DRAFT LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Draft Letter of Offer (DLoO) is sent to you as a shareholder(s) of **STEP TWO CORPORATION LIMITED.** If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Draft Letter of Offer to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OFFER")
BY

Name	Address	Contact No.	Email Id
Mr. Joju Madathumpady Johny	Madhathumpady House, Thrissur, Cherur, Kerala - 680008 India	+919349860825	jmjgroup1@gmail.com
Mrs.Shinny Joju	Madhathumpady House, Thrissur, Cherur, Kerala - 680008 India	+917025341155	shinyjoju79@gmail.com
Mr. Johny Madathumpady Lonappan	Madhathumpady House, Thrissur, Cherur, Kerala - 680008 India	+919349772606	Johnyml195229@gmail.com

(hereinafter collectively referred to as "**The Acquirers**")

To the existing shareholders of
STEP TWO CORPORATION LIMITED

(Hereinafter referred to as **"STEP2COR"** or the **"Target Company"**)

(CIN: **L65991WB1994PLC066080**)

Registered Office 21, Hemanta Basu Sarani, 5th Floor, Room No-507, PS Hare Street, Kolkata-700013, West Bengal, India **Tel No.**: 033 22318207; Fax No.: 033 22318208 **E-mail:** admin@steptwo.in, **Website:** www.steptwo.in.

For the acquisition of up to 11,04,298 (Eleven Lakhs Four Thousand Two hundred and Ninety Eight) fully paid up equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Rs.12/- (Rupees Twelve Only) per equity share (the "**Offer Price**") payable in cash ("**Offer**" or "**Open Offer**").

Please Note:

1. This Offer is being made by the Acquirers pursuant to regulation 3(1) & (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI (SAST) Regulations**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
2. As on the date of this Draft Letter of Offer, except the approval from the Reserve Bank of India, there are no other statutory approvals are required to acquire the equity shares that are validly tendered pursuant to this offer. If any statutory approval becomes applicable prior to the completion of the Offer, this Offer would also be subject to such other statutory approval(s).For more details regarding the statutory and other approvals for the Offer, please see paragraph 6.8.1 (Statutory approvals and conditions of the Offer) at page 14 of this Draft Letter of Offer.
3. If there is any upward revision in the Offer Price/Size at any time up to one (1) working days prior to commencement of the tendering period viz. January 24, 2020 in terms of the SEBI (SAST) Regulations, the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement dated December 11, 2019 had appeared. If the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.
4. This is not a **competitive offer as per Regulation 20 of the SEBI (SAST) Regulations 2011.**
5. **If there is a competitive bid:**
   - **The Public Offer under all subsisting bids shall open and close on the same date.**
6. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Detailed Public Statement/Draft Letter of Offer (DLoO), shall not be entitled to withdraw such acceptance during the tendering period.
7. The Offer is not subject to a minimum level of acceptance by the shareholders of STEP2COR and is not a conditional offer.
8. The Procedure for acceptance is set out in Para 7 of this DLoO.
9. The Public Announcement, Detailed Public Statement and Letter of Offer would also be available on website of SEBI at (www.sebi.gov.in).

MANAGER TO THE OFFER **CAPITALSQUARE ADVISORS PRIVATE LIMITED** SEBI REGN NO: INM000012219 (**Contact Person:** Mr. Tanmoy Banerjee) 208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (E),Mumbai 400093,Maharashtra,India **Phone No** +91-22-66849999; **Email:** tanmoy.banerjee@capitalsquare.in **Website:** www.capitalsquare.in	**REGISTRAR TO THE OFFER** **NICHE TECHNOLOGIES PRIVATE LIMITED** SEBI REGN. NO. INR000003290 (**Contact Person:** Mr. S. Abbas / Mr. Aniruddha Dutta) 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017, West Bengal **Phone No:** +91 033-22806616/ 22806617/22806618 Fax No.: +91 033-22806619 **E-mail:** nichetechpl@nichetechpl.com **Website:** https://www.nichetechpl.com
OFFER OPENS ON: January 27, 2020	**OFFER CLOSES ON: February 07, 2020**

A SCHEDULE OF SOME OF THE MAJOR ACTIVITIES RELATING TO THE OFFER IS GIVEN BELOW:

Activities	Date	Day
Date of the PA	December 04, 2019	Wednesday
Publication of Detailed Public Statement in newspapers	December 11, 2019	Wednesday
Last date of filing of the Draft Letter of Offer with the SEBI	December 18, 2019	Wednesday
Last date of a Competing Offer	January 02, 2020	Thursday
Identified Date*	January 14, 2020	Tuesday
Date by which the Letter of Offer will be dispatched to the shareholders	January 20, 2020	Thursday
Last date for revising the Offer Price / Offer Size	January 24, 2020	Friday
Last date by which Board of the Target shall give its recommendation	January 23, 2020	Thursday
Offer Opening Public Announcement	January 24, 2020	Friday
Date of commencement of tendering period (Open Date)	January 27, 2020	Monday
Date of closing of tendering period (Close Date)	February 07, 2020	Friday
Date by which all requirement including payment of consideration would be completed	February 25, 2020	Tuesday

Note: Schedule of Activity may be changed as the offer is subject to getting requisite approval from SEBI & RBI

#There has been no competing offer as of the date of this DLoO.
**Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and the parties to the SPA) are eligible to participate in the Offer any time before the Closure of the Offer.*

Risk Factors relating to the transaction, the proposed offer and probable risks involved in associating with the Acquirers: -

1. The Offer involves an offer to acquire 26.00% of the total equity and voting share capital of STEP2COR from the eligible persons for the Offer. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2. To the best of knowledge and belief of the Acquirers, as of the date of this DLoO, except approval of Reserve Bank Of India in terms of paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction – Non Banking Financial Company-Non Systematically Important Non Deposit taking Company (Reserve Bank) Directions, 2016], there are no other statutory approvals required for this Open Offer. However, if any other statutory approvals are required 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.

3. In the event that either (a) regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of STEP2COR whose shares have been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to willful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by SEBI.

4. Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.

5. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer under the Offer. The Acquirer may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

6. **Risks involved in associating with the Acquirers:**

   The Acquirers intend to acquire up to 11,04,298 (Eleven Lakhs Four Thousand Two hundred and Ninety Eight) fully paid up equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Rs.12/- (Rupees Twelve Only) per equity share, payable in cash under the SEBI (SAST) Regulations, 2011. STEP2COR does not have any partly paid-up equity shares as on the date of PA. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade such equity shares. Post this Offer, the Acquirer will have significant equity ownership & effective management control over the Target Company pursuant to regulation 3(1) & 4 of the SEBI (SAST) Regulations.

7. The Acquirers make no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers make no assurance with respect to the financial performance of the Target Company.

8. The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

9. The risk factor set forth above pertains to the acquisition and the Offer and not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

10. The Acquirers make no assurance of market price of shares of the Target Company during or after the offer.

The risk factors set forth above, pertain to the offer and not in relation to the present or future business or operations of STEP2COR 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 STEP2COR 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.

CURRENCY OF PRESENTATION

- In this DLoO, all references to "Rs./`/Rupees/Re/Rupee" are references to the official currency of India.
- In this DLoO, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

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DEFINITIONS/ABBREVIATIONS

Acquirers	Mr. Joju Madathumpady Johny, Mrs. Shiny Joju, Mr. Johny Madathumpady Lonappan
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of share
BSE	BSE Limited
CSE	The Calcutta Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
DLoO	Draft Letter of Offer dated December 18, 2019 submitted to SEBI for its observations
DPS	Detailed Public Statement dated December 11, 2019
Tender Period	Monday, January 27, 2020 to Tuesday, February 07, 2020
ECS	Electronic Clearing Service
Escrow Banker	Kotak Mahindra Bank Limited
Equity and voting share capital	Rs.424.73 Lakh divided into 42,47,300 equity shares of Rs.10/- each
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.
IFSC	Indian Financial System Code
LoO	Letter of Offer
Manager to the Offer	CapitalSquare Advisors Private Limited
NRI(s)	Non- Resident Indians

NSDL	National Securities Depository Limited
Offer Period	From December 04, 2019 (i.e. date of entering into Memorandum of Understanding between Acquirer and Manager to the Offer) to February 25, 2020 (i.e. date of Payment Consideration)
Offer Price	Rs.12/- (Twelve Only) per equity share payable in cash
Offer/Open Offer	Cash Offer being made by the Acquirers to acquire 11,04,298 equity shares of Rs.10/- each, representing 26.00 % of the total equity and voting share capital at a price of Rs. 12/- (Rupees Twelve Only) per equity share
PA	Public Announcement dated December 04, 2019
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of STEP2COR except the Acquirer and parties to the Share Purchase Agreement
RBI	Reserve Bank of India
Registrar to the Offer	Niche Technologies Private Limited
Return on Net Worth	Profit After Tax/Net Worth
Sale Shares	17,07,200 equity shares of Rs.10/- each at a price of Rs.8/- (Rupees Eight Only)per equity share forming part of the SPA
SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations/ Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Seller or Present Promoter	Mr. Ashok Kumar Sharma, Mr. Raj Kumar Agarwal, Mrs. Sapna Agarwal
SPA or Agreement	Share Purchase Agreement dated December 04, 2019 entered into between the Acquirer and the Seller
Target Company / STEP2COR	Step Two Corporation Limited

1. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DLoO 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 DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF STEP2COR TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGET 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 DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER CAPITALSQUARE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 18, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER."

2. DETAILS OF THE OFFER:

2.1.1 Background of the Offer:

2.1.1 This Open Offer ("**Offer**") is being made by Mr Joju Madathumpady Johny, Mrs Shinny Joju and Mr. Johny Madathumpady Lonappan (hereinafter referred to as the **"Acquirers")** in compliance with regulation 3(1) & 4 of the SEBI (SAST) Regulations, to the shareholders of Step Two Corporation Limited (hereinafter referred to as "**Target Company**" or "**STEP2COR**") a company incorporated and duly registered under the Companies Act, 1956 and having its registered office 21, Hemanta Basu Sarani, 5th Floor, Room No-507, PS Hare Street, Kolkata-700013, West Bengal, India This Offer has been triggered upon the execution of the Share Purchase Agreement dated December 04, 2019 entered into by and between Mr. Ashok Kumar Sharma, Mr. Raj Kumar Agarwal, Mrs. Sapna Agarwal (hereinafter referred to as the **"Sellers**") and Mr. Mr. Joju Madathumpady Johny, Mrs. Shiny Joju, and Mr. Johny Madathumpady Lonappan (hereinafter collectively referred to as the **"Acquirers**").

2.1.2 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.1.3 There is no person acting in concert ("**PAC**") with the Acquirer within the meaning of regulation 2(1)(q) of the SEBI (SAST) Regulations.

2.1.4 The Acquirers are making an Open Offer to acquire 11,04,298 fully paid up Equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Rs.12/- (Rupees Twelve Only) per equity share (the "**Offer Price**") payable in cash, subject to the terms and conditions mentioned hereinafter.

2.1.5 The Acquirers have entered into a Share Purchase Agreement dated December 04, 2019 with the present Promoters of the Target Company viz, Mr. Mr. Ashok Kumar Sharma, Mr. Raj Kumar Agarwal and Mrs. Sapna Agarwal (hereinafter collectively referred to as the **"Sellers**") to acquire in aggregate 17,07,200 (Seventeen Lakhs Seven Thousand and Two Hundred) equity shares of Rs.10/- each representing 40.09% of the fully paid-up equity and voting share capital of the Target Company at a price of Rs.8/-per fully paid-up equity share payable in cash ("**Negotiated Price**") for a total consideration of Rs. 1,36,21,600/- (Rupees One crore Thirty Six lakhs twenty one thousand six hundred Only).
The detail of the Sellers are as under:

Sl. No.	Name & Address of Sellers	Nature	Part of the Promoter/ Promoter Group(Yes /No)	Shares Holding of the Sellers			
				Pre Transaction		Post Transactions	
				No of Share	% to paid Equity Shares	No of Share	% to paid Equity Shares
1.	Mr. Ashok Kumar Sharma 115, Shree Arvind Road, Salkia , Howrah Corporation, Howrah, West Bengal, 711106	Individual	Yes	4,000	0.09	Nil	Nil
2	Mr. Raj Kumar Agarwal CJ 281, Salt Lake, Sector II, Kolkata, Near Tank No 9, North 24 Parganas , West Bengal 700091	Individual	Yes	16,88,700	39.76	Nil	Nil
3	Mrs. Sapna Agarwal CJ 281, Salt Lake, Sector II, Kolkata, Near Tank No 9, North 24 Parganas , West Bengal 700091	Individual	Yes	10,000	0.24	Nil	Nil
TOTAL				**17,02,700**	**40.09**	**Nil**	**Nil**

2.1.6 Apart from as mentioned above 17,02,700 (Seventeen Lakhs Two Thousand and Seven Hundred) fully paid up equity shares of STEP2COR which the Acquirers have agreed to acquire pursuant to SPA dated December 04, 2019, the Acquirers have not acquired any equity shares/voting rights of the Target Company during the fifty- two weeks (52) period immediately preceding the date of the PA.

2.1.7 The Manager to the Offer i.e. CapitalSquare Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of this DLOO. The Manager to the Offer further declared and undertakes that they shall not deal in the Equity Shares of the Target Company on their own account during the offer period.

2.1.8 The Offer is not as a result of global acquisition resulting in indirect acquisition of STEP2COR.

2.1.9 The Salient features of the Share Purchase Agreement are as follows:

a. The Sellers hold 17,02,700 Equity shares of the Target Company aggregating to 40.09% of the present paid up Equity and voting share capital of the Target Company.

b. The Sellers have agreed to sell and the Acquirers have agreed to acquire in aggregate 17,02,700 fully paid up Equity shares of Rs.10/- each ("**Sale shares"**) representing 40.09% of the present paid up Equity and voting share capital of the Target Company at a price of Rs.8/- per share for cash aggregating to Rs. 1,36,21,600/- ("Purchase Price").

c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period**.**

d. The aggregate purchase consideration for the sale shares i.e. Rs. 1,36,21,600/- shall be payable to the Sellers as follows:

i.) It is hereby specifically provided that the Acquirers shall pay the Purchase Price after 30 days from the date of publication of Public Notice as per RBI Circular DNBR(PD) CC No.065/03.10.001/2015-16 dated July 09, 2015 and RBI Master Direction DNBR.(PD).005/03.10.119/2016-17 dated September 01, 2016

ii.) The Acquirers shall pay entire Purchase Price to the sellers through normal banking channel i.e, Cheque/ Bank Draft/electronic transfers viz, RTGS or NEFT.

e. The Seller shall sell, convey and deliver to the Acquirer, Sale shares and the Acquirer shall purchase, acquire and accept from the Seller.

f. The Sale Shares are free from all charges, encumbrances, pledge, liens, attachments and litigations.

g. That the Acquirers and the Seller agree to abide by its obligations as contained in the SEBI (SAST) Regulations.

h. That in case of non-compliance of any provisions of the SEBI (SAST) Regulations; the Agreement for such sale shall not be acted upon by the Seller or the Acquirer.

2.1.10 The Acquirers have not been prohibited by SEBI from dealing in the securities, in terms of direction issued under Section 11B of SEBI Act 1992 as amended or under any other Regulations made under the SEBI Act.

2.1.11 Apart from 17,02,700 (Seventeen Lakhs Two Thousand and Seven Hundred) fully paid up equity shares which the Acquirer proposes to acquire through SPA; the Acquirer does not hold any equity shares/voting rights of STEP2COR. The provisions of Chapter V of SEBI (SAST) Regulations, 2011 are not applicable to the Acquirer.

2.1.12 As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute 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.

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

2.2 Details of the proposed Offer:

2.2.1. The Acquirers have made a Public Announcement on December 04, 2019 to SEBI, BSE, CSE, Target Company and Detailed Public Statement pursuant on December 11, 2019 which was published in the following newspapers in accordance with the Regulation 14 (3):

Publication	Language	Edition
Business Standard	English	All Editions
Business Standard (Hindi)	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition
Duranta Barta	Bengali	Kolkata Edition

The Detailed Public Statement is also available on the website of SEBI at www.sebi.gov.in; website of BSE at www.bseindia.com; and the website of Manager to the Offer www.capitalsquare.in

2.2.2. The Acquirers propose to acquire from the existing equity shareholders of STEP2COR (except the parties to the SPA) 11,04,298 equity shares of Rs.10/- each representing 26.00% of total Equity and voting share capital of the Target Company, at a price of Rs.12 (Rupees Twelve Only) (the "Offer Price") per Equity share payable in cash (the "Offer" of "Open Offer")in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations,2011 and subject to the terms and conditions set out in the PA, the DPS and this Draft Letter of Offer.

2.2.3. The Target Company doesn't have any partly paid up shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage. No shares are subject to any lock- in obligations.

2.2.4. The Acquirers will accept all the Equity shares of STEP2COR those that are tendered in valid form in terms of this Open Offer up to a maximum of 11,04,298 fully paid-up Equity shares of Rs.10/- each representing 26.00% of the total Equity and voting share capital of the Target Company.

2.2.5. Since the date of the PA to the date of this DLoO, the Acquirers have not acquired any Equity shares of STEP2COR.

2.2.6. No competitive bid has been received as on date of this Draft Letter of Offer.

2.2.7. There is no differential pricing in this Open Offer.

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

2.2.9. The offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.

2.2.10. The Equity Shares of the Target Company will be acquired by Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

2.2.11. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer have appointed CapitalSquare Advisors Private Limited as the Manager to the Offer.

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

2.2.13. Upon completion of the Offer, assuming full acceptances in the Offer, Acquirers will hold 28,06,998 (Twenty Eight Lakhs six Thousand Nine hundred and Ninety Eight) Equity Shares constituting 66.09% of the present issued, subscribed and paid up share capital of the Target Company.

2.3 Object of the Offer:

2.3.1 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.

2.3.2 The Acquirers propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of the shareholders. The main purpose of takeover is to expand the Company's business activities in same/diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

2.3.3 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of STEP2COR in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of the SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

2.3.4 The Acquirers reserve the right to streamline/ restructure, pledge/ encumber its holding in the Target Company and/ or the operations, assets, liabilities and/ or businesses of the Target Company and/ or its subsidiary through arrangements, reconstructions, restructurings, mergers (including but not limited to merger with or between its subsidiary), demergers, sale of assets or undertakings and/ or re-negotiation or termination of existing contractual/ operating arrangements, at a later date in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.

2.3.5 This Open Offer is for acquisition of 26.00% of total Equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of Equity shares so acquired under SPA, the Acquirers shall hold the majority of the Equity Shares by virtue of which they shall be in a position to exercise effective management and control over the Target Company.

3. BACKGROUND OF THE ACQUIRERS:

3.1 Mr. Joju Madathumpady Johny (hereinafter referred to as "Acquirer 1")

3.1.1 Mr. Joju Madathumpady Johny, S/o Johny Madathumpady Lonappan, aged 43, residing at Madathumpady House, Thrissur, Cherur, Kerala - 680008 India (PAN:AFQPJ5236G). Contact No: 9349860825, email id: jmjgroup1@gmail.com.

3.1.2 He has completed his Bachelor of Commerce (B.com) from Calicut University Kerala in the year 1998.

3.1.3 He has more than 10 years of experience in various financial services Institutions. He is associated with JMJ Finance Limited since 2013.

3.1.4 Acquirer 1 and Acquirer 2 hold the relationship of husband and wife.
3.1.5 Acquirer 1 and Acquirer 3 hold the relationship of Son and Father.

3.1.6 He is Managing Director of following Company:

Sl. No.	Name of the Company
1.	JMJ Finance Limited

3.1.7 As on date of this Draft Letter of Offer, Acquirer does not have any interest / relationship in the Target Company nor does he hold any shares of the Target Company, except in terms of the proposed acquisition as contemplated vide the SPA. (as defined later)

3.1.8 The Networth of Mr. Joju Madathumpady Johny as on December 04, 2019 is Rs. 6,17,55,000 (Rupees Six Crores Seventeen Lakhs Fifty Five Thousand Only) and the same is certified by CA A. John Moris & Company, Chartered Accountants, (Membership No. 205461, Firm Reg. No. S007220, having its office at No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai-600014, Tel. No.044-28116003/28116004; Email:thrissur@ajohnmores.com.
3.1.9 Mr. Joju Madathumpady Johny is not related with the Target Company in any manner.

3.1.10 Mr. Joju Madathumpady Johny has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

3.1.11 Mr. Joju Madathumpady Johny has confirmed that he is not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze)of the SEBI (SAST) Regulations, 2011. It has further confirmed that it is not appearing in the willful defaulters list of the Reserve Bank of India.

3.1.12 As on the date, Acquirer- has confirmed that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

3.1.13 Mr. Joju Madathumpady Johny is not forming part of the present Promoter group of the Target Company. As on date of this DPS, there is/are no nominee(s) of the Acquirer 1 on the Board of Directors of the Target Company.

3.1.14 Except the transaction contemplated in the Share Purchase Agreement ("SPA"), the Acquirer 1 does not have any other relationship/interest in the Target Company.

3.1.15 There are no persons acting in concert in relation to the offer within the meaning of 2(1)(q)(1) of the Regulations.

3.1.16 The Acquirer undertakes that he will not sell the equity shares of the Target Company, held and acquired by him, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.2 Mrs. Shiny Joju (hereinafter referred to as "Acquirer 2")

3.2.1 Mrs Shiny Joju, W/o Joju Madathumpady Johny, aged 40, residing at Madathumpady House, Thrissur, Cherur, Kerala - 680008 India (PAN:ATNPJ2196A). Her email id is shinyjoju79@gmail.com.

3.2.2 She has completed her Higher Secondary Education in 1997 from Kerala.

3.2.3 She has over 2 years of experience in financial services Institutions.

3.2.4 Acquirer 1 and Acquirer 2 hold the relationship of Husband and wife.

3.2.5 She is the Director of following Company:

Sl. No.	Name of the Company
1.	JMJ Finance Limited

3.2.6 As on date of this DPS, Acquirer 2 does not have any interest / relationship in the Target Company nor does he hold any shares of the Target Company, except in terms of the proposed acquisition as contemplated vide the SPA (as defined later).

3.2.7 The Networth of Mrs. Shiny Joju as on December 04, 2019 is Rs. 4,70,35,000 (Rupees Four Crores Seventy Lakhs Thirty Five Thousands Only) and the same is certified by CA A. John Moris & Company, Chartered Accountants, (Membership No. 205461, Firm Reg. No. S 007220, having its office at No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai-600014, Tel. No.044-28116003/28116004; Email:thrissur@ajohnmoris.com.

3.2.8 Mrs. Shiny Joju is not related with the Target Company in any manner.

3.2.9 Mrs. Shiny Joju has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

3.2.10 Mrs. Shiny Joju has confirmed that she is not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011. It has further confirmed that it is not appearing in the willful defaulters list of the Reserve Bank of India.

3.2.11 As on the date, Acquirer 2 has confirmed that she is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

3.2.12 Mrs. Shiny Joju is not forming part of the present Promoter group of the Target Company. As on date of this DPS, there is/are no nominee(s) of the Acquirer 2 on the Board of Directors of the Target Company.

3.2.13 Except the transaction contemplated in the Share Purchase Agreement ("SPA"), the Acquire 2 does not have any other relationship/interest in the Target Company.

3.2.14 There are no persons acting in concert in relation to the offer within the meaning of 2(1)(q)(1) of the Regulations.

3.2.15 The Acquirer undertakes that she will not sell the equity shares of the Target Company, held and acquired by her, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.3 Mr. Johny Madathumpady Lonappan (hereinafter referred to as "Acquirer 3")

3.3.1 Mr. Johny Madathumpady Lonappan, S/o Lonappan M.T, aged 67, residing at Madathumpady House, Thrissur, Cherur, Kerala - 680008 India (PAN:BDFPM8546L). His email id is johnyml195229@gmail.com

3.3.2 He has completed 7th standard from Kerala.

3.3.3 He has over 30 years of experience in finance Sector.

3.3.4 Acquirer 1 and Acquirer 3 hold the relationship of Son and Father.

3.3.5 As on date, he does not held directorship of any company.

3.3.6 As on date of this DPS, Acquirer 3 does not have any interest / relationship in the Target Company nor does he hold any shares of the Target Company, except in terms of the proposed acquisition as contemplated vide the SPA (as defined later).

3.3.7 The Networth of Acquirer 3 as on December 04, 2019 is Rs. 6,69,86000 (Rupees Six Crores Sixty Nine Lakhs Eighty Six Thousands Only) and the same is certified by CA A. John Moris & Company, Chartered Accountants, (Membership No. 205461, Firm Reg. No. S 007220, having its office at No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai-600014, Tel. No.044-28116003/28116004; Email:thrissur@ajohnmoris.com.

3.3.8 Acquirer 3 is not related with the Target Company in any manner.

3.3.9 Acquirer 3 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.

3.3.10 Acquirer 3 has confirmed that he is not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011. It has further confirmed that it is not appearing in the willful defaulters list of the Reserve Bank of India.

3.3.11 As on the date, Acquirer 3 has confirmed that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

3.3.12 Acquirer 3 is not forming part of the present Promoter group of the Target Company. As on date of this DPS, there is/are no nominee(s) of the Acquirer 3 on the Board of Directors of the Target Company.

3.3.13 Except the transaction contemplated in the Share Purchase Agreement ("SPA"), the Acquirer 3 does not have any other relationship/interest in the Target Company.

3.3.14 There are no persons acting in concert in relation to the offer within the meaning of 2(1)(q)(1) of the Regulations.

3.3.15 The Acquirer undertakes that he will not sell the equity shares of the Target Company, held and acquired by him, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

4. BACKGROUND OF STEP TWO CORPORATION LIMITED ("STEP2COR" or "TARGET COMPANY")

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

4.1 Step Two Corporation Limited **(STEP2COR or Target Company)** was incorporated as Step Two Finance Private Limited on November 25, 1994 under the Provision of the Companies Act, 1956 with the Registrar of Companies, West Bengal. After Conversion to Limited Company the name of the company changed to Step Two Corporation Limited vide fresh Certificate of Incorporation dated August 07, 1995. The Corporate Identification Number of the Company is L65991WB1994PLC066080. Presently the registered office of the Target Company is situated at 21, Hemanta Basu Sarani, 5th Floor, Room No-507, PS Hare Street, Kolkata-700013, West Bengal, India.

4.2 The Authorised Share Capital of STEP2COR is Rs. 5,35,00,000 (Rupees Five Crore Thirty-Five Lakhs Only) comprising of 53,50,000 equity shares of Rs 10/- each. The Issued, Subscribed & Paid-up Capital of the STEP2COR is Rs. 4,24,73,000 (Rupees Four Crore Twenty Four Lakhs Seventy Three Thousand Only)comprising of 42,47,300 equity shares of Rs. 10/- each.

4.3 The Target Company is a Non-Banking Financial Company registered with Reserve Bank of India since June 04, 1998 vide Registration No. 05.02614.

4.4 As on date of the Draft Letter of Offer, the capital structure of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights
Authorized Equity Shares	53,50,000 Equity Shares of Rs.10.00 each
Fully Paid-up Equity Shares	42,47,300
Partly Paid-up Equity Shares	Nil
Total Paid-up Equity Shares	42,47,300 Equity Shares of Rs.10.00 each
Total voting rights in the Target Company	42,47,300 Equity Shares of Rs.10.00 each

4.5 As on date the Target Company does not have any partly paid equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations.

4.6 The entire equity shares capital of the Target Company is presently listed at BSE Limited and The Calcutta Stock Exchange Limited (CSE). Based on the information available on the BSE and CSE website, the equity shares of the Target Company are not frequently traded on BSE and CSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. The Target Company has already established connectivity with Central depositories Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

4.7 There has been no merger / demerger or spin off during the last 3 years.

4.8 The present Board of Directors of STEP2COR are as follows:

Sr. No.	Name	DIN	Designation
1.	Mr. Bhola Nath Manna	03345433	Whole time Director
2	Mr. Sanjay Agarwal	00571217	Independent Director
3	Mr. Keshav Kumar Saraf	00595594	Independent Director
4	Ms. Mamta Sharma	07080870	Non -Executive Director

4.9 Financial Information:

The financial details of STEP2COR as per the audited accounts for the last three financial years ended March 31, 2019; March 31, 2018 and March 31, 2017 and limited reviewed six months ended September 30, 2019

Profit & Loss Statement

(Rs. in Lakh)

Particulars	30-Sept-19	31-Mar-19	31-Mar-18	31-Mar-17
	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from Operations	31.16	34.79	32.74	42.07
Other Income	-	0.51	27.04	10.17
Total Income	**31.16**	**35.30**	**59.78**	**52.25**
Total Expenditure	**22.50**	**48.84**	**4.27**	**32.92**
Profit/ (Loss) before Interest, Depreciation and Tax	8.66	(13.45)	55.51	19.32
Depreciation	0.06	0.11	0.11	0.34
Profit/ (Loss) before Tax	**8.66**	**(13.54)**	**55.51**	**19.32**
Add: Exceptional Items	-	-	-	-
Less: Current Tax	2.00	-	10.80	3.60
Deferred Tax (Asset)/ Liability	-	0.03	0.08	0.05
Profit/ (Loss) After tax	**6.66**	**(13.57)**	**44.63**	**15.67**

Balance Sheet

(Rs. in Lakh)

Particulars	30-Sept-19	31-Mar-19	31-Mar-18	31-Mar-17
	(Unaudited)	(Audited)	(Audited)	(Audited)
(A) Sources of funds				
Paid up share capital	459.68	459.68	459.68	459.68
Reserves & Surplus (excluding revaluation reserves)	43.51	36.85	50.42	5.98
Less: Miscellaneous Expenditure not written off		-	-	-
Net Worth	**503.20**	**496.54**	**510.10**	**465.67**
Financial Liablities	2.21	3.26	0.37	0.42
Short Term Provisions	3.00	1.00	15.37	4.27
Total (A)	**508.40**	**500.79**	**525.84**	**470.37**
(B) Uses of funds				
Net Fixed Assets	0.92	0.98	1.09	1.20
Non-Current Investments	45.00	39.00	39.00	50.00
Loans	432.56	422.60	21.56	292.43
Deferred Tax Assets(Net)	0.09	0.09	0.12	0.20
Net Current Assets	29.83	38.12	464.07	126.54
Total (B)	**508.40**	**500.79**	**525.84**	**470.37**

Other Financial Data

For the Year Ended	30-Sept-19	31-Mar-19	31-Mar-18	31-Mar-17
	(Unaudited)	(Audited)	(Audited)	(Audited)
Dividend (%)	--	--	--	--
Earnings Per Share (Rs)	0.14	0.32	1.05	0.37
Return on Net worth (%)	1.32%	-	8.75%	3.36%
Book Value Per Share (Rs)	10.95	10.80	11.09	10.13

Note:

(i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.

(ii) Return on Net Worth = Profit after Tax / Net Worth
(iii) Book Value per Share = Net Worth / No. of equity shares
(iv) Source: Audited Annual Reports**/** Audited Financial Statements

4.10 Pre and Post-Offer Shareholding Pattern of STEP2COR (based on Issued, Subscribed & Paid-up Equity and Voting Share Capital) is as under:

Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter								
(a) <u>Party to Agreement:</u>								
Mr. Ashok Kumar Sharma	4,000	0.09	(4000)	(0.09)	-	-	-	-
Mr. Raj Kumar Agarwal	16,88,700	39.76	(16,88,700)	(39.76)				
Mrs. Sapna Agarwal	10,000	0.24	(10,000)	(0.24)				
Total	**17,02,700**	**40.09%**	**(17,02,700)**	**(40.09)%**	-	-	**-**	-
<u>(b) Promoters other than (a) above @</u>								
NIL			-	-			-	-
Total	**-**	**-**	**-**	-			-	-
Total 1 (a+b)	**17,02,700**	**40.09%**	**(17,02,700)**	**(40.09)%**			-	-
2. Acquirers:								
Mr. Joju Madathumpady Johny	**-**	**-**	10,21,620	60	11,04,298	26.00%	28,06,998	66.09%
Mrs. Shiny Joju	**-**	**-**	5,10,810	30				
Mr. Johny Madathumpady Lonappan	**-**	**-**	1,70,270	10				
Total 2	**-**	**-**	**17,02,700**	**40.09%**	**11,04,298**	**26.00 %**	**28,06,998**	**66.09%**
3. Parties to Agreement other than 1(a) & 2	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
4. Public (other than Parties to Agreement and Acquirers) #					(11,04,298)	(26.00 %)	14,40,302	33.91
a.FIs/MFs/FIIs/Banks/SFIs (Indicate names)	-	-	**-**	**-**				
b. Others	25,40,100	59.91	-	-				
c. **other than parties to SPA)from Promoter and Promoter Group**	**-**	**-**	**-**	**-**				
Total No. of Shareholders in Public Category, i.e 288	**25,40,100**	**59.91**						
Total (4) (a+b+c)	**25,40,100**	**59.91**						
GRAND TOTAL (1+2+3+4)	**42,47,300**	**100.00%**			**NIL**	**NIL**	**42,47,300**	**100.00%**

Notes:

i. *No Equity Shares are subject to lock in.*

ii. *Face value of Equity Shares of Target Company is Rs. 10.00/- each.*

iii. *The Acquirers have not acquired any shares from the date of PA till the date of this Draft Letter of Offer.*

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS:

5.1 Justification of Offer Price:

5.1.1 The Equity Shares of the Target Company are listed at the BSE Limited (BSE) and The Calcutta Stock Exchange Limited (CSE). The shares are placed under Group 'XT' , having a scrip code of "531509" & Scrip Id: STEP2COR on the BSE and the shares having a scrip code "29182"& Scrip Id: STEPTWO on the CSE.

5.1.2 The total trading turnover in the Equity Shares of the Target Company on the BSE i.e the nation-wide trading terminal and CSE based on trading volume during the twelve calendar months prior to the month of PA (December 01, 2018 to November 30, 2019) is as given below:

Stock Exchange	Total No. of Equity Shares traded during the Twelve calendar months prior to the month of PA	Total No. of listed equity shares of the Target Company	Total Trading Turnover (as % of total equity shares Listed)
BSE	1119	42,47,300	0.03%
CSE	Nil	Nil	Nil

5.1.3 Based on the above information available on the website of BSE and CSE, equity Shares of STEP2COR are not frequently traded shares within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.

5.1.4 The Offer Price has been determined taking into account the parameters as set out under regulation 8 (2) of the SEBI (SAST) Regulations, as under:

Sr. No.	Particulars	Price (In Rs per share)
1.	Negotiated Price under the SPA	Rs. 8/-
2.	The Volume Weighted Average Price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The Volume Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
5.	Other Financial Parameters as at 31st March 2019:	
	(a) NAV per Equity share	11.16
	(b) Price Earning Capacity Value per Equity Share	7.09
	(c) Market Based Value	9.80

CA Payal Gada, Chartered Accountant, Proprietor, Payal Gada & Co, Chartered Accountants, (Membership No. 110424, Firm Reg. No. 148529W) having its office at S15, 2nd Floor, Sej Plaza, Marve Road, Malad (West), Mumbai, India Tel: (022)280112075,Mob:9820562075 E-mail: payal@payalgadaco.in, vide certificate dated December 04, 2019, calculated the fair value of the equity shares of Target Company as Rs.11.95 per share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manger to the Offer, the Offer Price of Rs.12/- per equity share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

5.1.5 As on date there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations.

5.1.6 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one(1) working days before the date of commencement of the tendering period and would be notified to shareholders.

5.1.7 If the Acquirers, acquire or agree to acquire any Equity 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 Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously notify to SEBI, BSE, and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the Regulations.

5.1.8 If the Acquirers, acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

5.2 Financial Arrangements:

5.2.1 In terms of Regulation 25(1), the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. CA A. John Moris & Company, Chartered Accountants, (Membership No. 205461, Firm Reg. No. S007220, having its office at No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai-600014, Tel. No.044-28116003/28116004; Email:thrissur@ajohnmoris.com vide certificate dated December 04, 2019 stated that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.

5.2.2 The maximum consideration payable by the Acquirers to acquire 11,04,298 fully paid-up equity shares at the Offer Price of Rs.12/- (Rupees Twelve Only) per equity share, assuming full acceptance of the Offer would be Rs. 1,32,51,576/-(Rupees One Crore Thirty two Lakhs Fifty one thousand Five hundred and Seventy six only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of "STEP2COR- Open Offer Escrow Account" with Kotak Mahindra Bank Limited, 27 BKC, C27 G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051 ("Escrow Banker") and have deposited 100% of the total consideration payable in the Open Offer, assuming full acceptance.

5.2.3 The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

5.2.4 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.

5.2.5 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the Regulations, prior to effecting such revision.

6. TERMS AND CONDITIONS OF THE OFFER:

6.1 The Letter of Offer will be mailed to all those shareholders of STEP2COR (except the Acquirer and the parties to the SPA) whose name appear on the Register of Members and to the beneficial owners of the shares of the STEP2COR whose names appear on the beneficial records of the Depository Participant, at the close of business hours on January 14, 2020**("Identified Date").**

6.2 All owners of the shares, Registered or Unregistered (except the Acquirer and the parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 7 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

6.3 Accidental omission to dispatch the LoO or the non-receipt or delayed receipt of the LoO will not invalidate the Offer in anyway.

6.4 Subject to the conditions governing this Offer, as mentioned in the LoO, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

6.5 In terms of the Regulation 18(9) of the SEBI (SAST) Regulations, 2011, Public Shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.

Locked-in Shares:

There are no locked-in shares in STEP2COR.

6.6 **Eligibility for accepting the Offer:**

6.6.1 The Letter of Offer shall be mailed to all Equity Shareholders/Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders and Acquirer) whose names appear in register of Target Company as on January 14, 2020, the Identified Date.

6.6.2 This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.

6.6.3 All Equity Shareholders/Beneficial Owners (except the present promoter group Shareholders, and the Acquirer) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.

6.6.4 The Form of acceptance and other documents required to be submitted, herewith, will be accepted by Registrar to the Offer, Niche Technologies Private Limited, , having office 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata-700017, West Bengal Tel No.: +91 033-22806616/ 22806617/22806618; Fax No.: +91 033-22806619, E-mail-Id: nichetechpl@nichetechpl.com. Website: https://www.nichetechpl.com. The Contact Person is Mr. S. Abbas/ Mr. Aniruddha Dutta from 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.

6.6.5 The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the website of SEBI at: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in the Offer.

6.6.6 Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.

6.6.7 The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

6.6.8 The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/beneficial owner(s) of Target Company.

6.6.9 The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms and Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.

6.6.10 The acceptance of Shares tendered in the Offer will be made by the Acquirer in consultation with the Manager to the Offer.

6.6.11 The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

6.7 Statutory Approvals and conditions of the Offer:

6.7.1 To the best of knowledge and belief of the Acquirer, as of the date of this DLoO, except approval of Reserve Bank Of India in terms of paragraph 59 of Master Direction DNBR.PD.007/03.10.119/2016-17, September 01, 2016 [Master Direction – Non Banking Financial Company-Non Systematically Important Non Deposit taking Company (Reserve Bank) Directions, 2016], there are no other statutory approvals required for this Open Offer. However, if any other statutory approvals are required 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.

6.7.2 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 required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

6.7.3 The Acquirer in terms of Regulation 23 of SEBI (SAST) Regulations will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS had appeared.

6.7.4 In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of Regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER:

7.1 The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI and on such terms and conditions as may be permitted by law from time to time.

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

7.3 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window ("**Acquisition Window**").

7.4 For implementation of the Open Offer, the Acquirers have appointed Sharewealth Securities Limited (the "**Buying Broke**r") through whom the purchases and settlements on account of the Open Offer would be made by the Acquirer. The contact details of the Buying Broker is as follows:

Name	**Sharewealth Securities Limited**
Address	Door No. 20/232, Adiyat Lane, Poothole. P. O, West Fort, Thrissur- 680004
Contact No.	0487 - 2436500
Email Id	ho@sharewealthindia.com
Contact Person	Mr. Peethambaran N.C

7.5 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.

7.6 The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for dematerialized equity shares only.

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

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

7.8.1 Procedure For Equity Shares held in physical form:

As per the proviso to Regulation 40(1) of the LODR Regulations (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with the press release dated December 3, 2018 and March 27, 2019 issued by SEBI, effective from April 1, 2019, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form with a Depository. Accordingly, the Eligible Public Shareholders desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned DP to have their Equity Shares dematerialized**.**

7.8.2 Procedure For Equity Shares held in Demat Form:

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

2. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.

3. 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 close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

4. 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 BSE / Clearing Corporation, before the opening of the Offer.

5. Upon placing the bid, the seller member(s) shall provide Transaction Registration slip ("TRS") generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Equity Shares tendered etc.

6. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

8. ACCEPTANCE OF SHARES

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

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

9. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECIEPT OF THE 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 / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in the Letter of Offer.

The Letter of Offer along with acceptance form will be dispatched to all the eligible shareholders of the Target Company, as appearing in the list of members of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity shares of the Target Company.

The Letter of Offer along with the Form of Acceptance would also be available at website of SEBI, www.sebi.gov.in and shareholders can also apply by downloading such forms from the said website.

Alternatively, in case of non-receipt of the Letter of Offer, the Eligible Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 8. Such Eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

10. 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 Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

The direct credit of shares shall be given to the demat accounts of the Acquirer indicated by the Acquirer' Buying Broker. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

For the same, the existing facility of client direct payout in the capital market segment shall be available.

Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.

Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the Buying Broker's pool account.

In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Broker(s) / Custodian, post which, the Seller Broker(s) would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

11. SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION

For Equity Shareholders holding Equity Shares in demat:

The settlements of fund obligation for demat shares shall be effected by clearing corporation. For the equity shares accepted under the open offer, the payment will be made by the Clearing Corporation to the shareholders directly to their bank account.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Public Shareholder will receive funds payout in their settlement bank account.

The funds received from Buyer Broker by the Clearing Corporation will be released directly, to Public Shareholder.

Shareholders who intend to participate in the Offer should consult their respective Seller Broker 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 Acquirer 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), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI SAST Regulations) grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

12. NOTE ON TAXATION

The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Act. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the "Situs" of such shares. "Situs" of the shares is generally where a company is "incorporated". Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act, 1961 ("IT Act").

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

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

Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the relevant year.

The summary of income-tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

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

i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to STT upon both acquisition and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the capital gains tax would be calculated on gains exceeding INR 100,000 (Indian Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any capital gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset (lower of consideration on transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.
ii. As per section 111A of the Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).
iii. Any applicable surcharge and education cess would be in addition to above applicable rates.
iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirer shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer. However, in case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.

The tax implications are based on provisions of the IT Act as applicable as on date of this Draft Letter of Offer. In case of any amendment made effective prior to the date of closure of this Offer, then the provisions of the IT Act as amended would apply.

Notwithstanding the details given above, all payments will be made to the Public Shareholders subject to compliance with prevailing tax laws. The final tax liability of the Public Shareholder shall remain of such Public Shareholder and the said Public Shareholder will appropriately disclose the amounts received by it, pursuant to this Offer, before the Indian income tax authorities.

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF THE EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, THE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER AND PAC AND THE MANAGER TO THE OFFER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.

13. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, CapitalSquare Advisors Private Limited 208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (E), Mumbai 400093, Maharashtra, India on any working day between 10.00 a.m. and 5.00 p.m. during the period the Offer is open i.e., from January 27, 2020 to February 07, 2020.

i) Memorandum and Articles of Association and Certificate of Incorporation of **Step Two Corporation Limited**.

ii) Memorandum of Understanding between Manager to Offer i.e. CapitalSquare Advisors Private Limited and the Acquirers.

iii) Certificate dated December 04, 2019 from CA A. John Moris & Company, Chartered Accountants, (Membership No. 205461, Firm Reg. No. S 007220, having its office at No. 5, Lakshmipuram 1st Street, Deivasigamani Road (Near Music Academy) Royapettah, Chennai-600014, Tel. No.044-28116003/28116004; Email: thrissur@ajohnmores.com certifying that the Acquirers have sufficient resources available for the implementation of the Offer in full out of its own sources / financial commitment under this "Offer" in full.

iv) Certificate dated December 04, 2019 from CA Payal Gada, Chartered Accountant, Proprietor, Payal Gada & Co, Chartered Accountants, (Membership No. 110424, Firm Reg. No. 148529W) having its office at S15, 2nd Floor, Sej Plaza, Marve Road, Malad (West), Mumbai, India Tel: (022)280112075, Mob: 9820562075 E-mail: payal@payalgadaco.in,relating to the fair value of the equity shares of the Target Company.

v) Annual Reports for the last three financial years ended, March 31, 2019, March 31, 2018 and March 31, 2017 and limited reviewed six months ended September 30, 2019 of Step Two Corporation Limited

vi) Bank Statement received from, Kotak Mahindra Bank Limited for required amount kept in the escrow account and marked lien in favour of Manager to Offer.

vii) The copy of Share Purchase Agreement dated December 04, 2019 between the Sellers and the Acquirers, which triggered the Open Offer.

viii) Copy of the Public Announcement dated December 04, 2019 and published copy of the Detailed Public Statement dated December 11, 2019.

ix) Copy of the recommendations dated [●] made by the Committee of Independent Directors of the Target Company.

x) Copy of SEBI Observation letter no. [●] dated [●].

xi) Escrow Agreement between Acquirers, Kotak Mahindra Bank Limited and Manager to the Offer

14. DECLARATION BY THE ACQUIRERS:

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

Place: Thrissur, Kerala

On behalf of Acquirers

Sd/-

Date: 18/12/2019

Mr. Joju Madathumpady Johny