This Letter of Offer (LOO) is sent to you as shareholder(s) of TRANS FINANCIAL RESOURCES LIMITED. If you require any clarifications about the action to be taken, you may please consult your stock broker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in TRANS FINANCIAL RESOURCES LIMITED, please hand over this Letter of offer and the accompanying Form of Acceptance cum Acknowledgement (“Acceptance Form”) and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER (“Offer”) BY

Mr. Rishi H. Parikh
Fiat No. 41, Laxmi Vilas, 4th Floor, 87 Nepansea Road, Mumbai – 400006
Phone: +91-22-23610404
Email: rishi7862@gmail.com

Mr. Siddharth Hans
Residential Address: Flat-2708, 393- Al Thanya Fifth-Global Lake View, Premise No. 393122271, PO Box: 117987, Dubai.
Indian Address: D-10, Neb Valley, Neb Sarai, Delhi-110068
Phone: +917552103777
Email: sh@hyperiongroup.com

To acquire up to 30,38,300 equity shares of Rs. 10 each at an Offer Price of Rs. 15 per equity share of Rs 10 each payable in cash, representing 26% of the total expended equity share capital / voting capital

Pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof

OF
TRANS FINANCIAL RESOURCES LIMITED

Registered Office: 4th Floor, Vaghela Avenue, Nr. Havmore Restaurant, Navrangpura, Ahmedabad - 380009
Tel: +91-79-26402089; Email: tftr4444@gmail.com

ATTENTION:
1. This Offer is being made by the Acquirers pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
2. As on date of this LOO, no statutory approvals are required except as mentioned in para 8.15 hereunder.
3. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
4. Upward revision/withdrawal, if any, of the Offer would be informed by way of an Issuing Public Announcement in the same newspaper where the original Detailed Public Statement has appeared. Acquirers are permitted to revise the Offer Size and/or Offer Price upwards only at any time prior to the commencement of one working day before the commencement of the Tendering Period i.e. till Thursday, December 27, 2018. The same price will be payable by the Acquirers for all the shares tendered anytime during the Tendering Period.
5. There is no competing offer.
6. A copy of Public Announcement (“PA”), Detailed Public Statement (“DPS”) and this Letter of Offer (LOO) along with Form of Acceptance cum Acknowledgement is also available on SEBI website: www.sebi.gov.in

MANAGER TO THE OFFER
Chartered Capital And Investment Limited
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006
Tel: +91-79-2657 7571/2657 5337
Fax: +91-79-2657 5731
Email: info@charteredcapital.net
Contact Person: Mr. Manoj Kumar Ramakrhyani/ Mr. Sagar Bhatt
SEBI Registration No.: INM000004018
Investor Grievance Email: investor.relation@charteredcapital.net

REGISTRAR TO THE OFFER
Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083,
Tel: +91 22 4918 6200, Fax:+91 22 4918 6195,
Email: transfinancial.offer@linkintime.co.in.
Contact Person: Mr. Sumeet Deshpande
SEBI Registration No.: INR000004058
(Permanent)
Investor Grievance Email: transfinancial.offer@linkintime.co.in

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

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<td>Tuesday, September 11, 2018</td>
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<td>Friday, October 5, 2018</td>
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<td>Wednesday, October 24, 2018</td>
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<td>6.</td>
<td>Last date for upward revision of Offer Price and/or Offer Size</td>
<td>Monday, October 29, 2018</td>
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<td>7.</td>
<td>Last date by which Board of the Target Company shall give its recommendation</td>
<td>Monday, October 29, 2018</td>
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<td>Thursday, November 15, 2018</td>
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<td>Date by which all requirements including payment of consideration would be completed</td>
<td>Monday, December 3, 2018</td>
<td>Friday, January 25, 2019</td>
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(*) Date for the purposes of determining the public shareholders of the Target Company to whom the Letter of Offer shall be sent.
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RISK FACTORS

i. Risk in association with the Transaction

The preferential allotment of 66,66,668 fully paid up Equity Shares of face value Rs.10 each of Target Company for cash, at a price of Rs.15 per Equity Share (including premium of Rs.5 per Equity Share) aggregating to Rs.1000.00 lacs to the acquirers is subject to receipt of approval from the shareholders of the Target Company in accordance with the provisions of section 62(1)(c) and all other applicable provision, if any, of the Companies Act, 2013 read with Rules made thereunder (including any amendment or statutory modifications or reenactment thereof, for the time being in force), provision of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, receipt of “in-principle” approval for listing from BSE Limited under regulation 28 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and listing and trading approval of BSE.

The shareholders of the Target Company have approved the above preferential allotment by way of a special resolution passed at their Annual General Meeting held on September 29, 2018. In addition, BSE has granted its in-principle approval, listing approval and trading approval for preferential allotment vide its letters dated October 9, 2018, November 19, 2018 and December 5, 2018 respectively.

ii. Risk in association with the Offer

- To the best of knowledge and belief of the Acquirers, as of the date of this LOO, no statutory approval is required for this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date, are refused.
- In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirers not to proceed with the offer or to comply with certain conditions before proceeding the offer, then the offer process may be delayed beyond the schedule of activities indicated in this Letter of offer. Consequently, the payment of consideration to the public shareholders of TFRL, whose shares have been accepted in the offer as well as the return of shares not accepted by the acquirers, may be delayed. The tendered equity shares and documents will be held by the Registrar to the Offer, until such time as the process of acceptance of such equity shares and the payment of consideration thereto is completed.
In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

The equity shares tendered in the Offer will be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer (in accordance with the Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23(1) of the SEBI (SAST) Regulations. During such period there may be fluctuations in the market price of the equity shares. Accordingly, the Acquirers do not make any assurance with respect to the market price of the equity shares at any time, whether during or upon or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.

Shareholders should note that the Shareholders who tender the Equity Shares in the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.

In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

This Offer is subject to completion risks as would be applicable to similar transactions.

### iii. Risk in association with the Acquirers

- The Acquirers make no assurance with respect to financial performance of the Target Company.
- The Acquirers make no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
- The Acquirers make no assurance of market price of shares of the Target Company during or after the offer.
- The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOO)/ Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.
- The Acquirers do not accept the responsibility with respect to the information contained in PA or DPS or LOO that pertains to the Target Company and has been compiled from publicly available sources and/or provided/confirmed by the company and have not been independently verified.

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

### 1. DEFINITIONS/ABBREVIATIONS

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<td>Mr. Rishi H. Parikh and Mr. Siddharth Hans</td>
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<td>Form of Acceptance - cum - Acknowledgement</td>
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<td>Chartered Capital And Investment Limited</td>
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<td>NSDL</td>
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<tr>
<td>23.</td>
<td>Offer Period</td>
<td>Period from the date of meeting of the Board of Directors of the Target Company which authorized preferential allotment of 66,66,668 Equity Shares to the acquirers (i.e. September 4, 2018 till payment of consideration to the Shareholders who have accepted the open offer or the day on which the open offer is withdrawn, as the case may be.</td>
</tr>
<tr>
<td>24.</td>
<td>Offer Price</td>
<td>Rs.15 per equity share of Rs 10 each of the Target Company payable in cash.</td>
</tr>
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<td>25.</td>
<td>PAC</td>
<td>Person Acting in Concert</td>
</tr>
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<td>26.</td>
<td>PAN</td>
<td>Permanent Account Number</td>
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<td>27.</td>
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<td>36.</td>
<td>Stock Exchange</td>
<td>BSE Limited</td>
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</table>
37. Tendering Period  
   Period commencing from Monday, December 31, 2018 and closing on Friday, January 11, 2019 (both days inclusive)

38. Total expanded equity share capital  
   Total expended equity share capital of the target company as of tenth working day from the closure of the tendering period including the proposed allotment of 66,66,668 Equity Shares on a preferential basis

39. Working Day  
   A working day of SEBI, Mumbai

Note: All terms used in this Letter of Offer, and not specifically defined herein, shall have the same meanings ascribed to them in the SEBI (SAST) Regulations.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF TRANS FINANCIAL RESOURCES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, CHARTERED CAPITAL AND INVESTMENT LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED TUESDAY, SEPTEMBER 18, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer is being made by Acquirers to the public shareholders of Target Company in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations for substantial acquisition of equity shares and voting rights, accompanied with a change in management control of the Target Company.

3.1.2 Board of Directors of the Target Company has, at their meeting held on September 4, 2018 approved, subject to the approval of the shareholders of the Target Company by way of a special resolution which was passed at their ensuing Annual General Meeting (AGM) of the Target Company held on September 29, 2018 and other regulatory approvals, preferential allotment of 66,66,668 Equity Shares of Rs.10 each (representing 57.05% of total expanded equity share capital/voting capital of the Target Company ) for cash at a price of Rs.15 each per equity share (including premium of Rs.5 per equity share) to the acquirers.

3.1.3 This offer is being made by the acquirers due to the proposed allotment of Equity Shares under preferential issue to the acquirers which will trigger the regulation 3(1) of SEBI (SAST) Regulations making it necessary for the acquirers to make an open offer. Upon completion of the preferential allotment and this open offer, the acquirers will acquire the controlling stake in the company and will be termed as “promoters” of the target company in place of existing promoters of the Company and will trigger regulation 4 of SEBI (SAST) Regulations.
3.1.4 By the above acquisition, the Acquirers will be holding substantial stake and will be in control of
the Target Company. Accordingly, this offer is being made in terms of regulation 3(1) and 4 read
with regulation 13(2)(g) and other applicable provisions of the SEBI (SAST) Regulations.

3.1.5 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target
Company.

3.1.6 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction
u/s 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.7 The Acquirers have deposited Cash in Escrow account under Regulation 17 of SEBI (SAST)
Regulations, which is more than 100% of the consideration payable under the Offer assuming full
acceptance of the Offer.

3.1.8 None of the existing Directors on the Board of Target Company, represents the acquirers.

3.1.9 In terms of proviso to the Regulation 24(1), the Acquirers are entitled for appointment of their
representatives on the Board of Directors of the Target Company after an initial period of fifteen
working days from the date of Detailed Public Statement but as on date no such director has
been identified by the Acquirers.

3.1.10 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of Director of the
Target Company has constituted a committee of independent directors who would provide its
written reasoned recommendation on the Offer to the Shareholders of the Target Company and
such recommendations shall be published at least two working days before the commencement
of the Tendering Period in the same newspaper where the DPS of the Offer was published.

3.1.11 As on date, the Acquirers do not hold any equity share in the Target Company except 66,66,668
Equity Shares allotted to them on October 20, 2018.

3.2 Details of the Offer

3.2.1 The Acquirers have made DPS in the following newspapers, namely i) Financial Express
(English) (all editions), (ii) Jansatta (Hindi) (all editions), (iii) Financial Express (Gujarati)
(Ahmedabad edition) and (iv) Mumbai Lakshadeep (Marathi) (Mumbai edition) which was
published on Tuesday, September 11, 2018. The Public Announcement and the DPS are also
available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirers are making this Offer, pursuant to Regulations 3(1) and 4 of SEBI (SAST)
Regulations, to acquire up to 30,38,300 equity shares (“Offer”) of Rs. 10 each representing 26%
of the total expanded equity share capital / voting capital of TFRL (the “Offer Size”) at a price of
Rs. 15 (Rupees Fifteen Only) per equity share (the “Offer Price”) payable in cash in accordance
with the SEBI (SAST) Regulations and subject to the terms and conditions mentioned in the DPS
and the Letter of Offer. These equity shares which are to be acquired by the Acquirers should be
free from liens, charges and encumbrances of any kind whatsoever.

3.2.3 This Offer is not subject to the receipt of any Statutory Approval except as mentioned hereunder
in para 8.15.

3.2.4 There are no outstanding warrants or convertible securities or partly paid up Equity Shares in the
Target Company.

3.2.5 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
There is no competing offer.

3.2.6 This Offer is not subject to any minimum level of acceptance. Further there is no differential
pricing for this Offer.

3.2.7 Except 66,66,668 Equity Shares allotted to acquirers on October 20, 2018, they have not
acquired any equity shares of the Target Company after the date of Public Announcement i.e.
Tuesday, September 4, 2018, till the date of this Letter of Offer.

3.2.8 As per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 (“Listing Regulations”) read with Rule 19A of the Securities Contract
(Regulation) Rules, 1957, as amended (“SCRR”), the Target Company is required to maintain at
least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Offer and
upon allotment through Preferential Issue, the public shareholding in the Target Company
reduces below the minimum level required as per the listing agreement entered into by the
Target Company with BSE read with Rule 19A of the SCRR, the Acquirers hereby undertake that
their shareholding in the Target Company will be reduced, within the time period specified in the
SCRR, such that the Target Company complies with the required minimum level of public
shareholding.

3.3 Object of the acquisition/Offer
3.3.1 The Acquirers shall achieve substantial acquisition of equity shares and voting capital, accompanied with effective management control over the Target Company after completion of Preferential Allotment and Open Offer.

3.3.2 The Acquirers’ objective and intent for acquiring substantial acquisition and control of the Target Company is primarily to improve the business performance and to strengthen the competence of the Target Company with its experience and by way of infusing capital into it. Acquirers are of opinion that the business of the Target Company has great potential which will ultimately benefit acquirers. The Acquirers will continue existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of TFRL and all applicable laws, rules and regulations, the Board of Directors of TFRL will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirers cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.

3.3.3 The Acquirers reserve the right to streamline/restructure its holding in the Target Company and/or the operations, assets, liabilities and/or business of the Target Company, through arrangements, restructurings, mergers, sale of assets or undertakings and/or renegotiation or termination of existing contractual/operating arrangements, at a later date. Such decisions will be taken in accordance with procedures set out by applicable law and pursuant to business requirements and in line with opportunities or changes in the economic scenario, from time to time and with approval of Board of Directors. In terms of Regulation 25(2) of SEBI (SAST) Regulations, as on date, the Acquirers do not have any plans to dispose of or otherwise encumber any assets of the Target Company in the next 2 years, except (i) in the ordinary course of business, or (ii) with the prior approval of the shareholders by way of a special resolution passed by postal ballot, in terms of regulation 25(2) of SEBI (SAST) Regulations, or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company, and (iv) in accordance with the prior decision of Board of Directors of the Target Company. Further, subject to the requisite approvals, the Acquirers may evaluate options regarding disposal of any surplus assets.

4. BACKGROUND OF THE ACQUIRERS

4.1 Mr. Rishi H. Parikh

4.1.1 Mr. Rishi H. Parikh, s/o Mr. Hiten B. Parikh, aged 30 years is an Indian Resident individual residing at Flat No. 41, Laxmi Vilas, 4th Floor, 87 Nepansea Road, Mumbai - 400006.

4.1.2 Mr. Rishi H. Parikh has completed BBA and he is having more than 5 years of experience in Diamonds Industry. He is Director of Mahendra Brothers Export Pvt. Ltd. He does not belong to any Group.

4.1.3 Networth of Mr. Rishi H. Parikh as on March 31, 2018 is Rs. 1853.45 Lacs as per certificate from CA Amol Haryan (Membership No. 134519), Partner of M/s. Pathak H. D. & Associates, Chartered Accountants (FRN. 107783W), having their office at 814-815, Tulsiani Chambers, 212, Nariman Point, Mumbai – 400 021, Tel: 022-30228508, Fax: 022-30228509.

4.1.4 As on the date of this LOO, Mr. Rishi H. Parikh does not hold any position on the Board of Directors of any Listed Company.

4.2 Mr. Siddharth Hans

4.2.1 Mr. Siddharth Hans, s/o Mr. Hansraj Shiv, aged 41 years is a Non Resident Indian residing at Flat-2708, Al Thanya Fifth-Global Lake View, Premise No. 393122271, PO Box: 117987, Dubai. His address in India is D-10, Neb Valley, Neb Sarai, Delhi-110068. He will acquire the shares on non repatriable basis.

4.2.2 Mr. Siddharth Hans has completed B.Com. and he is Managing Director in trading firm Hyperion General Trading (LLC) since January 2005 in Dubai. He is director in Jawala Hydro Power Pvt Ltd, Indo Gulf Techno Projects Ltd, Sheraton Resorts Ltd and Linemann Halflo (India) Ltd in India. He does not belong to any Group.

4.2.3 Networth of Mr. Siddharth Hans as on August 30, 2018 is Rs. 13190.39 Lacs as per certificate from S. Shajahan (Reg. No. 729, ICAI No. 204066), Partner of M/s. Premier Auditing And
Accounting, Chartered Accountants, having their office at GR-65, New Al Safiya Bldg, Deira, Dubai, United Arab Emirates, Tel: +971 4 2526125, Fax: +971 4 2526127.

4.2.4 As on the date of this LOO, Mr. Siddharth Hans does not hold any position on the Board of Directors of any Listed Company.

4.3 Mr. Rishi H. Parikh and Mr. Siddharth Hans are friends and they are not relatives. There is no other acquirer or person acting in concert (PAC) with the acquirers for this open offer.

5. BACKGROUND OF THE TARGET COMPANY - TRANS FINANCIAL RESOURCES LIMITED

5.1 Trans Financial Resources Limited was incorporated on September 5, 1994 as Trans Financial Resources Limited with Registrar of Companies, Gujarat. The Company received the Certificate of Commencement of Business on September 20, 1994 by Registrar of Companies, Gujarat. The Corporate Identification Number (“CIN”) of TFRL is L70100GJ1994PLC022954.

5.2 The Registered Office of the Target Company is situated at 4th Floor, Vaghela Avenue, Nr. Havmore Restaurant, Navrangpura, Ahmedabad - 380009.

5.3 At present, the Authorized Share Capital of the Target Company is Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lacs Only) comprising of 1,25,00,000 equity shares of Rs. 10 each. The total Paid-up Equity Share Capital of the Target Company is Rs. 11,68,57,680 (Rupees Eleven Crores Sixty Eight Lacs Fifty Seven Thousands Six Hundred Eighty Only) comprising of 1,16,85,768 equity shares of Rs 10 each fully paid up. There is no partly paid-up equity share in the Target Company. Allotment of 66,66,668 Equity Shares to the acquirers has been made on October 20, 2018.

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

<table>
<thead>
<tr>
<th>Paid-up equity shares of Target Company</th>
<th>No. of Equity Shares/ Voting Rights</th>
<th>% of Voting Rights</th>
<th>% of Share Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fully paid-up equity shares</td>
<td>1,16,85,768</td>
<td>100</td>
<td>100</td>
</tr>
<tr>
<td>Partly paid-up equity shares</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total paid-up equity shares</td>
<td>1,16,85,768</td>
<td>100</td>
<td>100</td>
</tr>
<tr>
<td>Total Voting Rights in Target Company</td>
<td>1,16,85,768</td>
<td>100</td>
<td>100</td>
</tr>
</tbody>
</table>

5.5 The equity shares (ISIN: INE404B01014) of the Target Company are currently listed at BSE Limited, (“BSE”) (Scrip Code: 526961) under “XT” group and are infrequently traded on BSE. There is no existing equity shares which are not listed on Stock Exchange i.e. BSE Limited. TFRL has been moved to GSM (Graded Surveillance Measures) Stage-3 by BSE.

5.6 There are no outstanding warrants or convertible securities in the Target Company. In addition, there is no partly paid-up share in the Target Company.

5.7 Equity Shares of the Company are currently not suspended on BSE.

5.8 The composition of the Board of Directors of TFRL is as follows:

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Director Identification Number (DIN)</th>
<th>Date of Appointment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms. Priti Manish Patel</td>
<td>01942347</td>
<td>17/02/2016</td>
</tr>
<tr>
<td>Mr. Jaiminkumar Harishchandra Shah</td>
<td>06920281</td>
<td>04/10/2011</td>
</tr>
<tr>
<td>Mr. Harishkumar Balchandra Rajput</td>
<td>06970075</td>
<td>17/02/2016</td>
</tr>
<tr>
<td>Mr. Bharti Hasmukhbhai Sharma</td>
<td>07440079</td>
<td>17/02/2016</td>
</tr>
</tbody>
</table>

5.9 None of the existing Directors on the Board of Target Company represents the acquirers.

5.10 Financial information of TFRL for the Financial Year 2015-16, 2016-17, 2017-18 and half year ended September 2018 are given below:

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Income from Operations</td>
<td>6.40</td>
<td>11.52</td>
<td>181.74</td>
<td>165.59</td>
</tr>
<tr>
<td>Other Income</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>10.97</td>
</tr>
<tr>
<td>Total Income</td>
<td>6.40</td>
<td>11.52</td>
<td>181.74</td>
<td>176.56</td>
</tr>
<tr>
<td>Total Expenditure</td>
<td>1.54</td>
<td>6.83</td>
<td>236.67</td>
<td>161.49</td>
</tr>
</tbody>
</table>

(Rs. In lacs)
### Profit Before Depreciation

<table>
<thead>
<tr>
<th></th>
<th>Year Ended 31.03.2016 (Audited)</th>
<th>Year Ended 31.03.2017 (Audited)</th>
<th>Year Ended 31.03.2018 (Audited)</th>
<th>Half Year ended September 2018 (Unaudited*)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest and Tax</td>
<td>4.85</td>
<td>4.68</td>
<td>(54.93)</td>
<td>15.07</td>
</tr>
<tr>
<td>Depreciation</td>
<td>2.02</td>
<td>2.00</td>
<td>0.28</td>
<td>0.16</td>
</tr>
<tr>
<td>Interest</td>
<td>0.00</td>
<td>0.00</td>
<td>0.01</td>
<td>0.00</td>
</tr>
<tr>
<td>Profit Before Tax</td>
<td>2.83</td>
<td>2.68</td>
<td>(55.22)</td>
<td>14.91</td>
</tr>
<tr>
<td>Provision for Tax</td>
<td>0.90</td>
<td>1.25</td>
<td>0.00</td>
<td>3.16</td>
</tr>
<tr>
<td>Profit after Tax</td>
<td>1.93</td>
<td>1.43</td>
<td>(55.22)</td>
<td>11.75</td>
</tr>
</tbody>
</table>

### Balance Sheet Statement

<table>
<thead>
<tr>
<th>Sources of funds</th>
<th>Year Ended 31.03.2016 (Audited)</th>
<th>Year Ended 31.03.2017 (Audited)</th>
<th>Year Ended 31.03.2018 (Audited)</th>
<th>Half Year ended September 2018 (Unaudited*)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Paid up share capital</td>
<td>501.91</td>
<td>501.91</td>
<td>501.91</td>
<td>501.91</td>
</tr>
<tr>
<td>Reserves and Surplus (excluding revaluation reserve)</td>
<td>(934.97)</td>
<td>(933.54)</td>
<td>(988.77)</td>
<td>(977.01)</td>
</tr>
<tr>
<td>Networth</td>
<td>(433.06)</td>
<td>(431.63)</td>
<td>(486.86)</td>
<td>(475.10)</td>
</tr>
<tr>
<td>Secured loans</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Unsecured loans</td>
<td>503.49</td>
<td>503.49</td>
<td>503.49</td>
<td>1053.50</td>
</tr>
<tr>
<td>Total (Sources of funds)</td>
<td>4181.36</td>
<td>4182.91</td>
<td>4852.18</td>
<td>9259.92</td>
</tr>
</tbody>
</table>

### Uses of Funds

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Fixed assets</td>
<td>0.03</td>
<td>2.65</td>
<td>2.37</td>
<td>2.46</td>
</tr>
<tr>
<td>Investments</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Net Current Assets</td>
<td>921.25</td>
<td>920.07</td>
<td>19.42</td>
<td>445.34</td>
</tr>
<tr>
<td>Total miscellaneous expenditure note written off</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Total (Uses of funds)</td>
<td>4181.36</td>
<td>4182.91</td>
<td>4852.18</td>
<td>9259.92</td>
</tr>
</tbody>
</table>

### Other Financial Data

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Worth (Rs.in lacs)</td>
<td>(433.06)</td>
<td>(431.63)</td>
<td>(486.86)</td>
<td>(475.10)</td>
</tr>
<tr>
<td>Dividend (%)</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
</tr>
<tr>
<td>Earnings per Share (Rs.)</td>
<td>0.04</td>
<td>0.03</td>
<td>NA</td>
<td>0.23</td>
</tr>
<tr>
<td>Return on Net worth (%)</td>
<td>(0.45)%</td>
<td>(-0.33)%</td>
<td>(11.34)%</td>
<td>(2.47)%</td>
</tr>
<tr>
<td>Book Value Per Share (Rs.)</td>
<td>(8.63)</td>
<td>(8.60)</td>
<td>(9.70)</td>
<td>(9.47)</td>
</tr>
</tbody>
</table>

* Limited Reviewed by Statutory Auditor

5.11 Pre and Post Offer shareholding pattern of the Target Company is as per the following table:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Shareholders’ category</th>
<th>Shareholding &amp; voting rights prior to the Preferential Allotment and offer^</th>
<th>Shares/voting rights acquired through Preferential Allotment which triggered off the Regulations#</th>
<th>Shares/Voting rights to be acquired in the open offer (assuming full acceptance)#</th>
<th>Shareholding/voting rights after the Preferential Allotment and Offer i.e.#</th>
</tr>
</thead>
<tbody>
<tr>
<td>(A)</td>
<td>(B)</td>
<td>(C)</td>
<td>(D)=(A)+(B)+(C)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>No.</td>
<td>%</td>
<td>No.</td>
<td>%</td>
<td>No.</td>
<td>%</td>
</tr>
<tr>
<td>1</td>
<td>Promoter Group</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Allotees to Preferential Allotment</td>
<td>0</td>
<td>0.00</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>b</td>
<td>Promoters other than (a) above</td>
<td>13,10,800</td>
<td>26.12</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>Total 1 (a+b)</td>
<td></td>
<td>13,10,800</td>
<td>26.12</td>
<td>0.00</td>
<td>0.00</td>
</tr>
<tr>
<td>2</td>
<td>Acquirer</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
a1 | Mr. Rishi H. Parikh  
(Through Preferential Allotment) | 0 | 0.00 | 33,33,334 | 28.52 | 15,19,150 | 13.00 | 48,52,484 | 41.52

a2 | Mr. Siddharth Hans  
(Through Preferential Allotment) | 0 | 0.00 | 33,33,334 | 28.52 | 15,19,150 | 13.00 | 48,52,484 | 41.52

Total 2 (a1+a2) | 0 | 0.00 | 66,66,668 | 57.05 | 30,38,300 | 26.00 | 97,04,968 | 83.05

3 | Allotees of Preferential Allotment other than (1)(a) & (2) | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00

4 | Public (other than Preferential Allotees, acquirer) | | | | | | | |
   a | FIs/MFs/FIIs/Banks, SFIs | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00
   b | Others | 37,08,300 | 73.88 | 0 | 0.00 | -30,38,300 | -26.00 | 19,80,800 | 16.95

Total 4 (a+b) | 37,08,300 | 73.88 | 0 | 0.00 | -30,38,300 | -26.00 | 19,80,800 | 16.95

Grand Total (1+2+3+4) | 50,19,100 | 100.00 | 1,16,85,768 | 100.00

^Calculated based on the pre preferential allotment Equity Share Capital of the Target Company and the shareholding is as on December 7, 2018.

# Calculated based on the total expanded equity share capital / voting capital of Target Company

Notes: (1) The data within bracket indicates sale of equity shares.
(2) The total number of shareholders in public category is 3875.
(3) Shareholders of the company have, at their AGM held on September 29, 2018, passed a resolution for re-classification of existing promoters to public category. Subject to the compliance with the provisions of regulation 31A of SEBI (LODR) Regulation, the existing promoters will be transferred to public category.

5.12 There has been no merger, de-merger and spin off in the last three years in the Target Company.

5.13 SEBI may initiate appropriate action against the existing promoters of the Target Company in terms of the SEBI (SAST) Regulations, 2011 and provisions of the SEBI Act for the certain non compliances/delayed compliances of SEBI (SAST) Regulations, 2011.

6. OFFER PRICE

6.1 JUSTIFICATION OF OFFER PRICE

6.1.1 The equity shares of the target company are presently listed on BSE. The equity shares of the Target Company are listed and traded at BSE but are not frequently traded in terms of regulation 2(1)(j) of SEBI (SAST) Regulations. The annualized trading turnover of the equity shares traded during the twelve calendar months preceding September 2018, the month in which the PA was made, is as given below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Stock Exchange</th>
<th>Total no. of equity shares traded during the 12 calendar months preceding September 2018</th>
<th>Total no. of equity shares</th>
<th>Traded Turnover (in terms of % to total shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>BSE</td>
<td>1</td>
<td>5019100</td>
<td>0.00%</td>
</tr>
</tbody>
</table>

6.1.2 The Offer Price of Rs. 15 (Rupees Fifteen Only) per fully paid up equity share of face value of Rs. 10 each is justified in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, after considering the following facts:

- Highest Negotiated Price for the acquisition under the agreement attracting the obligation to make an Open Offer (The price at which the equity shares are proposed to be allotted to the Acquirers pursuant to the proposed acquisition) — Rs. 15
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>b.</td>
<td>Volume weighted average price paid or payable by the Acquirer for acquisition during 52 weeks immediately preceding the date of Public Announcement</td>
</tr>
<tr>
<td></td>
<td>Not Applicable</td>
</tr>
<tr>
<td>c.</td>
<td>Highest Price paid or payable by the Acquirer for any acquisition during 26 weeks immediately preceding date of Public Announcement.</td>
</tr>
<tr>
<td></td>
<td>Not Applicable</td>
</tr>
<tr>
<td>d.</td>
<td>Volume weighted average market price for a period of 60 trading days immediately preceding the date of Public Announcement, if shares are frequently traded</td>
</tr>
<tr>
<td></td>
<td>Not Applicable</td>
</tr>
<tr>
<td>e.</td>
<td>The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies, if shares are not frequently traded*</td>
</tr>
<tr>
<td></td>
<td>Rs.9.33</td>
</tr>
</tbody>
</table>

*Mr. Dharmendra Solanki, Chartered Accountant (Membership No.042412) proprietor of M/s Dharmendra & Khajanchi; Chartered Accountants, has vide their certificate dated September 4, 2018, certified the fair value of the equity shares of the TFRL.

6.1.3 The highest of the above is Rs. 15 (Rupees Fifteen Only) per Equity Share and therefore the Offer Price of Rs. 15 per equity share is justified as it is not lower than the Price in terms of Regulations 8(2) of SEBI (SAST) Regulations. The Offer Price is denominated and payable in Indian Rupees only.

6.1.4 There has been no corporate action by the Target Company warranting adjustment of any of the relevant price parameters.

6.1.5 The Acquirers shall disclose during the tendering period every acquisition made by them of any equity shares of the Target Company to the stock exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6).

6.1.6 In case the Acquirers acquire or agree to acquire any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer price, the offer price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations. However, the Acquirers shall not acquire any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

6.1.7 There has been no revision in the Offer Price or to the size of this Offer as on the date of this Letter of Offer. An upward revision to the Offer Price or to the Offer Size, if any, on account of future purchases/ competing Offer or otherwise, may be done at any time prior to the commencement of the one working day before the date of commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make further deposit into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its Registered Office of such revision.

6.1.8 If the Acquirers acquire Equity Shares during the period of 26 weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Shares of the Target Company whether by way of bulk deals, block deals or in any other form.

7. **FINANCIAL ARRANGEMENTS**

7.1 The total requirement of funds for this Offer is Rs. 4,55,74,500 (Rupees Four Crore Fifty Five Lacs Seventy Four Thousands Five Hundred only), assuming full acceptance of this Offer. ("Offer Consideration").

7.2 The Acquirers have adequate resources to meet the financial requirement of the offer. The Open Offer obligation shall be met by the Acquirers through their own funds.
7.3 CA Amol Haryan (Membership No. 134519), Partner of M/s. Pathak H. D. & Associates, Chartered Accountants (FRN. 107783W), has vide its certificate dated August 30, 2018 confirmed that Mr. Rishi H. Parikh has adequate and firm financial resources to fulfil his obligations under the offer. S. Shajahan (Reg. No. 729, ICAI No. 204066), Partner of M/s. Premier Auditing And Accounting, Chartered Accountants, has vide its certificate dated August 30, 2018 confirmed that Mr. Siddharth Hans has adequate and firm financial resources to fulfil his obligations under the offer.

7.4 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account which is in the name and style of “TFRL OPEN OFFER-ESCROW ACCOUNT” with Indusind Bank Limited, having its Branch at Premises no. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai-400 001 (“Escrow Bank”) and has deposited Rs. 4,58,00,000 (Rupees Four Crores Fifty Eight Lacs only) in cash which represents more than 100% of the Offer Consideration.

7.5 Based on the above, the Manager to the Offer is satisfied that the acquirers are able to implement the offer and firm arrangements for fund and money for payment through verifiable means are already in place to fulfil the obligations of the Acquirers under the Offer.

7.6 Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow account in terms of SEBI (SAST) Regulations.

7.7 In case of any upward revision in the Offer Price or the size of this Offer, the Cash Escrow amount shall be increased by the Acquirers prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 The Tendering Period will commence on Monday, December 31, 2018 and will close on Friday, January 11, 2019.

8.2 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations and is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.

8.3 The Offer is being made to all public Shareholders (i) whose names appear in the register of members of the Target Company at the close of business hours on Friday, December 14, 2018, i.e. the Identified Date, (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories as on the Identified Date and (iii) to persons who acquire Equity Shares before the closure of the Tendering Period and tender these Equity Shares into the Offer in accordance with this Letter of Offer. Persons who have acquired Equity Shares (irrespective of the date of purchase) but whose names do not appear on the register of members of the Target Company on the Identified Date are also eligible to participate in the Offer.

8.4 This Letter of Offer specifying the detailed terms and conditions of the Offer along with the Form of Acceptance-cum- Acknowledgement will be mailed to all the Public Shareholders as on the Identified Date. Non-receipt or delayed receipt of this Letter of Offer by any such person will not invalidate the Offer in any way. The last date by which the Letter of Offer would be dispatched to each of the Eligible Shareholders is Friday, December 21, 2018. In terms of Regulation 18 (2) the letter of offer shall be dispatched to the shareholders whose names appear on the register of members of the target company as of the identified date. In terms of Regulation 18 (2), the Letter of Offer may also be dispatched through electronic mode in accordance with the provisions of the Companies Act, 2013 and on receipt of a request from any shareholder to receive a copy of the letter of offer in physical format, the same shall be provided. Every person holding shares, regardless of whether he held shares on the identified date or has not received the letter of offer, shall be entitled to tender such shares in acceptance of the open offer.

8.5 The Eligible Shareholders who tender their Equity Shares under the Offer shall ensure that the Equity Shares are free and clear from all liens, charges and encumbrances and shall ensure that such Equity Shares when acquired by the Acquirers will be acquired free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including but not limited to the rights to all dividends, bonus and rights declared thereafter.

8.6 Locked in Equity Shares: Regarding acceptance of Lock-in Shares, the same can be acquired by the Acquirers subject to continuation of the residual lock-in period in the hands of the Acquirers and there shall be no discrimination in the acceptance of locked-in and not locked-in shares. To the best of our knowledge, the Target Company has no Equity Shares which are locked in as on date except 66,66,668 Equity Shares held by the Acquirers.
8.7 Public Shareholders to whom the Offer is being made are free to offer their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified. In the event any change or modification is made to the Form of Acceptance-cum-Acknowledgement or if any condition is inserted therein by a Public Shareholder, the Manager to the Offer and the Acquirers reserve the right to reject the acceptance of this Offer from such Public Shareholder.

8.8 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Equity Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

8.9 The acceptance of this offer is entirely at the discretion of the eligible Equity Shareholder(s) /Beneficial owner(s) of the Target Company. The Acquirers, Manager to the Offer or Registrar to the Offer will not be responsible for any loss of share certificate(s) and the Offer acceptance documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

8.10 The instructions, authorisations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute an integral part of the Letter of Offer.

8.11 The Acquirers shall, within ten (10) Working Days from the last date of the Tendering Period of the Offer, complete all requirements under the SEBI SAST Regulations and other applicable law relating to the Offer including payment of consideration to the Eligible Shareholders who have validly tendered their acceptance to the Offer and for that purpose open a special account provided under Regulation 21(1).

8.12 Applications in respect of tendered Shares that are the subject matter of litigation, wherein the Shareholders may be prohibited from transferring the Shares during the pendency of the said litigation, are liable to be rejected if directions or orders regarding these Shares are not received together with the Shares tendered under this Offer. The applications in some of these cases may be forwarded (as per the discretion of the Acquirers) to the concerned statutory authorities for further action by such authorities.

8.13 In the event that the aggregate of the Equity Shares tendered in this Offer by the Shareholders are more than the Equity Shares to be acquired in this Offer, the acquisition of the Equity Shares from each Shareholder will be on a proportionate basis.

8.14 The Manager to the Offer does not hold any Equity Shares in the Target Company. Further, the Manager to the Offer further declares and undertakes that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

8.15 STATUTORY AND OTHER APPROVALS

a. To the best of knowledge and belief of the Acquirers, as of the date of this DPS, there is no statutory approval required for this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

b. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required & 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 the Equity Shares held by them in this Offer, along with other documents. If such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

c. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the open offer within 10 working days from the date of Closure of the Tendering Period.

d. In case of delay / non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirers agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers has the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
e. If any of the statutory approval set out above, are not received for reasons outside the reasonable control of the Acquirers, or in the event the statutory approvals are refused, the Acquirers, in terms of Regulation 23 of SEBI (SAST) Regulations, shall have a right to withdraw this Offer. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which this DPS is published and such announcement will also be sent to SEBI, the Stock Exchange and the Target Company at its Registered Office.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THIS OFFER

9.1 The Open Offer will be implemented by the Acquirers 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 and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.

9.2 BSE Limited shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.

9.3 The facility for acquisition of shares through stock exchange mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window (Acquisition Window).

9.4 The Acquirers have appointed Grishma Securities Private Limited (“Buying Broker”) as its buying broker for this offer through whom the purchases and settlement of the Shares under this offer shall be made during the tendering period. The contact details of the Buying Broker are:

Grishma Securities Private Limited, 58, Patva Chamber, 104/108, Clive Road, Dana Bunder, Masjid Bunder (East), Mumbai - 400009
Tel. No.: +91 22 2348 4041/ 2348 4031, Email: info@grishma.com,
Contact Person: Mr. Paresh Vinchhi

All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“Selling Broker”), during the normal trading hours of the secondary market during the Tendering Period.

9.5 Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares.

9.6 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during the Tendering Period.

9.7 Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).

9.8 Procedure for tendering Equity Shares held in dematerialised Form:

a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.

b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.

c) Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.

d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.

e) 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 time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

f) 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.
g) The Public Shareholders holding shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant 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 proportionate acceptance in the Open Offer.

h) The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

The resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

All non-resident Shareholders (i.e. Shareholders not residing in India) holding physical and/or demat Equity Shares and all resident Shareholders (i.e. Shareholders residing in India) holding Equity Shares in physical mode are mandatorily required to fill the Form of Acceptance-Cum-Acknowledgement. The non-resident Shareholders holding Equity Shares in demat mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to the Registrar to the Offer at their address given on the cover page of this LOO. The Shareholders (resident and non-resident) holding Equity Shares in physical mode are required to send the Form of Acceptance-Cum-Acknowledgement along with the required documents to their respective Selling Broker who shall forward these documents to the Registrar to the Offer.

9.9 Procedure to be followed by registered Shareholders holding Equity Shares in the physical form

(i) Shareholders who are holding physical Equity Shares 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:

   a) The Form of Acceptance-cum-Acknowledgement duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares

   b) Original share certificates

   c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order) and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer

   d) Self-attested copy of the Shareholder's PAN Card;

   e) Any other relevant documents such as (but not limited to):
      • Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement
      • Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
      • Necessary corporate authorisations, such as Board Resolutions etc., in case of companies

(ii) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, voter identity card or passport.

(iii) Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
(iv) After placement of order, as mentioned in paragraph 9.9.(iii), the Selling Broker/Public Shareholder must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 9.9.(i) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “TRANS FINANCIAL RESOURCES LIMITED – Open Offer”. One copy of the TRS along with supporting documents will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

(v) Please note that equity shares and other relevant documents should not be sent to the Acquirers/ the Target Company/ the Manager to the Offer.

(vi) Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirers shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the stock exchanges shall display such orders as unconfirmed physical bids. Once, Registrar to the Offer confirms the orders it will be treated as Confirmed Bids.

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

9.10 Modification / cancellation of orders will not be allowed during the period the Offer is open.

The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the Tendering Period.

9.11 Procedure for tendering the shares in case of non-receipt of Letter of Offer

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement.

The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date.

In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) 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. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

No indemnity is needed from the unregistered shareholders.

9.12 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.

9.13 The acceptance of the Offer made by the Acquirers is entirely at the discretion of the Shareholders of the Target Company. The Acquirers do not accept any responsibility for the
decision of any Shareholder to either participate or to not participate in the Offer. The Acquirers/Manager to the offer/Registrar to the offer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

9.14 Acceptance of Equity Shares

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

9.15 Settlement Process

- On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of Clearing Corporation.
- The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Equity Shareholder’s bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker’s settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker’s settlement accounts for releasing the same to their respective Shareholder’s account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar to the Offer through registered post. The Target Company is authorized to split the share certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which will be opened by the Acquirers.
- Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by Registrar to the Offer.
- Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept
9.16 Settlement of Funds / Payment Consideration

- The Buying Broker/Acquirers will transfer the funds pertaining to the Offer to the Clearing Corporation’s bank account as per the prescribed schedule.
- For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholder's bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- The funds received from the Buying Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the Regulations.

9.17 FOR ANY FURTHER PROCEDURAL CHANGES/DETAILS IN REGARD OF TENDERING, ACCEPTANCE, SETTLEMENT ETC., PLEASE REFER BSE CIRCULARS ISSUED BY BSE FROM TIME TO TIME.

9.18 COMPLIANCE WITH TAX REQUIREMENTS:

Capital gain: Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax, up to a certain amount, in India if securities transaction tax (“STT”) has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH THE ON-MARKET TENDER OFFER ROUTE AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

9.19 Tax deduction at source:

a. In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 (“Income Tax Act”) the Acquirers shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.

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

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

9.21 If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For Resident Shareholders

a. Self-attested copy of PAN card
b. Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (Certificate for Deduction of Tax at Lower Rate)
c. For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any).

For Non-Resident Shareholders

a. Self-attested copy of PAN card
b. Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (Certificate for Deduction of Tax at Lower Rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers before remitting the amount of interest)
c. Tax Residency Certificate and a no ‘permanent establishment’/business connection declaration

In an event of non-submission of NOC or Certificate for Deduction of Tax at Nil/Lower Rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category to which the Shareholder belongs, by the Acquirers.

THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.

9.22 Issue of tax deduction at source certificate

The Acquirers will issue a certificate in the prescribed form to the Equity Shareholders (resident and non-resident) who have been paid the consideration and interest, if any, after deduction of tax on the same certifying the amount of tax deducted and other prescribed particulars.

The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

10. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at 711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad – 380006 from 11:00 hours to 17:00 hours on any working day, until the Closure of the Tendering Period.

10.2 Resolutions passed by the Board of Directors and Shareholders of the Company on September 4, 2018 and September 29, 2018 respectively authorising preferential issue.
10.3 CA certificates dated August 30, 2018 certifying the networth and adequacy of the financial resources with acquirers to fulfil the open offer obligations.
10.4 Annual Reports of TFRL for years ended on March 31, 2016, 2017 and 2018 and Unaudited Financial Results for half year ended September 30, 2018 together with Limited Review Certificate.
10.5 Copy of Escrow Agreement dated August 28, 2018 entered between acquirers, Chartered Capital And Investment Limited (the “Manager to the Offer”) and Indusind Bank Limited (“Escrow Bank”).

10.6 Letter from Indusind Bank Limited dated September 7, 2018 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations.

10.7 Memorandum and Articles of Association of TFRL.

10.8 A copy of recommendations made by the Target Company’s committee of independent directors in compliance with Regulation 26(7) of SEBI (SAST) Regulations.

10.9 A copy of the comments letter from SEBI dated December 12, 2018 on the Draft Letter of offer.

11. DECLARATION BY THE ACQUIRERS

11.1 The Acquirers accept full responsibility, severally and jointly, for the information contained in this Letter of offer (except for the information regarding the Target Company which has been compiled from the publicly available information and information provided/confirmed by the Target Company) and also for their obligations as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirers are responsible, severally and jointly, for ensuring compliance with the SEBI (SAST) Regulations.

Rishi H. Parikh (Acquirer) Siddharth Hans (Acquirer)
(Through his POA holder Mr. Rishi H. Parikh)

Place: Mumbai
Date: December 15, 2018

12. ENCLOSURES

1. Form of Acceptance- cum- Acknowledgement
2. Blank Share Transfer Deed(s) for physical share holders only
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer.

All non-resident Eligible Public Shareholder (holding physical and/or demat Equity shares) and resident Eligible Public Shareholders holding physical Equity Shares are mandatorily required to fill this Form of Acceptance-Cum-Acknowledgement ("Form"). Such Eligible Public Shareholders are required to send this Form with enclosures, directly or through their respective Selling Broker, to the Registrar to the Offer at the address given below.

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT - TRANS FINANCIAL RESOURCES LTD

From
Name
Address
Tel. No.: Email:

To,

Link Intime India Private Limited (Unit: Trans Financial Resources Limited)
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083,
Tel: +91 22 4918 6200, Fax:+91 22 4918 6195, Email: transfinancial.offer@linkintime.co.in.
Contact Person: Mr. Sumeet Deshpande
SEBI Registration No.: INR000004058 (Permanent)
Investor Grievance Email: transfinancial.offer@linkintime.co.in

Sub: Open Offer for acquisition of upto 30,38,300 Equity Shares representing 26% of the total Expanded Equity Share Capital/ Voting Capital of Trans Financial Resources Limited (Target Company) By Mr. Rishi H. Parikh and Mr. Siddharth Hans (“the Acquirers”) at an offer price of Rs.15 per equity share of Rs. 10 each payable in cash.

Dear Sir,

I / We refer to the Letter of Offer dated December 15, 2018 for acquiring Equity Shares held by me / us in Trans Financial Resources Limited.

I / We, the undersigned, have read the Letter of Offer and understood its contents, including the terms and conditions mentioned therein and unconditionally agree to such terms and conditions.

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

Name (in BLOCK LETTERS) | Holder | Name of the shareholder(s) | Permanent Account Number (PAN)
--- | --- | --- | ---
Sole / First |  |  |  
Second |  |  |  
Third |  |  |  
Contact Number(s) of the First Holder | Tel No: (with STD code) | Mobile No: |  
Fax No: (with STD code) |  |  |  
Full Address of the First Holder |  |  |  
Email id of First Holder |  |  |  
Date of incorporation (if applicable) |  |  |  

For all Eligible Public Shareholders holding Equity Shares in physical form

I / We, confirm that our residential status under the Income Tax Act is (√ whichever is applicable):
I / We, holding the Equity Shares in physical form, accept the Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Ledger Folio No.</th>
<th>Certificate No</th>
<th>Distinctive Nos.</th>
<th>No. of Equity Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
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<td>4.</td>
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<tr>
<td><strong>Total</strong></td>
<td>****</td>
<td>**</td>
<td>**</td>
<td>**</td>
</tr>
</tbody>
</table>

(In case of insufficient space, please use an additional sheet and authenticate the same)

Enclosures (please provide the following and √ whichever is applicable)

- Original Equity Share certificates
- Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered Eligible Public Shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- Photocopy of Transaction Registration Slip (TRS)
- Self attested copy of PAN card of all the transferor(s)
- If the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, voter identity card or passport.
- Any other relevant document (but not limited to) such as power of attorney (if any person apart from the Eligible Public Shareholder has signed the Form), corporate authorization (including board resolution / specimen signature), notorised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased etc., as applicable.

Eligible Public Shareholders should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted.

For all Eligible Public Shareholders (demat and physical holders)

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer, are free from charges, equitable interests and encumbrances and will be transferred together with the rights attached thereto, including all rights to dividend, bonus and rights offer, if any, declared hereafter and that I / we have obtained any necessary consents to sell the Equity Shares on the foregoing basis.

I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my/our right to tender Equity Shares for Offer and that I / we am / are legally entitled to tender the Equity Shares for the Offer. I / We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I / We agree that the Acquirers will pay the consideration as per secondary market mechanism only after verification of the certificates, documents and signatures, as applicable submitted along with this Form. I / We undertake to return to Acquirers any Offer consideration that may be wrongfully received by me/us.

I / We am / are not debarred from dealing in shares or securities.

In case of Eligible Public Shareholders holding Equity Shares in physical form, I/ we note and understand that the shares/ original share certificate(s) and transfer deed(s) will be held by the Registrar to the Offer / Clearing Corporation in trust for me / us till the date Acquirers makes payment...
of consideration as mentioned in the Letter of Offer or the date by which original share certificate(s),
transfer deed(s) and other documents are dispatched to me / us, as the case may be. (Strikeout if not applicable)

I / We authorise the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer, and I / we further authorize the Acquirers to return to me / us the Equity Shares (including the share certificate(s)) in respect of which the Open Offer is not found valid / not accepted without specifying the reasons thereof.

In case of Eligible Public Shareholders holding Equity Shares in physical form, I / we further agree to receive a single share certificate for the unaccepted Equity Shares in physical form. (Strikeout if not applicable)

In case of Eligible Public Shareholders holding Equity Shares in demat form, I / we note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby Acquirers makes payment of purchase consideration as mentioned in the Letter of Offer. (Strikeout if not applicable)

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, I / we will indemnify Acquirers for such income tax demand (including interest, penalty, etc.) and provide Acquirers with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We have enclosed all documents required under paragraph 9.9 of the Letter of Offer.

I / We confirm that I / we are in compliance with the terms of the Offer set out in the PA, the DPS and the Letter of Offer.

**Status of Shareholders:**

| □ Individual | □ Foreign Company | □ FPI – Corporate | □ FPI – Others | □ Indian Company |
| □ Foreign Trust | □ Private Equity Fund | □ Pension/Provident | □ Sovereign Wealth Fund | □ Partnership/LLP |
| □ Financial Institution | □ NRIs/PIOs-repatriable | □ NRIs/PIOs-non-repatriable | □ OCB | □ Indian Trust |
| □ Banks | □ FVCI | □ Insurance Company | □ Others – Please specify |

In case of non-resident Eligible Public Shareholders, I / we confirm that our investment status is (please provide supporting documents and √ whichever is applicable):

- □ FDI route
- □ PIS route
- □ Any other – please specify

In case of non-resident Eligible Public Shareholders, I / We confirm that the Equity Shares tendered by me/us are held on (√ whichever is applicable):

- □ Repatriable basis
- □ Non-repatriable basis

In case of non-resident Eligible Public Shareholders, I / We confirm that (√ whichever is applicable):
☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI and FIPB

☐ Copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith

In case of non-resident Eligible Public Shareholders, I / We confirm that (√ whichever is applicable):

☐ No RBI, FIPB or other regulatory approval is required by me for tendering the Equity Shares in this Offer

☐ Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

Additional confirmations and enclosures for all shareholders, as applicable

I / We, have enclosed the following documents:

☐ Self-attested copy of PAN card

☐ Self-declaration form in Form 15G / Form 15H, in duplicate copy

☐ Certificate from Income-tax Authorities for deduction of tax at lower or nil rate

☐ For Mutual funds / Banks / Notified Institutions under Section 194A (3)(iii) of the Income Tax Act, copy of relevant registration or notification

☐ ‘Tax Residency Certificate’ issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Shareholder claims to be resident and a duly filled in ‘Form 10F’ as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.

☐ SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

Bank Details

In case of Eligible Public Shareholders holding Equity Shares in physical form, kindly provide the following details:

<table>
<thead>
<tr>
<th>Name of Bank</th>
</tr>
</thead>
<tbody>
<tr>
<td>Branch Address and PIN Code</td>
</tr>
<tr>
<td>Type of Account</td>
</tr>
<tr>
<td>Account Number</td>
</tr>
<tr>
<td>9 digit MICR code</td>
</tr>
<tr>
<td>IFS Code for RTGS/NEFT transfers)</td>
</tr>
</tbody>
</table>

In case of non-resident Eligible Public Shareholders holding Equity Shares in demat form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depository participant.

In case of interest payments, if any, by Acquirers for delay in payment of Offer Price or a part thereof, the Acquirers will deduct TDS at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed and Delivered | Full Name | Signature |
1st Eligible Public Shareholder

2nd Eligible Public Shareholder

3rd Eligible Public Shareholder

Note: In case of joint holders, all must sign. In case of body corporate, it must affix the corporate seal and also attach necessary corporate resolutions.

Place:  
Date:  

INSTRUCTIONS:

NO EQUITY SHARES / FORMS SHOULD BE SENT TO THE ACQUIRERS, THE MANAGER TO THE OFFER OR TO THE TARGET COMPANY.

1. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
2. The Form of Acceptance-cum-Acknowledgment should be filled up only in English.
3. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgment and in the Equity Share transfer deed(s), in the order in which they hold Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
4. Attestation, where required (as indicated in the Equity Share transfer deed) (thumb impressions, signature difference, etc.) should be done by a magistrate, notary public or special executive magistrate or a similar authority holding a public office and authorized to use the seal of his office or a member of a recognized stock exchange under its seal of office and membership number or manager of the transferor’s bank.
5. If non-resident Eligible Public Shareholders had required any approval from the RBI or the FIPB or any other regulatory body in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer. Further, non-resident Eligible Public Shareholders must obtain all approvals required, if any, to tender the Equity Shares in this Offer (including without limitation, the approval from the RBI and FIPB) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Equity Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.

Acknowledgement Receipt – Trans Financial Resources Limited - Open Offer

Form of Acceptance-cum-Acknowledgment for Trans Financial Resources Limited Offer as per details below: (Delete whichever is not applicable)

Folio No. _______ No. of Equity Share certificates _______ for _________ Equity Shares

Copy of delivery depository participant of Client ID _______ for _______ Equity Shares.

Date of Receipt: Stamp of collection center:  
Signature of Official
6. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole / first named Eligible Public Shareholder(s) along with all the documents received from them at the time of submission.

7. All the Eligible Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.

8. All documents / remittances sent by or to Eligible Public Shareholders will be at their own risk. Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.

All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:

Link Intime India Private Limited (Unit: Trans Financial Resources Limited)
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083,
Tel: +91 22 4918 6200, Fax:+91 22 4918 6195, Email: transfinancial.offer@linkintime.co.in.
Contact Person: Mr. Sumeet Deshpande
SEBI Registration No.: INR000004058 (Permanent)
Investor Grievance Email: transfinancial.offer@linkintime.co.in
Form No. SH-4 - Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: ____ / ____ / ______

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN : L70100GJ1994PLC022954
Name of the company (in full): TRANS FINANCIAL RESOURCES LIMITED
Name of the Stock Exchange where the company is listed, (if any): BSE Limited

DESCRIPTION OF SECURITIES:

<table>
<thead>
<tr>
<th>Kind/ Class of securities (1)</th>
<th>Nominal value of each unit of security (2)</th>
<th>Amount called up per unit of security (3)</th>
<th>Amount paid up per unit of security (4)</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>No. of Securities being Transferred</th>
<th>Consideration received (Rs.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>In figures</td>
<td>In words</td>
</tr>
</tbody>
</table>

Distinctive Number

From

To

Corresponding Certificate Nos.

Transferors’ Particulars

Registered Folio Number: _______________________________

Name(s) in full: _______________________________

Signature(s): _______________________________

1. ________________________________________ _______________________________
2. ________________________________________ _______________________________
3. ________________________________________ _______________________________

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: _______________________________

Name of the Witness: _______________________________

Address of the Witness: _______________________________

Pincode: _______________________________
### Transferees' Particulars

<table>
<thead>
<tr>
<th>Name in full (1)</th>
<th>Father's/ Mother's / Spouse Name (2)</th>
<th>Address &amp; E-mail id (3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>1.</td>
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<td>2.</td>
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<td>3.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Occupation (4)</th>
<th>Existing Folio No., if any (5)</th>
<th>Signature (6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
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<td>2.</td>
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<td>3.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Folio No. of Transferee</th>
<th>Specimen Signature of Transferee(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1.</td>
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<td></td>
<td>2.</td>
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<td>3.</td>
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</table>

Value of Stamp affixed: Rs. ____________

Enclosures:
1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferee(s) (For all listed Cos.)
4. Others, Specify, ________________________________

### For Office Use Only

Checked by ____________________________

Signature Tallied by ____________________

Entered in the Register of Transfer on __________ vide Transfer no __________

Approval Date ________________________

Power of attorney / Probate / Death certificate /
Letter of Administration

Registered on ____________ at No ____________

STAMPS