Public Shareholders and/or beneficial owners who own Equity Shares of the Target Company any time before the closure of this Offer are eligible to participate in this Offer.
- 7.5.4. The Acquirer has appointed Skyline Financial Services Private Limited, as the Registrar to the Offer, having their office located at D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 India, with contact number being '011-40450193-97', Email Address being 'ipo@skylinerta.com' and website 'www.skylinerta.com'. The contact person Mr. Anuj Kumar, the contact person can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.
- 7.5.5. The Offer Documents will also be available on the website of SEBI accessible at www.sebi.gov.in., BSE accessible at www.bseindia.com and Manager accessible at www.capitalsquare.in. In case of non-receipt of the Letter of Offer, all Public Shareholders including unregistered Public Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in this Offer.
- 7.5.6. Unregistered Public Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Public Shareholders.
- 7.5.7. The acceptance of this Offer by the Public Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.5.8. The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s)/beneficial owner(s) of Target Company.

- 7.5.9. The Acquirer, Manager, or the Registrar accept no responsibility for any loss of Equity Share certificates, Offer Acceptance Forms, and Share Transfer Deed, etc., during transit and the Public Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 7.5.10. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager.
- 7.5.11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Offer.

7.6. Statutory Approvals and conditions of the Offer

- 7.6.1. To the best of the knowledge and belief of the Acquirer, as on the date of this Draft Letter of Offer, there are no statutory or other approvals required for implementing the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- 7.6.2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and FIIs) required and received any approvals (including from the RBI, the FIPB, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer.
- 7.6.3. The Acquirer in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the same newspapers in which the Detailed Public Statement had appeared.
- 7.6.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirer, or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of the provisions of Regulation 18 (11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, the provisions of Regulation 17 (9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

The procedure for tendering the Equity Shares in the Open Offer in the event the Acquirer has acquired control over the Target Company in accordance with the SEBI (SAST) Regulations, prior to the commencement of the Tendering Period for the Open Offer, will be as follows:

- 8.1. All the Public Shareholders of the Target Company, holding the shares in dematerialized form, registered or unregistered are eligible to participate in this Open Offer at any time during the Tendering Period for this Open Offer.
- 8.2. The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by the Stock Exchanges in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by SEBI ('Acquisition Window Circulars'). As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- 8.3. Details of the designated stock exchange for the purpose of tendering the Offer Shares will be updated in the Letter of Offer.

- 8.4. The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchanges in the form of a separate Acquisition Window.
- 8.5. A copy of the Public Announcement and the Detailed Public Statement is available and copy of this Draft Letter of Offer is expected to be available on the website of SEBI (www.sebi.gov.in) In case of non-receipt of the Letter of Offer, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from SEBI's website for applying in the Open Offer.
- 8.6. All the Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers ('Selling Broker(s)'), during the normal trading hours of the secondary market during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares through the Acquisition Window.
- 8.7. The Acquirer has appointed NNM Securities Private Limited as the registered broker ('Buying Broker') through whom the purchases and settlements on account of the Offer Shares tendered under the Open Offer shall be made.
- 8.8. Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers, before the closure of the Tendering Period.
- 8.9. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Open Offer are completed.
- 8.10. The details of settlement number under which lien will be marked shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation, before the offer opening date.
- 8.11. The cumulative quantity tendered shall be displayed on the Stock Exchanges website throughout the trading session at specific intervals by the Stock Exchanges during Tendering Period.
- 8.12. Modification/cancellation of orders will not be allowed during the Tendering Period. Multiple bids made by single Public Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 8.13. The reporting requirements for non-resident shareholders under FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Public Shareholder and/ or their Selling Broker.
- 8.14. Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event Selling Broker(s) are not registered with BSE or NSE or if the Public Shareholder does not have any stock broker then that Public Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code ('UCC') facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. The Public Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit following details:
- 8.14.1. In case of Public Shareholder being an individual:-
- a. If Public Shareholder is registered with KYC Registration Agency ('KRA'): Forms required:
 - i. Central Know Your Client ('CKYC') form including Foreign Account Tax Compliance Act ('FATCA'), In Person Verification ('IPV'), Original Seen and Verified ('OSV') if applicable
 - ii. Know Your Client ('KYC') form Documents required (all documents self-attested): Bank details (cancelled cheque)
 - iii. Demat details (Demat Master/Latest Demat statement)
 - b. If Public Shareholder is not registered with KRA: Forms required:
 - i. CKYC form including FATCA, IPV, OSV if applicable
 - ii. KRA form

iii. KYC form Documents required (all documents self-attested):

- PAN card copy
- Address Proof
- Bank Details (cancelled cheque)

iv. Demat details (Demat master/Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

8.14.2 In case Public Shareholder is HUF:

a. If Public Shareholder is registered with KRA: Forms required:

- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
- ii. KYC form documents required (all documents self-attested): Bank details (cancelled cheque)

iii. Demat details (Demat Master/Latest Demat statement)

b. If Public Shareholder is not registered with KRA: Forms required:

- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
- ii. KRA form

iii. Know Your Client (KYC) form Documents required (all documents self-attested):

- Pan card copy of HUF & karta
- Address proof of HUF & karta
- HUF declaration
- Bank details (cancelled cheque)

iv. Demat details (Demat master/Latest Demat statement) It may be noted that other than submission of above forms and documents in person verification may be required.

8.14.3. In case of Public Shareholder being other than Individual and HUF:

a. If Public Shareholder is KRA registered: Form required

i. Know Your Client (KYC) form Documents required (all documents certified true copy) Bank details (cancelled cheque)

ii. Demat details (Demat master/Latest Demat statement)

iii. FATCA, IPV, OSV if applicable

iv. Latest list of directors/authorised signatories/partners/trustees

v. Latest shareholding pattern

vi. Board resolution

vii. Details of ultimate beneficial owner along with PAN card and address proof

viii. Last 2 years financial statements

b. If Public Shareholder is not KRA registered: Forms required:

i. KRA form

- ii. Know Your Client (KYC) form Documents required (all documents certified true copy): PAN card copy of company/firm/trust Address proof of company/firm/trust Bank details (cancelled cheque)
- iii. Demat details (Demat Master/Latest Demat statement)
- iv. FATCA, IPV, OSV if applicable
- v. Latest list of directors/authorised signatories/partners/trustees
- vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
- vii. Latest shareholding pattern
- viii. Board resolution/partnership declaration
- ix. Details of ultimate beneficial owner along with PAN card and address proof
- x. Last 2 years financial statements
- xi. MOA/Partnership deed/trust deed

It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.15. Procedure for tendering Equity Shares held in dematerialised form:

- 8.15.1. The Public Shareholders who are holding Equity Shares in electronic/dematerialised 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 that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- 8.15.2. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the bid, lien will be required to be marked on the tendered Equity Shares. Details of the Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by their respective depositories to the Clearing Corporation. In case, the Public Shareholder's demat account is held with one depository ('**Source Depository**') and the clearing member pool and Clearing Corporation account is held with another depository ('**Recipient Depository**'), the Equity Shares shall be blocked in the shareholders demat account at the Source Depository during the Tendering Period. Inter depository tender offer ('**IDT**') instructions shall be initiated by the Public Shareholders at the Source Depository to the clearing member/Clearing Corporation account at Recipient Depository. Source Depository shall block the Public Shareholders' Equity Shares (i.e., transfers from free balance to blocked balance) and send IDT message to Recipient Depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholder's demat account shall be provided by the Recipient Depository to the Clearing Corporation.
- 8.15.3. Upon placing the bid, the Selling Broker shall provide Transaction Registration Slip ('**TRS**') generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order/bid submitted like bid identification number, depository participant identification number, client identification number, no. of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but where lien is marked on Equity Shares and a valid bid has been placed in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 8.15.4. On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Offer.
- 8.15.5. Modification/cancellation of orders will not be allowed during the tendering period of the Offer.
- 8.15.6. The duly filled in delivery instruction slips ('**DIS**') specifying the appropriate market type in relation to the Open Offer, and execution date along with all other details should be submitted by the Public Shareholders to their respective

depository participant/Selling Broker so as to ensure that the Equity Shares are tendered in the Open Offer. For resident Public Shareholders holding Equity Shares in dematerialized form, submission of Form of Acceptance and TRS is not mandatory but are advised to retain the acknowledged copies of the DIS and TRS with them until the expiry of the Tendering Period. After lien is marked on Equity Shares and a valid bid is placed in the exchange bidding system, the bid shall be deemed to have been accepted for the Public Shareholders holding Equity Shares in dematerialized form.

- 8.15.7. The Public Shareholders shall earmark/provide such early pay-in of the dematerialized Equity Shares to be tendered in the Offer (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular which will be issued by the Stock Exchange/Clearing Corporation before the opening of the Offer, before any orders/bids are placed on their behalf by their respective Selling Brokers.
- 8.15.8. 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 the time provided by the Stock Exchanges on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 8.15.9. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/Clearing Corporation, before the opening of the Offer.
- 8.15.10. The Public 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.
- 8.15.11. The Public Shareholders holding shares in demat mode are not required to fill any On Market Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker.
- 8.15.12. All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in dematerialised form, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as 'Pradhin Limited – Open Offer'. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

8.16. **Procedure for tendering Equity Shares held in Physical Form**

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31 July 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

- 8.16.1. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- 8.16.2. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.

- 8.16.3. Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Offer, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Broker shall provide a TRS generated by the bidding system of the Stock Exchanges to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.
- 8.16.4. The Selling Broker/Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post/speed post or courier or hand delivery to the Registrar to the Offer i.e., Skyline Financial Services Private Limited so as to reach them no later than the Offer Closing Date. The envelope should be super scribed as 'Pradhin Limited – Open Offer'. 1 (one) copy of the TRS will be retained by the Registrar, and it will provide acknowledgement of the same to the Selling Broker/Public Shareholder.
- 8.16.5. The Public Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'. Physical share certificates and other relevant documents should not be sent to the Acquirer, PAC, Target Company or the Manager to the Offer.
- 8.16.6. All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.
- 8.16.7. In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of having the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before the Offer Closing Date.
- 8.17. **Acceptance of Equity Shares**
- 8.17.1. Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 8.17.2. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer and/or the PACs shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.
- 8.17.3. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.
- 8.18. **Settlement Process**
- 8.18.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Stock Exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- 8.18.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.18.3. For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders bank account linked to its

demat account. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

- 8.18.4. In case of certain client types viz. NRI, foreign clients, etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- 8.18.5. The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted are less than the Equity Shares tendered in the Offer by the Public Shareholders holding Equity Shares in the physical form. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Public Shareholders directly by the Registrar to the Offer.
- 8.18.6. 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 shares under the Offer.
- 8.18.7. 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.
- 8.18.8. The direct credit of Equity Shares shall be given to the demat account of Acquirer as indicated by the Buying Broker.
- 8.18.9. Once the basis of acceptance is finalised, the lien marked against unaccepted shares shall be released and the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule
- 8.18.10. Buying Brokers would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer.
- 8.18.11. 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.
- 8.18.12. 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 Acquirer and/or PACs and/or the Manager accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 8.18.13. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer and/or PACs for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

General conditions applicable for tendering and settlement

- 8.19. Equity Shares that are subject to any charge, lien or any other form of encumbrance are liable to be rejected in the Offer.
- 8.20. Applications in respect of Equity Shares that are the subject matter of litigation wherein the Public Shareholders of the Target Company may be prohibited from transferring such Equity Shares during the pendency of the said litigation are liable to be rejected if the directions/orders regarding such Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 8.21. The Public Shareholders should also provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:

- (a) Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Public Shareholder) if the original Public Shareholder has expired;
 - (b) Duly attested power of attorney if any person apart from the Public Shareholder has signed the acceptance form and/or transfer deed(s);
 - (c) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance;
 - (d) In case of companies, the necessary corporate authorisation (including certified copy of board and/or general meeting resolution(s)); and
 - (e) Any other relevant documents.
- 8.22. In the event the number of Equity Shares validly tendered in the Open Offer by the Public Shareholders are more than the Equity Shares to be acquired under the Open Offer, the acquisition of Equity Shares from each Public Shareholder will be on a proportionate basis in such a way that the acquisition from any Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The minimum marketable lot for the Equity Shares is 1 (one) Equity Share.
- 8.23. Subject to the receipt of such approvals as mentioned in Part C (*Statutory and Other Approvals*) of Section VIII (*Terms and Conditions of the Open Offer*) and paragraph 7(ii) of Section III(A) (*Background to the Open Offer*), the Acquirer and the PACs intend to complete all formalities, including the payment of consideration within a period of ten (10) Working Days from the closure of the Tendering Period and for the purpose open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations, provided that where the Acquirer are unable to make the payment to the Public Shareholders who have accepted the Offer before the said period of ten (10) Working Days due to non-receipt of such approvals, SEBI may, if satisfied that non-receipt of such approvals was not due to any wilful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals (where applicable), grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond such ten (10) Working Days period, as may be specified by SEBI from time to time.
- 8.24. The unaccepted documents in relation to transfer of Equity Shares, if any, would be returned by registered post or by ordinary post or courier at the Public Shareholders' sole risk. Unaccepted Equity Shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Public Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Public Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 8.25. The Registrar to the Offer will hold in trust the Form of Acceptance-cum-Acknowledgement, Equity Shares, and/or other documents on behalf of the Public Shareholders of the Target Company who have accepted the Offer, until the warrants/cheques/drafts for the consideration are dispatched and unaccepted share certificate/Equity Shares, if any, are dispatched/returned to the relevant Public Shareholders.
- 8.26. Payment to those Public Shareholders whose tendered Equity Shares are found valid and in order and are approved by the Acquirer, will be done by obtaining the bank account details from the beneficiary position download to be provided by the Depositories and the payment shall be processed with the said bank particulars, and not any details provided in the On Market Form of Acceptance-cum-Acknowledgement/Off-Market Form of Acceptance-cum- Acknowledgement (as applicable). The decision regarding (i) the acquisition (in part or full), of the Equity Shares tendered pursuant to the Offer, or (ii) rejection of the Equity Shares tendered pursuant to the Offer along with any corresponding payment for the acquired Equity Shares will be dispatched to the Public Shareholders by registered post or by ordinary post or courier as the case may be, at the Public Shareholder's sole risk. Equity Shares held in dematerialised form to the extent not acquired will be credited back to the respective beneficiary account with their respective Depository Participants as per the details furnished by the beneficial owners in the Off-Market Form of Acceptance-cum-Acknowledgement.
- 8.27. For Public Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through DC/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment

consideration will be dispatched through registered post or by ordinary post or courier at the Public Shareholder's sole risk.

- 8.28. All cheques/demand drafts/pay orders will be drawn in the name of the first holder, in case of joint holder(s).
- 8.29. In case of rejection of Equity Shares tendered for any reason, the documents, if any, will be returned by registered post or ordinary post or courier at the Public Shareholder's sole risk as per the details provided in the On Market Form of Acceptance-cum-Acknowledgement/Off- Market Form of Acceptance-cum-Acknowledgement (as applicable). Equity Shares held in dematerialised form, to the extent not accepted, will be returned to the beneficial owner to the credit of the beneficial owner's DP account with the respective DP as per the details furnished by the beneficial owner(s) in the On Market Form of Acceptance-cum-Acknowledgement/Off- Market Form of Acceptance-cum-Acknowledgement (as applicable).
- 8.30. A copy of the Letter of Offer (including the Off-Market Form of Acceptance-cum- Acknowledgment, if applicable) is expected to be available on SEBI's website (www.sebi.gov.in) during the period the Offer is open and may also be downloaded from the site.
- 8.31. Procedure for tendering the shares in case of non-receipt of Letter of Offer
 - 8.31.1. Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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.
 - 8.31.2. A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Letter of Offer and Form of Acceptance-cum Acknowledgment.
 - 8.31.3. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement, will be e mailed/dispatched to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and to the beneficial owners of the Target Company in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date.
 - 8.31.4. In case of non-receipt of the Letter of Offer, such Public 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.
 - 8.31.5. The Letter of Offer along with the On Market Form of Acceptance cum Acknowledgment would also be available at SEBI's website, www.sebi.gov.in, and Public Shareholders can also apply by downloading such forms from the said website.
 - 8.31.6. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer.

9. ACCEPTANCE OF EQUITY SHARES

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

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

- 10.1. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- 10.2. A Public Shareholder may participate in this Offer by approaching their broker/ Selling Broker and tender Equity Shares in this Offer as per the procedure mentioned in the Letter of Offer.
- 10.3. The Letter of Offer along with acceptance form will be dispatched to all the eligible Public Shareholders of the Target Company, as appearing in the list of members of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI at www.sebi.gov.in or obtain a copy of the same from the Registrar on providing suitable documentary evidence of holding of the Equity Shares.
- 10.4. The Letter of Offer along with the Form of Acceptance would also be available at website of SEBI at www.sebi.gov.in and Public Shareholders can also apply by downloading such forms from the said website.
- 10.5. Alternatively, in case of non-receipt of the Letter of Offer, the eligible Public Shareholders holding the Equity Shares may participate in this Offer by providing their application in plain paper in writing signed by all the shareholder(s), stating name, address, number of Equity Shares held, client-ID number, DP name, DP-ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraph 0 titled as '*Procedure for Equity Shares held in physical form*' at page 30 of this Draft Letter of Offer. Such eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE, made available by BSE before the closure of the Tendering Period.

11. SETTLEMENT PROCESS AND PAYMENT OF CONSIDERATION

- 11.1. Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 11.2. Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/ Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.
- 11.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 11.4. The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Eligible Public Shareholders. If the bank account details of any Eligible Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Eligible Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Public Shareholder holding Equity Shares in dematerialized form.
- 11.5. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds

payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.

- 11.6. For the Eligible Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.
- 11.7. The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirer provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirer on receipt of the Equity Shares from the clearing and settlement mechanism of BSE Limited.
- 11.8. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Public Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.
- 11.9. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Eligible Public Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in this Offer by Eligible Public Shareholders holding Equity Shares in the physical form.
- 11.10. The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 11.11. Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Eligible Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager and the Acquirer accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Public Shareholders.
- 11.12. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure, or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

12. COMPLIANCE WITH TAX REQUIREMENTS

Note on Taxation (in connection with on market mechanism)

THE SUMMARY OF THE INCOME TAX CONSIDERATIONS HEREUNDER ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME TAX ACT, 1961 AS AMENDED BY FINANCE ACT, 2022 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/CLARIFICATIONS) 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 MODIFICATIONS BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

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

THE INFORMATION ON TAXATION MENTIONED HEREIN IS ON THE BASIS THAT THE OPEN OFFER SHALL BE COMPLETED THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULARS CIR/CFD/POLICYCELL/1/2015 DATED 13 APRIL 2015 AND CFD/DCR2/CIR/P/2016/131 DATED 9 DECEMBER 2016 AND BSE NOTICE NO. 20170202-34 DATED 2 FEBRUARY 2017, IN EACH CASE AS AMENDED FROM TIME TO TIME.

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

12.1. General Provisions

- 12.1.1. If this Open Offer will be executed on market, STT will be payable through stock exchange on Equity Shares tendered/accepted under this Open Offer.
- 12.2.2. In case of delay in receipt of any statutory approvals as may be required 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 wilful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer and/or the PACs agreeing to pay interest to the Public Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time.
- 12.2.3. In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer and/or the PACs shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10 (Ten) percent per annum, in the event the Acquirer and/or the PACs is unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.
- 12.1.4. The basis of charge of Indian income tax under the IT Act depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from 1 April until 31 March.
- 12.1.5. A person who is an Indian tax resident is typically liable to income tax in India on such person's worldwide income, subject to certain tax exemptions, which are provided under the IT Act.
- 12.1.6. A person who is treated as a non-resident for Indian income tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or deemed to accrue or arise in India) and on income received or deemed to be received by such person in India. In case of shares of a company, the source of income from sale of shares depends on the 'situs' of such shares. Based upon the judicial pronouncements, generally the 'situs' of the shares is where a company is 'incorporated' and where its shares can be transferred.
- 12.1.7. Since the Target Company is incorporated in India, the Target Company's shares should be deemed to be 'situated' in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.

- 12.1.8. Further, the non-resident Public Shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident Public Shareholder is tax resident subject to satisfying relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.
- 12.1.9. The IT Act also provides for different income tax regimes/rates applicable to the gains arising from the tendering of Equity Shares under the Offer, based on the period of holding, residential status, classification of the Public Shareholder, nature of the income earned and mode of acquisition, etc.
- 12.1.10. As per the provisions of the IT Act, the Public 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 relevant year.
- 12.1.11. The summary of income tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

12.2. Further Analysis

12.2.1. **Classification of Shareholders:** The Public Shareholders can be broadly classified under the following categories:

- (i) Resident shareholders being:
 - a) Individuals, HUF, AOP, and BOI
 - b) Others such as company, firm, etc.
- (ii) Non-resident shareholders being:
 - a) NRIs
 - b) FIIs/FPIs
 - c) Others
- A. Company
- B. Other than company

12.2.2. Classification of Income:

Shares can be classified under the following two categories:

- (i) Shares held as 'investment' (Income from transfer taxable under the head 'Capital Gains');
- (ii) Shares held as 'stock-in-trade' (Income from transfer taxable under the head 'Profits and Gains from Business or Profession').

In view of the amended definition of 'capital asset' provided in Section 2(14) of the IT Act, shares held by all FIIs (and their sub – account) or FPIs registered under the SEBI (Foreign Portfolio Investors) Regulations, 2014 are to be treated as 'capital asset'.

For Public Shareholder other than FIIs/ FPIs, gains arising from the transfer of shares may be treated either as 'capital gains' or as 'business income' for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Public Shareholders (other than FIIs/ FPIs) should also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT).

12.2.3. Shares held as Investment:

As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head 'Capital Gains'. Additionally, securities held by FIIs/FPIs are treated as capital assets under Section 2(14) of the IT Act (whether or not such asset is being held as a capital asset). Therefore, gains arising out of securities held by FIIs/FPIs will be taxable in India as capital gains. Capital gains in the hands of Public Shareholders will be computed as per provisions of Section 48 of the IT Act.

12.2.4. Period of holding

Depending on the period for which the shares are held, the gain is taxable as 'short-term capital gain' or 'long-term capital gain':

- (i) In respect of equity shares held for a period less than or equal to 12 (twelve) months prior to the date of transfer, the same should be treated as a 'short-term capital asset', and accordingly the gains arising therefrom should be taxable as 'Short Term Capital Gains' or 'STCG'.
- (ii) Similarly, where equity shares are held for a period more than 12 (twelve) months prior to the date of transfer, the same should be treated as a 'long-term capital asset', and accordingly the gains arising therefrom should be taxable as 'Long Term Capital Gains' or 'LTCG'.

12.2.5. Tendering of Shares in the Offer through a Recognised Stock Exchange in India

Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):

- (i) The Finance Act, 2018 has withdrawn the exemption under Section 10(38) of the IT Act for LTCG arising from transfer of equity shares on or after 1 April 2018.
- (ii) Section 112A of the IT Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- (iii) LTCG arising from transfer of equity shares, exceeding Rs.100,000, will be taxable at 10% (ten per cent.) without allowing the benefit of indexation.
- (iv) However, Section 112A of the IT Act shall not apply if such equity shares were acquired on or after 1 October 2004 and Securities Transaction Tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated 1 October 2018, providing certain situations wherein Section 112A of the IT Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
 - a) Where acquisition of existing listed equity shares in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
 - b) Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions; and
 - c) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

In terms of the said notification, STT need not have been paid on acquisition of shares (that are frequently traded) and still be eligible for claim of Section 112A of the IT Act benefit in the following situations:

- I. Acquisition by scheduled banks, reconstruction or securitisation companies or public financial institutions during their ordinary course of business;
- II. Acquisitions approved by the Supreme Court, High Courts, National Company Law Tribunal, SEBI or RBI;

- III. Acquisitions under employee stock option scheme or employee stock purchase scheme framed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- IV. Acquisition by any non-resident in accordance with foreign direct investment guidelines of the Government of India;
- V. Acquisition in accordance with SEBI (SAST) Regulation, 2011;
- VI. Acquisition from the Government
- VII. Acquisition by an investment fund referred to in clause (a) to Explanation 1 to Section 115UB of the IT Act or a venture capital fund referred to in clause (23FB) of Section 10 of the IT Act or a Qualified Institutional Buyer; and
- VIII. Acquisition by mode of transfer referred to in Section 47 or Section 50B or sub-section (3) of Section 45 or subsection (4) of Section 45 of the IT Act, if the previous owner or the transferor, as the case may be, of such shares has not acquired them by any mode referred to in clause (A) or clause (B) or clause (C) other than the transactions referred to in the proviso to clause (C) or clause (B).
 - (v) Where provisions of Section 112A of the IT Act are not applicable, LTCG will be chargeable to tax at 20% (twenty per cent.). However, for a resident Public Shareholder, an option is available to pay tax on such LTCG under Section 112 of the IT Act at either 20% with indexation or 10% without indexation. In the case of FIIs/FPIs, LTCG would be taxable at 10% (ten per cent.) (plus applicable surcharge and cess) in accordance with provisions of Section 115AD of the IT Act.
 - (vi) STCG arising from such transaction will be subject to tax @ 15% (fifteen per cent.) (plus applicable surcharge and cess) under Section 111A of the IT Act.
 - (vii) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the IT Act.
 - (viii) In addition to the above LTCG or STCG tax, applicable surcharge, health and education cess are leviable (Please refer to paragraph 10.11 of this Section X (*Compliance with Tax Requirements*) below for rate of surcharge and cess).
 - (ix) MAT implications may get triggered for certain companies' resident in India and should be assessed by each of such Public Shareholder. For resident corporate shareholders who has already opted to be governed by the beneficial corporate income tax rate of 22% or 15% under Section 115BAA or 115BAB respectively of the IT Act, MAT implications will not be applicable. Foreign companies will not be subject to MAT if the country of residence of such foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA. Likewise, for non-company shareholders, applicability of the provisions of Alternate Minimum Tax will also have to be analysed depending upon the facts of each case.
 - (x) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.

Investment Funds

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

Mutual Funds

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

12.2.6. Income from sale of Equity Shares classified as Stock-in-Trade

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

(i) Resident shareholders:

Profits of:

- a) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- b) Domestic companies will be generally taxed at the tax rates applicable for such company in accordance with the provisions of the IT Act including but not necessarily limited to, the following cases:-
 - A. Domestic companies having total turnover or gross receipts during the relevant financial year not exceeding Rs. 400 crores will be taxable @ 25% (twenty-five per cent.)
 - B. Domestic companies liable to pay tax under Section 115BAA of the IT Act will be taxable @ 22% (twenty-two per cent.) if conditions of Section 115BAA are met
 - C. Domestic companies liable to pay tax under Section 115BAB of the IT Act will be taxable @ 15% (fifteen per cent.) if conditions of Section 115BAB are met, else at the rate of 22%, (twenty-two per cent.)
 - D. Domestic companies having a turnover exceeding Rs. 400 crores will be taxable at the rate of 30% unless such companies choose to be covered under Section 115BAA or 115BAB.
- c) For persons other than stated in (i) and (ii) above, profits will be taxable at 30% (thirty per cent.)
- d) Surcharge and health and education cess are applicable in addition to the taxes described above.
- e) No benefit of indexation by virtue of period of holding will be available in any case.

(ii) Non-resident shareholders:

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the country of which the non-resident seller is resident but subject to fulfilling relevant conditions read with MLI as may be in effect, and non-applicability of GAAR and maintaining and providing necessary documents prescribed under the IT Act.
- b) Where DTAA provisions are not applicable:
 - A. For non-resident individuals, HUF, AOP and BOI, profits will be taxable at applicable slab rates.
 - B. For foreign companies, profits will be taxed in India at 40% (forty per cent.).
 - C. For other non-resident shareholders, such as foreign firms, profits will be taxed in India at 30% (thirty per cent.).

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in his/its case. (Please refer to paragraph 10.11 of this Section X (*Compliance with Tax Requirements*) below for rate of surcharge and cess).

12.3. Tax Deduction at Source

12.3.1. In case of resident Public Shareholders

- (i) With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of the IT Act at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term 'goods' has not been defined and may cover shares.
- (ii) As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q of the IT Act is not applicable where the transactions in securities and commodities are traded through recognized stock exchange. Therefore, the Acquirer and/ or the PACs are not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident Public Shareholders.
- (iii) Interest – In respect of interest income, the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer and/ or the PACs depending on the settlement mechanism for such interest payments. It is important for the Public Shareholders to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Public Shareholders must file their tax return in India, *inter-alia*, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

The resident Public Shareholders undertake to indemnify the Acquirer and/ or the PACs if any tax demand is raised on the Acquirer and/ or the PACs on account of income arising to the resident Public Shareholders pursuant to this Offer. The resident Public Shareholders also undertake to provide the Acquirer and/ or the PAC, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid, etc.

12.3.2. In case of non-resident Public Shareholders

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

Interest – In respect of interest income, the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer and/ or the PACs depending on the settlement mechanism for such interest payments. It is important for the FIIs/ FPIs to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The FII/FPIs must file their tax return in India, *inter alia*, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

The FIIs/FPIs undertake to indemnify the Acquirer and/ or the PACs if any tax demand is raised on the Acquirer and/ or the PACs on account of income arising to the FIIs/FPIs pursuant to this Offer. The FIIs/FPIs also undertake to provide the Acquirer and/ or the PACs, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

- (ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs) holding Equity Shares of the Target Company

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

Since the Open Offer is through the stock exchange, given the practical difficulty, the Acquirer and/ or the PACs will not be deducting income tax at source on the consideration payable to such non-resident, since the entire payment

has to be settled through the stock exchange mechanism and there will be no direct payment by the Acquirer and/ or the PACs to the non-resident Public Shareholders. The responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Public Shareholder. The non-resident Public Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/authorized dealers/tax advisors appropriately. The non-resident Public Shareholders must file their tax return in India, *inter alia*, considering gains arising pursuant to this Offer in consultation with their tax advisors.

Interest – In case of interest income the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer and/ or the PACs depending on the settlement mechanism for such interest payments. It is important for the Public Shareholders to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Public Shareholders must file their tax return in India, *inter alia*, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

The non-resident Public Shareholders undertake to indemnify the Acquirer and/ or the PACs if any tax demand is raised on the Acquirer and/or the PACs on account of income arising to the non-resident Public Shareholders pursuant to this Open Offer. The non-resident Public Shareholders also undertake to provide the Acquirer and/ or the PACs, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

12.3.3. Information required from non-resident Public Shareholders

- (i) All Public Shareholders are required to submit their PAN along with self-attested copy of the PAN card for income-tax purposes. In absence of PAN for non-resident Public Shareholders, as per Notification No. 53 /2016, F.No.370 142/16/2016-TPL, they shall furnish self-attested copy of documents containing the following details:
 - a) Name, email id, contact number;
 - b) Address in the country of residence;
 - c) TRC from the government of the country of residence, if the law of such country provides for issuance of such certificate; and
 - d) Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which such non- resident is identified by the government of the country of which he claims to be a resident.
- (ii) If PAN, or in case of non-resident Public Shareholders not having a PAN, the aforesaid details are not furnished, the Acquirer and/or the PACs will deduct tax as per Section 206AA of the IT Act.
- (iii) NOC/ Certificate from the Income-tax Authorities for no/lower deduction of tax;
- (iv) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify);
- (v) Self-attested declaration that Public Shareholder does not have a Permanent Establishment in India either under the IT Act or DTAA as applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the IT Act) of which the Public Shareholder claims to be a tax resident.
- (vi) In case of non-resident Public Shareholders claiming relief under DTAA:
 - a) Form 10F as prescribed under Section 90 or Section 90A of the IT Act;
 - b) TRC to be obtained from the Government of the foreign country/specified territory of the Public Shareholder claims to be a tax resident;
- (vii) Information required from resident Public Shareholders:
 - a) Self-attested copy of PAN card;

- b) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify);
- c) NOC/Certificate from the income tax authorities (applicable only for the interest payment, if any) for no/lower deduction of tax; and
- d) For Mutual Funds/Banks/other specified entities under Section 194A(3)(iii) of the IT Act – Copy of relevant registration or notification (applicable only for the interest payment, if any).

12.4. Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

- (i) Surcharge:
 - a) In case of domestic companies: Surcharge @ 12% (twelve per cent.) is leviable where the total income exceeds Rs. 10 crore and @ 7% (seven per cent.) where the total income exceeds Rs. 1 crore but less than Rs. 10 crores for companies not opting for tax regime under Section 115BAA and Section 115BAB.
 - b) In case of domestic companies liable to pay tax under Section 115BAA or Section 115BAB: Surcharge @ 10% (ten per cent.) is leviable.
 - c) In case of companies other than domestic companies: Surcharge @ 5% (five per cent.) is leviable where the total income exceeds Rs. 10 crore and @ 2% (two per cent.) where the total income exceeds Rs.1 crore but less than Rs. 10 crores.
 - d) In case of individuals, HUF, AOP, BOI:
 - A. Surcharge at the rate of 10% (ten per cent.) is leviable where the total income exceeds INR 50 lakh but does not exceed INR 1 crore.
 - B. Surcharge at the rate of 15% (fifteen per cent.) is leviable where the total income exceeds INR 1 crore but does not exceed INR 2 crore.
 - C. Surcharge at the rate of 25% (twenty-five per cent.) is leviable where the total income exceeds INR 2 crore but does not exceed INR 5 crore.
 - D. Surcharge at the rate of 37% (thirty-seven per cent.) is leviable where the total income exceeds INR 5 crore.

However, for the purpose of income chargeable under Section 111A, 112, 112A and 115AD of the IT Act (for income chargeable to tax under the head ‘**Capital Gains**’), the surcharge rate shall not exceed 15% (fifteen per cent.).

- e) In case of Firm and Local Authority: Surcharge @ 12% (twelve per cent.) is leviable where the total income exceeds Rs. 1 crore.
- (ii) Cess:
 - a) Health and Education Cess @ 4% (four per cent.) is currently leviable in all cases.

Taxes once withheld will not be refunded by the Acquirer and/or the PACs under any circumstances. The tax deducted under this Open Offer may not be the final liability of the Public Shareholders and shall in no way discharges the obligation of Public Shareholders to appropriately disclose the amount received pursuant to this Open Offer to the income tax authorities.

All Public Shareholders are advised to consult their tax advisors for 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 Acquirer and/ or the PACs to the Open Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment for filing the return of income.

The Acquirer and/or the PACs shall deduct tax (if required) as per the information provided and representation made by the Public Shareholders. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Public Shareholders, such Public Shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer and/or the PACs with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority, at the cost of such Public Shareholder.

THE TAX IMPLICATIONS ABOVE ARE BASED ON PROVISIONS OF THE INCOME TAX ACT, 1961 AS AMENDED UP TO FINANCE ACT, 2022.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.

13. DOCUMENTS FOR INSPECTION

The copies of the following documents will be available for inspection at the registered office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Wednesday, June 07, 2023, to Wednesday, June 21, 2023:

- 13.1. Memorandum and Articles of Association and Certificate of Incorporation of the Target Company.
- 13.2. Memorandum of Understanding between the Manager and the Acquirer.
- 13.3. The copy of Agreement between the Registrar and the Acquirer.
- 13.4. The Net Worth of Acquirer as on April 13, 2023, is ₹13,637.94/- Lakh (Rupees Thirteen Thousand Six Hundred and Thirty Seven Point Nine Four Lakh Only) as certified bearing unique document identification number '23041903BGRCHM4574' on April 13, 2023, by Chartered Accountant, Ashutosh D Vidwans bearing membership number '041903', proprietor of M/s Ashutosh D Vidwans & Co (Chartered Accountants) having their office located at 304, Kingston Court, 3rd Floor, Opp Old Viva College, Virar West Tal. Vasai Dist Palghar Pin-401303, Maharashtra, India with contact details being '8530821922', E-mail Address being 'iadvco@gmail.com'.
- 13.5. Audited Annual Reports for the last 3 (three) Financial Years ending March 31, 2022, March 31, 2021, and March 31, 2020, Unaudited Financial Results and Limited Review for the six-months period ending September 30, 2022 and Unaudited Financial Results and Limited Review for the nine-months period ending December 31, 2022, of the Target Company.
- 13.6. Bank Statement received from, Kotak Mahindra Bank Limited for required amount kept in the escrow account and marked lien in favor of Manager.
- 13.7. The copy of Share Purchase Agreement dated Wednesday, April 13, 2023, entered between the Promoter Sellers and the Acquirer, which triggered this Offer.
- 13.8. Copy of the Public Announcement dated Thursday April 13, 2023 will be available for inspection at the registered office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian

Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Wednesday, June 07, 2023 to Wednesday, June 21, 2023:

- 13.9. Copy of the Detailed Public Statement dated Thursday, April 20, 2023, published on behalf of the Acquirer on Friday, April 21, 2023, in the newspapers.
- 13.10. Copy of the recommendations to be published on Monday, June 05, 2023, by the Committee of Independent Directors of the Target Company.
- 13.11. Copy of SEBI Observation letter bearing reference number '[●]' dated [●].
- 13.12. Escrow Agreement between Acquirer, Escrow Bank, and Manager.

14. DECLARATION BY THE ACQUIRER

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

Date: Thursday, April 27,2023

Nitin Thorave
Acquirer
Sd/-