

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (**DLOF**) is being sent to you as Public Shareholder(s) (as defined below) of **ADESHWAR MEDITEX LIMITED ("Target Company")**. If you require any clarifications about the action to be taken, you may consult your stockbroker or Investment consultant or Manager/ Registrar to the Offer. In case you have recently sold your equity shares in Target Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was effected.

OPEN OFFER ("OFFER") BY

MR. DR. K NAGARAJARAO ('ACQUIRER 1')

Residing: 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India
Tel. No.: +91- 98445 82060; **Mail ID:** drknrao_dvg@yahoo.co.in

MR. ABHINANDAN N ('ACQUIRER 2')

Residing: 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India
Tel. No.: +91- 9620412434; **E-mail id:** abhinrao24@gmail.com

(Acquirer-1 and Acquirer-2 are hereinafter collectively referred to as 'ACQUIRERS')

MS. B.D CHAVAN ('PAC 1')

Residing: 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India
Tel. No.: +91- 9844042139 ; **E-mail id:** bdchavan555@gmail.com

MR. SATISH R CHUDEKAR ('PAC 2')

Residing: Flat No 201,Rohan Kruthika, Singhad Road, Pune-411041 India;
Tel. No.: +971 52 482 2108 ; **E-mail id:** satishchudekar@gmail.com

(PAC 1 and PAC 2 ARE HEREINAFTER JOINTLY CALLED AS THE ("PERSONS DEEMED TO BE ACTING IN CONCERT" OR "PAC"))

To acquire up to 37,52,171 (Thirty Seven Lakhs Fifty Two Thousand One Hundred and Seventy One) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each ('Offer Shares') each at a price of ₹ 20.72/- (Twenty Rupees and Seventy Two Paise Only) each payable in cash representing 26% (Twenty Six percent) of the Voting Share Capital (as defined below) of the Target Company in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, As Amended ("SEBI (SAST) REGULATIONS") from the Public Shareholders of

ADESHWAR MEDITEX LIMITED ('TARGET COMPANY')

Registered Office: 68, 6th Floor, Plot 209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021, Maharashtra, India.

Tel. No. +91-22-22674137; **E-mail:** adeshwarmedi@gmail.com; compliance@adeshwarmeditex.com

Website: www.adeshwarmeditex.com;

CIN: L52390MH2007PLC169544

1. This Offer is being made by the Acquirers pursuant to and in compliance with Regulations 3(1) & 4, and other applicable regulations of the SEBI (SAST) Regulations.
2. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. As on the date of this draft letter of offer ("Draft Letter of Offer" or "DLOF"), to the best of the knowledge of the Acquirer, there are no statutory or other approval(s) required to acquire the Equity Shares that are validly tendered pursuant to this Offer and/or to complete the Underlying Transaction (as defined below), save and except the Required Statutory Approval (as defined below) and as set out in paragraph 8.4 (Statutory and Other Approvals) of this DLOF. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained. Where the statutory approvals extend to some but not all Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer

5. If there is any upward revision in the Offer Price/Size at any time prior to the commencement of the last one working day before the commencement of the tendering period 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 had appeared. Such revised Open Offer Price would be payable for all the Shares validly tendered anytime during the tendering period of the Open Offer. 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.
6. There is no competing offer as on the date of this Draft Letter of Offer. If there is a competing offer at any time hereafter, the offers under all subsisting bids will open and close on the same date
7. Copies of the Public Announcement ("PA") and the Detailed Public Statement ("DPS") are available and copies of the DLOF and the LOF (including Form of Acceptance) (as defined below) are expected to be available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

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

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 KUNVARJI FINSTOCK PRIVATE LIMITED Registered Office: Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad-380051 Corporate Office: 1218-20, 12th Floor, The Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway – Metro Station, Andheri (E), Mumbai- 400093 CIN: U65910GJ1986PTC008979 Contact Person: Mr. Jiten Patel / Ms. Sonia Kahlon Tel No.: +91 22 69850000 Email: mb@kunvarji.com Investor Grievance Id: MB.investorgrievances@kunvarji.com SEBI Reg. No. : MB/INM000012564	 PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED Address: Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India CIN: U67120MH1993PTC074079 Contact Person: Ms. Deepali Dhuri Tel No.: + 91 022-23010771 / 49614132 E-mail Address: support@purvashare.com SEBI Reg. No. : INR000001112
OFFER OPENS ON: January 29, 2024, Monday	OFFER CLOSES ON: February 09, 2024, Friday

TENTATIVE SCHEDULE OF MAJOR ACTIVITIES

The tentative schedule of major activities under the offer is set out below:

ACTIVITY	DATE***	DAY
Date of the PA	December 5 , 2023	Tuesday
Date of publication of the DPS	December 12, 2023	Tuesday
Date of Filing of the Draft Letter of Offer with SEBI	December 19, 2023	Tuesday
Last date for a competing offer(s)*	January 4, 2024	Thursday
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	January 10, 2023	Wednesday
Identified Date**	January 12, 2024	Friday
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company as on the identified Date	January 19, 2024	Friday
Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Offer	January 24, 2024	Wednesday
Last date for upward revision of the Offer Price and / or the Offer Size	January 25, 2024	Thursday
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published.	January 25, 2024	Thursday
Date of commencement of Tendering Period (Offer Opening Date)	January 29, 2024	Monday
Date of closure of the tendering period ("Offer Closing Date")	February 09, 2024	Friday
Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	February 26, 2024	Monday
Post offer Advertisement	March 04, 2024	Monday

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

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

***The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly.

RISK FACTORS

The risk factors set forth below pertain to the underlying transaction, this Open Offer and are not intended to be a complete analysis of all risks in relation to this Open Offer or in association with the Acquirers, the PAC or the Target Company, but are only indicative. The risk factors set forth below do not relate to the present or future business or operations of the Target Company and any other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in this Open Offer, but are merely indicative. Public Shareholders are advised to consult their stock brokers, tax advisers and / or investment advisers/consultants, for analyzing all the risks with respect to their participation in this Open Offer.

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

A. RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION AND PROPOSED OFFER:

- 1) To the best of knowledge of the Acquirers, no statutory approvals are required; however, the Offer will be subject to all statutory approvals that may become applicable at a later date. The Acquirers reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011 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.
- 2) This Offer is a triggered / mandatory offer in terms of Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011.
- 3) The Open Offer is made under the SEBI (SAST) Regulations to acquire up to **37,52,171 (Thirty-Seven Lakhs Fifty-Two Thousand One Hundred and Seventy-One)** Equity Shares representing 26% of the Voting Capital, from the Public Shareholders of the Target Company. If the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted 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 the acquisition of Equity Shares from a Public Shareholders shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (One) only, subject to acquisition of a maximum of 37,52,171 (Thirty-Seven Lakhs Fifty-Two Thousand One Hundred and Seventy-One) Equity Shares. Accordingly, there is no assurance that all Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for the Open Offer.
- 4) The information pertaining to the Target Company contained in the PA or DPS or this Draft Letter of Offer or any other advertisement / publications made in connection with the Offer has been compiled from information published or provided by the Target Company or the Seller, as the case may be, or publicly available sources. The Acquirers does not accept any responsibility with respect to any misstatement by the Target Company and / or the Seller in relation to such information.
- 5) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This Draft Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.
- 6) In the event that either (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, 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 Target Company, whose Equity Shares have been accepted in the Offer as well as the return of Equity Shares not accepted

by Acquirers, may be delayed. 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, 2011.

- 7) The Equity Shares tendered in this Offer may be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer formalities and the Public Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares during such period. During such a period, there may be fluctuations in the market price of the Equity Shares that may adversely impact on the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 8) Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this DLoF.
- 9) The Acquirers and the PAC's makes no assurance with respect to any decision by the Public Shareholders on whether or not to participate in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 10) The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer / Draft Letter of Offer (DLoF) / Detailed Public Statement (DPS) / Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by Acquirers) would be doing so at his / her / its own risk.
- 11) Public Shareholders should note that those who have tendered Equity Shares in acceptance of the Offer shall not be entitled to withdraw the Equity Shares tendered even in the event of a delay in the acceptance of the Equity Shares under the Offer and / or the dispatch of consideration.
- 12) This DLoF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the DLoF who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

B. RISK RELATING TO THE ACQUIRERS AND PAC's:

- 1) The Acquirers and the PAC's or the Manager to the offer makes no assurance with respect to the financial performance of the Target Company and expressly disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
- 2) Neither the Acquirers or the PAC's , nor the Manager to the Offer make any assurance with respect to the continuation of past trends in the financial performance or future financial performance of the Target Company.
- 3) Neither the Acquirers, nor the Manager to the Offer can provide any assurance with respect to the market price of the Equity Shares, before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required by applicable laws) with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.
- 4) The Acquirers and the PAC's makes no assurance with respect to their investment / divestment decisions relating to their proposed shareholding in the Target Company.
- 5) For the purpose of disclosures in the DLoF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. All information relating to the Current Promoter and Promoter Group has been obtained from the Promoter and Promoter Group. The accuracy of such details of the Target Company and the Current Promoter and Promoter Group have not been independently verified by the Acquirers and the Manager.
- 6) Under Regulation 38 of the SEBI LODR, 2015, read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding (as determined in accordance with the SCRR) on a continuous basis. Pursuant to completion of this Open Offer and proposed preferential issue, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. In such an event, the Acquirers and/ or the existing promoter and promoter group of the

Target Company will ensure compliance with the minimum public shareholding requirements in such manner and timelines as prescribed under applicable law, which may have an adverse effect on the price of the Equity Shares.

The risk factors set forth above, pertains to this Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in the Offer, but are only indicative in nature. Public Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

- 1) In this Draft Letter of Offer, all references to “Rs.” or “₹” are references to the Indian Rupee(s), the official currency of India. Throughout this Draft Letter of Offer, all figures have been expressed in “million”, “thousand”, “lakh” or “crore” unless otherwise specifically stated.
- 2) In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and / or regrouping.

INDEX

1. DEFINITIONS	8
2. DISCLAIMER CLAUSE.....	11
3. DETAILS OF THE OFFER	12
4. BACKGROUND OF ACQUIRERS	16
5. DETAILS OF THE SELLER	19
6. BACKGROUND OF THE TARGET COMPANY – ADESHWAR MEDITEX LIMITED	20
7. OFFER PRICE AND FINANCIAL ARRANGEMENTS.....	25
8. TERMS AND CONDITIONS OF THE OFFER.....	27
9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT.....	30
10. NOTE ON TAXATION.....	37
11. DOCUMENTS FOR INSPECTION	42
12. DECLARATION BY ACQUIRERS AND PACS	43

1. DEFINITIONS

Sr.	Abbreviations	Particulars
1.	Acquirers	Mr. Dr. K. Nagaraja Rao ('Acquirer 1') Mr. Abhinandan N ('Acquirer 2')
2.	Board of Directors	The Board of Directors of Adeshwar Meditex Limited
3.	Book Value Per Equity Share	Net worth / Number of outstanding Equity Shares
4.	BSE	BSE Limited/ Bombay Stock Exchange
5.	Buying Broker	M/s. Ratnakar Securities Private Limited
6.	CDSL	Central Depository Services (India) Limited
7.	CIN	Corporate Identity Number
8.	Companies Act	The Companies Act, 2013 as amended from time to time.
9.	Depositories	CDSL and NSDL
10.	Detailed Public Statement or DPS	Detailed public statement in connection with the Open Offer, published on behalf of the Acquirer on December 12, 2023 , in the newspapers mentioned in paragraph 3.2.1 of this DLOF
11.	Designated Stock Exchange	BSE Limited/ Bombay Stock Exchange
12.	DIN	Director Identification Number
13.	DP	Depository Participant
14.	Draft Letter of Offer/ DLOF	Draft Letter of Offer dated December 19, 2023 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations, 2011
15.	EPS	Earnings per share = Profit after Tax / Number of Equity Shares issued
16.	Equity Shares/ Shares	Fully paid-up Equity Shares of the Target Company, having face value of ₹ 10/- each, unless specified otherwise
17.	Escrow Agreement	Escrow Agreement dated December 05, 2023 between Acquirers, Manager to the Offer and the Escrow bank
18.	Escrow Bank	Kotak Mahindra Bank Limited dealing through its branch offices at Nariman Point, Mumbai, India
19.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
20.	Identified Date	Friday, January 12, 2024 i.e. the date falling on the 10th working day prior to the commencement of the Tendering Period for the purpose of identifying eligible shareholders to whom the Letter of Offer will be sent.
21.	Issued, Subscribed and Paid-up Share Capital	₹ 14,43,14,260/- comprising 1,44,31,426 Equity Shares of ₹ 10/- each of the Target Company
22.	ISIN	International Securities Identification Number
23.	Letter of Offer / LOF	Letter of Offer dated [●] which shall be dispatched to the Public Shareholders of the Target Company.
24.	Manager to the Offer or Merchant Banker	Kunvarji Finstock Private Limited
25.	N.A.	Not Available/Not Applicable
26.	NRI	Non Resident Indian
27.	NSDL	National Securities Depository Limited
28.	Offer or The Offer or Open Offer	Open Offer for acquisition of up to 37,52,171 (Thirty-Seven Lakhs Fifty-Two Thousand One Hundred and Seventy-One) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each being 26% of the Paid-Up Share Capital of Target Company at a price of ₹ 20.72/- (Twenty Rupees and Seventy-Two Paise Only) per Equity Share, payable in cash.
29.	Offer Period	The period between the date on which the SPA was executed (i.e. on December 05, 2023) and the date on which the payment

Sr.	Abbreviations	Particulars
		of consideration to the Public Shareholders who have accepted the Offer is made
30.	Offer Price	₹ 20.72/- (Twenty Rupees and Seventy-Two Paise Only) per Equity Share, payable in cash
31.	Offer Size	37,52,171 (Thirty-Seven Lakhs Fifty-Two Thousand One Hundred and Seventy-One) Equity Shares of face value of ₹ 10/- (each representing 26% of the Paid-Up Share Capital of the Target Company)
32.	PAT	Profit After Tax
33.	Persons Deemed To Be Acting In Concert” or PAC /PAC’s	Ms. B.D Chavan (‘PAC 1’) Mr. Satish R Chudekar (‘PAC 2’)
34.	Persons eligible to participate in the offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Tendering Period, except the Acquirers, and parties to the SPA.
35.	Public Announcement or PA	Public Announcement dated December 05, 2023, submitted to The Bombay Stock Exchange Limited and SEBI on December 05, 2023, and sent to the Target Company
36.	Public Shareholders	All the Equity Shareholders of the Target Company other than (i) the Acquirers, (ii) the parties to the Share Purchase Agreement, and (iii) persons deemed to be acting in concert with parties at (i) and (ii) above, in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations, 2011
37.	RBI	The Reserve Bank of India
38.	Registrar or Registrar to the Offer	Purva Sharegistry (India) Private Limited
39.	Return on Net Worth	(Profit After Tax / Net Worth) *100
40.	SCRR, 1957	Securities Contracts (Regulation) Rules, 1957 as amended from time to time
41.	SPA	“SPA” means Share Purchase Agreement executed on December 05, 2023, executed between Acquirers and Promoter Seller for acquiring 61,55,332 (Sixty One Lakhs Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares carrying voting rights representing 42.65% (Forty-Two point Sixty-Five Percent) of the Paid-up Equity Share Capital of the Target Company from the Promoter Seller at an agreed price of ₹ 6.50/- (Rupees Six and Fifty Paise Only) per Equity share aggregating to ₹ 4,00,09,658/- (Rupees Four Crore nine thousand six hundred fifty-eight Only) ;
42.	SEBI	Securities and Exchange Board of India
43.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
44.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
45.	SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time
46.	Selling Shareholders / Promoter Seller / Seller	Mrs. Sucheta Sidharth Talati
47.	Target Company	Adeshwar Meditex Limited

Sr.	Abbreviations	Particulars
48.	Tendering Period	January 29, 2024, Thursday to February 09, 2024, Friday (Tentative)
49.	Underlying Transaction	The transaction as contemplated under the SPA.
50.	Voting Share Capital	The total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (tenth) Working Day from the closure of the tendering period of the Open Offer.
51.	Working Day	Working Days of SEBI

Note: All terms beginning with a capital letter used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations, 2011 unless specified. In this Draft Letter of Offer, any reference to the singular will include the plural and vice-versa.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE 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 SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS OR OF THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER (KUNVARJI FINSTOCK PRIVATE LIMITED) HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 19, 2023. TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 The Offer is a mandatory open offer being made by the Acquirer to the Public Shareholders of the Target Company in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA.

3.1.2 The Acquirers has entered into the SPA with the Selling Shareholder on December 05, 2023, for acquisition of 61,55,332 (Sixty One Lakhs Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares representing 42.65% (Forty-Two point Sixty-Five Percent) of the Paid Up and voting Equity Share capital of Target Company at a price of ₹ 6.50/- (Rupees Six and Fifty Paise Only) per Equity share aggregating to ₹ 4,00,09,658/- (Rupees Four Crore nine thousand six hundred fifty-eight Only), payable in cash along with acquisition of control over the Target Company.

3.1.3 The details of the Seller under the Share Purchase Agreement are as follows:

Sr. No	Name of Selling Shareholders	Address	Nature of Entity	Part of Promoter / Promoter Group (Yes/No)	Details of Shares/ Voting Rights held by the Selling Shareholders			
					Pre Transaction		Post Transaction	
					No. of Shares	%	No. of Shares	%
1.	Sucheta Sidharth Talati	902, Plesant Palace, 16 Narayan Dabholkar Road, Off Nepeansea Road, Malabar Hill, Mumbai, Maharashtra, 400006 India	Individual	Yes	61,55,332	42.65%	NIL	NIL
TOTAL					61,55,332	42.65%	NIL	NIL

Note :

a) The difference, if any, in the percentage is due to rounding off.

b) Please note that out of 61,55,332 equity shares Equity Shares held by Sucheta Sidharth Talati 28,95,000 Equity Shares representing 20.06% of the Voting Share Capital are currently locked-in and will continue to be under lock-in until 30th June 2024. Upon acquisition of such Equity Shares by the Acquirers, such Equity Shares will continue to be locked in for the residual lock-in period in the hands of the Acquirers, if applicable.

3.1.4 Pursuant to the consummation of the Underlying Transaction and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will have control over the Target Company and will become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. Further, pursuant to the consummation of the Underlying Transaction, the Seller, shall not hold any Equity Shares of the Target Company, and shall be declassified from the promoter and promoter group category in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations.

3.1.5 The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations.

3.1.6 The prime objective of the Acquirers for this Offer is substantial acquisition of Shares/Voting Rights of the Target Company and to control over the management of the Target Company and continue the existing business of the Target Company.

3.1.7 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company. As a consequence of the substantial acquisition of shares, voting rights and control over the Target Company by the Acquirer, this Open Offer is a mandatory offer being made by the Acquirer in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations

3.1.8 The salient features of the Share Purchase Agreement are as follows:

- I. The Seller is holding 61,55,332 (Sixty-One Lakhs Fifty-Five Thousand Three Hundred and Thirty-Two) Equity Shares representing 42.65% (Forty-Two-point Sixty-Five Percent) of the Voting Share Capital of the Target Company.
- II. The Seller has agreed to sell 61,55,332 (Sixty One Lakhs Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares and the Acquirers have agreed to acquire 61,55,332 (Sixty One Lakhs Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares, constituting 42.65% of the Equity Share capital/voting share capital of the Target Company, at a negotiated price of ₹ 6.50/- (Rupees Six and Fifty Paise Only) per share sold, aggregating to an amount of ₹ 4,00,09,658/- (Four Crore nine thousand six hundred fifty-eight Rupees Only), payable in accordance with terms and conditions stipulated in the Share Purchase Agreement.
- III. The shares sold by the seller are free from all charges, encumbrances, pledges, lien, attachments, and litigations Except, 28,95,000 Equity Shares representing 20.06% of the Voting Share Capital are currently locked-in and will continue to be under lock-in until 30th June 2024.
- IV. After completion of this Offer and consummation of the Share Purchase Agreement, the Seller does not hold any Equity Shares and voting share capital in the Target Company, and hence shall be no longer be the shareholder of the Target Company in any capacity.
- V. Upon completion of the Underlying Transaction, the Acquirers will acquire control of the Target Company and the Seller will no longer be in control of the Target Company. Acquirers and PACs shall be classified as a promoter and Promoter Group of the Target Company. The Promoter Seller shall cease to comprise the promoter and promoter group of the Target Company subject to necessary compliance and in accordance with the SEBI (SAST) Regulations and SEBI (LODR) Regulations.
- VI. The Seller shall sell, convey and deliver to the Acquirers the Offer Shares and the Acquirers shall purchase, acquire, and accept the said shares sold from the Seller.
- VII. The Acquirers have no intention to delist the Target Company pursuant to this Offer.
- VIII. The Acquirers and the Seller have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations, 2011.
- IX. Non-compliance with any provisions of the SEBI (SAST) Regulations, 2011 will lead to termination of the Share Purchase Agreement, effecting such sale from being acted upon by the Seller or the Acquirers.

3.1.9 The Acquirers, Seller and PACs are not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other Regulations made under the SEBI Act

3.1.10 The proposed change in control of the Target Company is not through any scheme of arrangement.

3.1.11 As on the date of this DLOF, there is no proposal for any change in Board of Directors of the Target Company after the completion of the Offer.

3.1.12 The Recommendations of the Committee of Independent Directors as constituted by the Board of Directors of the Target Company for the Offer will be published at least 2 (Two) Working Days before the commencement of the Tendering Period, in the same newspapers where the Detailed Public Statement was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the Offer for every competing offer/s.

3.2 Details of the Proposed Offer

In accordance with Regulations 13(1) and 15(1) of SEBI (SAST) Regulations, 2011, the PA was issued on December 05, 2023 by the Manager to the Offer, for and on behalf of the Acquirers and PAC's. A copy of the said Public Announcement was filed with BSE and SEBI and sent to the Target Company at its registered office also.

- 3.2.1 The Detailed Public Statement dated December 12, 2023, which was subsequently published in the following newspapers on Tuesday, December 12, 2023, in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations, 2011 was published in the following newspapers:

Publication	Editions	Date & Day
Financial Express (English)	All Editions	Tuesday, December 12, 2023
Mumbai Lakshadeep (Marathi)	Maharashtra Edition	Tuesday, December 12, 2023
Jansatta (Hindi)	All Editions	Tuesday, December 12, 2023

A copy of the Detailed Public Statement has been filed with BSE and sent to SEBI and the Target Company on Tuesday, December 12, 2023 .A copy of DPS is also available on the SEBI's website (www.sebi.gov.in) and BSE's website (www.bseindia.com).

- 3.2.2 The Acquirers along with PACs have made this Offer in terms of Regulation 3(1) and Regulation 4 SEBI (SAST) Regulations, 2011 to the Public Shareholders of the Target Company, to acquire up to 37,52,171 (Thirty Seven Lakhs Fifty Two Thousand One Hundred and Seventy One) fully paid up Equity Shares representing 26% of the Voting Capital at ₹ 20.72/- (Twenty Rupees and Seventy Two Paise Only) each aggregating to ₹ 7,77,44,983 (Seven Crore Seventy Seven Lakh Forty Four Thousand Nine Hundred Eighty Three Rupees only). The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI SAST Regulations
- 3.2.3 As of date of this Draft Letter of Offer, the Target Company doesn't have:
- Any partly paid up shares.
 - Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options etc., which are convertible into Equity Shares at a later stage.
 - Equity Shares which are forfeited or kept in abeyance.
- 3.2.4 There is no differential pricing in the Offer.
- 3.2.5 This is not a competitive bid in terms of the provisions of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 3.2.6 The Offer Price has been arrived in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirers in accordance with the SEBI (SAST) Regulations, 2011 will be the Maximum Consideration.
- 3.2.7 This Offer is made to all the Public Shareholders of the Target Company except the Acquirers in terms of provision of the regulation 7(6) of SEBI (SAST) Regulations, 2011.
- 3.2.8 This Offer is not a conditional offer and is not subject to any minimum level of acceptance from the Public Shareholder. Acquirers will accept the Equity Shares of the Target Company tendered in valid form in terms of this Offer up to a maximum of 37,52,171 (Thirty Seven Lakhs Fifty Two Thousand One Hundred and Seventy One) fully paid-up Equity Shares being 26% of the Voting Capital of the Target Company at a price of ₹ 20.72/- (Twenty Rupees and Seventy Two Paise Only) per fully Paid-Up Equity Share from the Public Shareholders of the Target Company. The aggregating to a total consideration of ₹ 7,77,44,983.12 (Seven Cores Seventy-Seven Lakhs Forty-Four Thousand Nine Hundred and Eighty-Three Rupees and Twelve Paise Only) (assuming full acceptance) .

- 3.2.9 The Acquirers have not acquired any shares of Target Company after the date of PA i.e. December 05 , 2023 and up to the date of DLoF.
- 3.2.10 The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all lien, charges and encumbrance. The Sale Shares will be acquired, subject to such Sale Shares being validly tendered in this Open Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the PA, the DPS and as will be set out in the DLoF, and the tendering Public Shareholders shall have obtained all necessary consents required by them to Tender the Offer Shares.
- 3.2.11 The Manager to the Offer does not hold any Equity Shares in the Target Company as of the date of DPS and this DLoF. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.12 As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19A of the SCRR, 1957, the Target Company is required to maintain at least 25% (Twenty-Five Percent) of the Public Shareholding, on continuous basis for listing. Pursuant to completion of this offer, assuming full acceptance, the Public Shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR, 1957 and the SEBI (LODR) Regulations, 2015. In this case, the Acquirers along with PAC's undertakes to take necessary steps to facilitate compliance by the Target Company with the relevant provisions of the SEBI (LODR) Regulations, 2015 within the time period mentioned therein or in accordance with such other directions as may be provided by the BSE and MSEI, in accordance with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations, 2011 and SCRR, 1957.
- 3.2.13 Upon completion of this Offer, assuming full acceptances, the Acquirers along with PACs will hold 1,25,77,503 (One Crore Twenty-Five Lakhs Seventy-Seven Thousand Five Hundred and Three Only) representing 87.15% of the Equity Share capital/voting share capital of the Target Company.
- 3.2.14 If the Acquirers or PACs acquire Equity Shares of the Target Company during the period of 26 (Twenty-Six) Weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose offer Shares have been accepted in the offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011 or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 3.2.15 The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.

3.3 Object of the acquisition / offer

- 3.3.1 The Object of the acquisition is substantial acquisition of Shares/Voting Rights of the Target Company and to control over the management of the Target Company and continue the existing business of the Target Company.

- 3.3.2 The Acquirers may at its discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including, without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011. No proposal in this regard has been finalized as of the date of this Draft Letter of Offer.
- 3.3.3 In terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011, Acquirers do not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of Target Company in the succeeding 2 (Two) years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the Shareholders of Target Company through a special resolution passed, by way of postal ballot in terms of regulation 25(2) of the SEBI (SAST) Regulations, 2011 and subject to the provisions of applicable laws as may be required.
- 3.3.4 The acquirers will continue with existing line of Business of the Target Company. Target Company is engaged in the manufacturing of surgical dressings and external preparations products i.e. sterile surgical wound dressing, tulle dressing, adhesive bandages, medical disposable, absorbent gauze, disinfectants, plaster, medical kits, etc. The firm caters to both the domestic as well as international markets. The Target Company is also carrying out trading activities and marketing activities of Pharmaceutical Products and getting its products manufactured from various manufacturers.
- 3.3.5 Pursuant to the Offer and upon the completion of the transactions contemplated in the Agreement, the Acquirers will be classified as promoters and PACs will be classified as the Promoter group of the Target Company and the Seller/present Promoter and Promoter Group will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI LODR Regulations.

4. BACKGROUND OF ACQUIRERS AND PACS

A. INFORMATION ABOUT THE ACQUIRER - ("ACQUIRERS")

a) **Dr. K. Nagaraja Rao ("ACQUIRER 1")**

- i. Dr. K. Nagaraja Rao, S/o Mr. Munishamrao Krishnoji Rao, aged 74 years, is a resident of India currently residing at 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India; Ph. No. +91-9844582060; E-mail id: drknrao_dvg@yahoo.co.in.
- ii. He has completed M.D. in Psychiatry, from All India Institute of Medical Sciences (A.I.I.M.S), New Delhi (May 1978) and M.B.B.S., from Mysore Medical College, Mysore University in the year January 1971. He has an experience of more than 52 years in the field of medical science. He has been on Board of the Target Company since March 24, 2017 and he also holds the 16,90,000 Equity Shares in the Target Company. Presently he is holding position of Whole Time Director in the Target Company and is responsible for overall affairs of the Company.
- iii. Acquirer-1 is a whole-time director of the Target Company and associated with the Target Company from March 24, 2017.
- iv. Name(s) other Companies in which the Acquirer 1 holds Directorship, the details of the same is as follows:

Sr.	Name of the Companies	Designation
1.	Vitrag Biofabs Pvt Ltd.	Director

- v. The Net worth of the Acquirer 1 as on November 09, 2023, is Rs.11,08,68,467/- (Rupees Eleven Crores Eight Lakh Sixty-Eight Thousand Four Hundred and Sixty-Seven) and the same is certified by Mr. Sachin H. Chordiya (Membership No.: 130492), Proprietor of M/s. Sachin H. Chordiya and Company, Chartered Accountant having its office at 3/B, Phule Colony, 80 Feet Road, Dhule - 424001 vide his certification dated November 09, 2023 (UDIN:23130492BGWEZC2020).

- vi. As on the date of this DPS, Acquirer-1 hold 16,90,000 (Sixteen Lakhs Ninety Thousand) Equity Shares of the Target Company and is not shown a part of promoter and promoter group of the Target Company. The details of the acquisition of shares are as follows:

Shareholding details of acquirer 1 in the Target Company.

Sr. No	Date of acquisition of equity shares	Number of equity shares	Price acquisition
1	February 13, 2017	3,84,615	13/-
2	March 01, 2017	2,15,384	13/-
3	December 31, 2019	*2,45,001 (Purchase from SMT)	35/-
4	January 25, 2021	8,45,000(Issued via bonus)	Nil
	TOTAL	16,90,000	

*Shares Purchase from Sidharth Mulchand Taleti

- vii. Acquirer-1 will be classified as a promoter of the Target Company, on the consummation of the SPA and in accordance with the SEBI (SAST) Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

b) Mr. Abhinandan N ("ACQUIRER 2")

- i. Mr. Abhinandan N, S/o Dr. K. Nagaraja Rao, aged 33 years, is a resident of India currently residing at 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India; Ph. No. +91-9620412434; E-mail id: abhinrao24@gmail.com
- ii. Acquirer 2 has completed B. E. Computer Science & Engineering from Bapuji Institute of Engineering & Techonology (BIET), Davanagere, Visvesvarya Techonological University, Belgaum, Karnataka. 2011 and is pursuing Chartered Accountancy from Institute of Chartered Accountants of India.
- iii. Acquirer 2 is also appointed as the Chief Financial officer of the target company with effect from September 30, 2022
- iv. Name(s) of the Companies in which the Acquirer holds Directorship:

Sr.	Name of the Companies	Designation
2.	Vitrag Biofabs Pvt Ltd.	Director

- v. As on the date of DPS, the Acquirer 2 holds 4,60,000 Equity Shares in the Target Company and is not shown a part of promoter and promoter group of the Target Company. The details of the acquisition of shares are as follows:

Sr. No	Date of acquisition of equity shares	Number of equity shares	Price of acquisition
1	March 01, 2017	1,00,000	13/-
2	April 21, 2017	1,00,000	13/-
3	January 25, 2021	2,00,000 (Issued via bonus)	Nil
4	March 07, 2022	6,000	26.35 /-
5	March 07, 2022	6,000	27.45 /-
6	May 27, 2022	6,000	25.50/-

7	May 30, 2022	42,000	25.50/-
	Total	4,60,000	

- vi. The Net worth of the Acquirer 2 as on November 09, 2023 is Rs.6,41,78,700/- (Rupees Six Crores Forty-One Lakh Seventy-Eight Thousand and Seven Hundred) and the same is certified by Mr. Sachin H. Chordiya (Membership No.: 130492), Proprietor of M/s. Sachin H. Chordiya and Company, Chartered Accountant having its office at 3/B, Phule Colony, 80 Feet Road, Dhule - 424001 vide his certification dated November 09, 2023 (UDIN:23130492BGWEZB3741)
- vii. Acquirer-2 will be classified as a promoter of the Target Company, on the consummation of the SPA and in accordance with the SEBI (SAST) Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

c) Joint Undertakings / Confirmations by the Acquirers:

- i. The Acquirers have not acquired any Equity Shares of the Target Company between the date of PA i.e., December 05, 2023, and the date of this Detailed Public Statement.
- ii. The Acquirers undertake that they will not sell the Equity Shares of the Target Company held by them during the Offer Period in terms of regulation 25(4) of the SEBI (SAST) Regulations.
- iii. The Acquirers have no relationship with the Seller.
- iv. The Acquirers have undertaken that if they acquire any further Equity Shares of the Target Company during the Offer period, they shall disclose such acquisition to the Stock Exchange where the Equity Shares of the Target Company are listed and to the Target Company at its registered office within 24 hours of such acquisition in compliance with Regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire any Equity Shares of the Target Company during the period between three Working Days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per Regulation 18(6) of the SEBI (SAST) Regulations.
- v. As of the date of this DPS, the Acquirers are not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or any other regulations made under the SEBI Act.
- vi. The Acquirers are not categorized as a willful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- vii. The Acquirers are not categorized / declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- viii. The Acquirers and other companies in which he is the promoter and/or director, are not appearing in the wilful defaulter's list of the Reserve Bank of India.
- ix. The Acquirers and the other companies, in which he is the promoter and/or director, has not been prohibited from assessing the capital market under any order/direction passed by SEBI.

B. Information about the PACs :

a) Ms. B.D Chavan ("PAC 1")

- i. Ms. B.D Chavan aged 75 years is W/o Dr. K. Nagaraja Rao (acquire 1) and M/o Abhinandan N (acquire 2), resides at 2663, Manasa, 1st Main, M C C B Block, Davanagere, Karnataka, 577004, India; Ph. No. +91- 9844042139 ; E-mail id: bdchavan555@gmail.com
- ii. On the day of this DPS, PAC-1 holds 4,00,000 (Four Lakhs Only) Equity Shares representing 2.77 % of the Paid-up Equity Share Capital of the Target Company,

b) Mr. Satish R Chudekar ("PAC 2")

- i. Mr. Satish R Chudekar aged 69 years is Co-brother of Dr. K. Nagaraja Rao and Uncle of Abhinandan N. , having a residential address at Flat No 201,Rohan Kruthika, Singhad Road, Pune-411041 India; Ph. No. +971 52 482 2108; E-mail id: satishchudekar@gmail.com

- ii. On the day of this DPS, PAC -2 holds 1,20,000 (One Lakh Twenty Thousand Only) Equity Shares representing 0.83% of the Paid-up Equity Share Capital of the Target Company,

c) Declarations by the PACs

- i. The PACs are not part of any group of Target Company.
- ii. The PACs hereby confirm that they have not been debarred or prohibited by SEBI from accessing the stock market or dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 as amended or under any other regulation made under the SEBI Act.
- iii. The PACs have confirmed that they have not been categorized as a “Wilful Defaulter” in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011.
- iv. PACs further confirms that the PACs and other companies in which they are promoter and/or director, are not appearing in the wilful defaulter’s list of the Reserve Bank of India.
- v. The PAC and the other companies, in which they are the promoter and/or director, has not been prohibited from assessing the capital market under any order/direction passed by SEBI.
- iii. Based on the information available, the PACs have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.
- iv. The PACs undertakes that if they acquire any Equity Shares of the Target Company during the Offer period, they will inform to the Stock Exchange and the Target Company within 24 hours of such acquisitions and they[will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period ("TP") and until the closure of the TP in accordance with Regulation 18(6) of SEBI (SAST) Regulations, 2011.
- v. PACs will be classified as a promoter group of the Target Company, on the consummation of the SPA and in accordance with the SEBI (SAST) Regulations and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”).

5. DETAILS OF THE SELLER

The details of the Promoter Seller i.e Ms. Sucheta Sidharth Talati is as under:

Name & Address of Promoter Seller	Nature of Entity	Part of Promoter / Promoter Group (Yes/No)	Details of Equity Shares / Voting Rights held by the Promoter Seller			
			Pre Transaction*		Post Transaction	
			No. of Equity Shares	%	No. of Equity Shares	%
Sucheta Sidharth Talati 902, Plesant Palace, 16 Narayan Dabholkar Road, Off Nepeansea Road, Malabar Hill, Mumbai, Maharashtra, 400006 India	Individual	Yes	61,55,332*	42.65	Nil	Nil
Total			61,55,332	42.65	Nil	Nil

Note :

* Please note that out of 61,55,332 equity shares Equity Shares held by Sucheta Sidharth Talati 28,95,000 Equity Shares are currently *locked-in and will continue to be under lock-in until 30th June 2024. Upon acquisition of such Equity Shares by the Acquirers, such Equity Shares will continue to be locked in for the residual lock-in period in the hands of the Acquirers, if applicable.

- i. The Promoter Seller has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulations, made under the SEBI Act.
- ii. The equity shares held by the Promoter Seller are free from all encumbrances however 28,95,000 Equity Shares out of 61,55,332 equity shares representing 20.06 % of the total Voting Share Capital are under lock-in.
- iii. Post completion of the Offer formalities, the Promoter Seller shall relinquish the control and

management of the Target Company in favour of the Acquirers, in accordance with and in compliance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015").

- iv. The Promoter Seller have not been categorized as a "Wilful Defaulter" in terms of Regulation (1) (ze) of the SEBI (SAST) Regulations, 2011. They further confirm that they and other companies, in which they were a promoter and/or directors, are not appearing in the wilful defaulter's list of the Reserve Bank of India.
- v. Based on the information available, the Promoter Seller has not been declared a Fugitive Economic Offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulation 2(1) (ja) of SEBI (SAST) Regulations, 2011.
- vi. The Promoter Seller undertake that if she acquire any Equity Shares of the Target Company during the Offer period, they will inform to the Stock Exchange and the Target Company within 24 hours of such acquisitions and they will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period in accordance with Regulation 18(6) of SEBI (SAST) Regulations, 2011.

6. BACKGROUND OF THE TARGET COMPANY – ADESHWAR MEDITEX LIMITED

- 6.1 The Target Company is a public limited company and was incorporated as Adeshwar Meditex Private Limited CIN : U52390MH2007PTC169544 vide certificate of Incorporation dated April 02, 2007 under provisions of the Companies Act, 1956 and registered at the Registrar of Companies, Mumbai. Subsequently pursuant to a special resolution of our Shareholders passed in the extra-ordinary general meeting held on February 16, 2021, the Company was converted from a private limited company to public limited company as per the provisions of the Companies Act, 2013 and consequently, the name of our Company was changed to Adeshwar Meditex Limited on March 09, 2021 pursuant to a fresh certificate of incorporation issued by the Registrar of Companies, Mumbai and new CIN was also been issued by the ROC i.e. U52390MH2007PLC169544 , after that in year 2021 company had listed there equity shares on the BSE Sme platform pursuant listing new number of the company got changed to L52390MH2007PLC169544 .
- 6.2 The Registered Office of the Target Company is situated at 68, 6th Floor, Plot 209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021, Maharashtra, India, Tel. No. +91-22-22821590; E-mail: adeshwarmedi@gmail.com; Website: www.adeshwarmeditex.com
- 6.3 The Company is engaged in manufacturing surgical dressings and external preparations products i.e. sterile surgical wound dressing, tulle dressing, adhesive bandages, medical disposable, absorbent gauze, disinfectants, plaster, medical kits, etc. The firm caters to both the domestic as well as international markets. After that in 2021 the Target Company came with the Initial Public Offer and listed its equity shares in BSE (SME).
- 6.4 The Target Company is also carrying out trading activities and marketing activities of Pharmaceutical Products and getting its products manufactured from various manufacturers. The Registered Office of the Target Company is situated at 68, 6th Floor, Plot 209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai 400021, Maharashtra, India, Tel. No. +91-22-22821590; E-mail: adeshwarmedi@gmail.com/compliance@adeshwarmeditex.com Website: www.adeshwarmeditex.com.
- 6.5 The Authorized Share Capital of the Target Company is ₹ 15,00,00,000/- comprising of 1,50,00,000 Equity Shares of ₹ 10/- each. The paid-up Equity Share Capital of the Target Company is ₹ 14,43,14,260/- comprising 1,44,31,426 Equity Shares of ₹ 10/- each fully paid up.
- 6.6 As on the date of DLoF, there are no partly paid-up equity shares. There are no outstanding warrants or options or similar instruments convertible into Equity Shares at a later stage. No Equity Shares are subject to any lock-in obligations except 28,95,000 Equity Shares representing 20.06% of the Voting

Share Capital each held by Sucheta Sidharth Talati is currently locked-in and will continue to be under lock-in until 30th June 2024. Upon acquisition of such Equity Shares by the Acquirers, such Equity Shares will continue to be locked in for the residual lock-in period in the hands of the Acquirers, if applicable.

6.7 The Offer Price will be payable in cash, through bank transfer, by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.

6.8 As of the date of this Draft Letter of Offer, the Share Capital structure of the Target Company is as follows:

Paid-up Equity Shares of the Target Company	No. of Equity Shares / Voting Rights	Percentage of Equity Shares / Voting Rights
Fully paid-up Equity Shares	1,44,31,426	100%
Partly paid-up Equity Shares	0	NIL
Total paid-up Equity Shares	1,44,31,426	100%
Total voting rights in TC	1,44,31,426	100%

6.9 The Equity Shares of the Target Company are listed and traded at BSE SME platform only bearing the symbol '**ADESHWAR**', script code 543309 and the ISIN of Equity Shares of the Target Company is INE0H8J01015. The status of the equity shares listed is under 'M' Category in BSE.

6.10 The Equity Shares are frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations, 2011 as of the date of PA.

6.11 As of the date of this Draft Letter of Offer, there is no subsidiary or holding company of the Target Company.

6.12 Presently, there are no outstanding partly paid-up shares in the Target Company.

6.13 There has been no merger/de-merger, spin-off during the last 3 (Three) years involving the Target Company.

6.14 As of the date of This DLoF, the composition of the Board of Directors of Adeshwar Meditex Limited is as under:

Sr.	Name	Designation	DIN
1.	Sucheta Sidharth Talati	Non-Executive Non-Independent Director	01976461
2.	Ashalata Baburao Raut	Whole Time Director	02608730
3.	Shailesh Vinayak Rajpure	Director	06758460
4.	Krishnojirao Nagaraja Rao	Wholetime Director	07684308
5.	Benegal Parameshwara Udpa	Independent Director	08563819
6.	Arun Shankar Koli	Independent Director	08234299
7.	Nagaraja Rao Abhinandan	Chief Financial Officer (KMP)	AMGPA1265M
8.	Shivani Shivshankar Tiwari	Company Secretary	AIHPT7680E

6.15 The financial information of Target Company based on the unaudited for the period ended 30th September, 2023 and Audited financial year ended March 31, 2023, March 31, 2022 and March 31, 2021 are as follows: **(Amt. in lacs)**

Profit & Loss Statement*	Unaudited Sep 2023**	Year Ended 31.03.2023	Year Ended 31.03.2022	Year Ended 31.03.2021
	(Unaudited) Limited Review**	(Audited)	(Audited)	(Audited)
Income from Operations	4626.47	8235.68	6475.54	6597.18
Other Income	8.45	30.59	22.9	26.82
Total Income	4634.91	8,266.27	6498.44	6624
Total Expenditure (Excl. Depreciation and Interest)	4406.28	7,717.76	6138.5	6134.43
Profit Before Exp. Item, Depreciation, Interest and Tax	228.63	548.51	359.94	489.57
Depreciation	28.73	53.12	38.2	36.83
Interest	102.68	205	202.63	218.69
Exceptional Item	-	-	-	-
Profit/ (Loss) Before Tax	97.22	290.39	119.11	234.05
Provision for Tax	24.56	83.03	39.82	66.31
Profit/ (Loss) After Tax	72.66	207.36	79.29	167.74

Balance Sheet Statement*	Unaudited Sep 2023**	Year ended on March 31 (Audited)		
		2023	2022	2021
Sources of Funds				
Equity Share Capital	1,443.14	1,443.14	1,443.14	1,053.14
Other Equity	1920.63	1847.96	1652.24	1,005.08
Secured/Unsecured Loan	1350.27	1,642.84	1724.47	2,039.71
Other Non-Current Liabilities	-	3.78	12.17	25.2
Provisions	49.91	57.09	43.46	41.98
Trade Payable	2340.99	1,678.56	2,082.71	1,794.62
Other Current Liabilities	38.15	26.91	298.99	270.79
TOTAL	7,143.09	6,700.28	7,257.18	6,230.52
Application of Funds				
Property, Plant & Equipment	377.17	370	302.99	224.02
Long Term Loans & Advances	130.17	108.81	89.9	74.3
Deferred tax assets (net)	11.71	11.27	12.31	13.13
Inventories	2317.11	2432.2	2,530.07	2,610.74
Investments	9.8	9.8	10.01	8.4
Trade Receivable	3,367.05	2793.24	3,248.34	2,726.49
Cash and Cash Equivalents	247.56	190.41	192.1	106.71
Short Term Loans & Advances	446.96	528.41	526.7	218.01
Other Non-Current Assets	223.47	243.23	332.01	204.7
Other Current assets	12.09	12.91	12.75	44.02
TOTAL	7,143.09	6700.28	7,257.18	6,230.52

*Source: Audited Financial Statements

**unaudited financial statement for September 2023

Other Financial Data	Year ended on March 31		
	2023	2022	2021
Dividend (%)	-	-	-
Earnings Per Share (₹)	1.44	0.55	1.59
Net worth	3,291.10	3095.38	2,058.22
Return on Net worth (%)	6.30%	2.56%	8.15%
Book Value Per Equity Share	22.81	21.45	19.54

6.16 Pre and Post Shareholding pattern of the Target Company as of the date of this Draft Letter of Offer is as follows: (as on December 19, 2023 filing date)

Shareholders' Category*	Shareholding and voting rights prior to the Agreement/ acquisition and offer		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Offer	
	(A)		(B)		(C)		i.e. = (A+B+C)	
	No.	%	No.	%	No.	%	No.	%
1. Promoter and Promoter Group								
a) Promoter								
Indian								
Sucheta Sidharth Talati	61,55,332	42.65	(61,55,332)	(42.65)	-	-	-	-
Foreign	-	-						
-	-	-	-	-	-	-	-	-
b) Promoters other than 'a' above								
-	-	-	-	-	-	-	-	-
Total (1) (a+b)	61,55,332	42.65	-	-	-	-	-	-
2. Parties to the SPA other than 2 above								
-	-	-	-	-	-	-	-	-
Total (2)	-	-	-	-	-	-	-	-
3. Acquirer								
-	-	-	-	-	-	-	-	-
Dr. K. Nagaraja Rao	16,90,000	11.71	23,10,000	16.00	14,25,825	9.88	5425825	37.59
Mr. Abhinandan N	4,60,000	3.19	38,45,332	26.65	23,26,346	16.12	6631678	45.96
Ms. B.D Chavan	4,00,000	2.77	-	-	-	-	4,00,000	2.77
Mr. Satish R Chudekar	1,20,000	0.83	-	-	-	-	1,20,000	0.83
Total (3)	26,70,000	18.50	61,55,332	42.65	37,52,171	26	1,25,77,503	87.15
a) Financial Institutions/ Banks	-	-	-	-	-	-	-	-
b) Resident Individuals	47,66,094	33.04	-	-	(37,52,171)	(26)	18,53,923	12.85
c) Non Resident Indians (NRIs)	1,68,000	1.16	-	-				
d) Bodies Corporate	1,26,000	0.87	-	-				
e) Others	5,46,000	3.78	-	-				
Total (4) Public Category (a+b+c+d+e)	56,06,094	38.85	-	-	-	-	18,53,923	12.85
Grand Total (1+2+3+4)	1,44,31,426	100	-	-	-	-	1,44,31,426	100

Note :

- a) *The difference, if any, in the percentage is due to rounding-off.*
- b) *Ms. B.D Chavan, W/o Dr. K. Nagaraja Rao and M/o Abhinandan N holds 4,00,000 (Four Lakhs Only) Equity Shares representing 2.77 % of the Paid-up Equity Share Capital of the Target Company,*
- c) *Mr. Satish R Chudekar Co-brother of Dr. K. Nagaraja Rao and Uncle of Abhinandan N holds 1,20,000 (One Lakh Twenty Thousand Only) Equity Shares representing 0.83% of the Paid-up Equity Share Capital of the Target Company,*
- d) *Together the PAC representing 3.60% of the Paid-up Equity Share Capital of the Target Company.*
- e) *After the acquisition of Equity Shares pursuant to SPA, Dr. Nagaraja K Rao and Mr. Abhinandan N along with PAC will hold 88,25,332 (Eighty-Eight Lakhs Twenty-Five Thousand Three Hundred and Thirty-Two) Equity Shares representing 61.15% (Sixty-One-point Fifteen Percent) of the Voting Share Capital of the Target Company.*
- f) *PAC 1, Acquirers 1 and PAC 2 has given Power of Attorney dated August 02, 2023, and August 04, 2023 respectively to Mr. Abhinandan N for all the matters related to this Open Offer.*
- g) *The Acquirers has acquired 61,55,332 (Sixty One Lakhs Fifty Five Thousand Three Hundred and Thirty Two) Equity Shares carrying voting rights representing 42.65% (Forty-Two point Sixty-Five Percent) held by the Shareholder of the Target Company through the Share Purchase Agreement (SPA) dated December 05, 2023.*
- h) *Please note that 28,95,000 Equity Shares representing 20.06% of the Voting Share Capital each held by Sucheta Sidharth Talati is currently locked-in and will continue to be under lock-in until 30th June 2024. Upon acquisition of such Equity Shares by the Acquirer, such Equity Shares will continue to be locked in for the residual lock-in period in the hands of the Acquirers, if applicable.*
- i) *Pre-Shareholding Pattern is based on September 30, 2023.*
- j) *All percentages are calculated on the Total Equity Paid up Shares Capital of the Target Company, as on 10th working day after closing of tendering period.*

6.17 There are no existing orders or on-going procedures against the Target Company and its Promoters, including existing selling promoters, under the SEBI Act and the regulations made thereunder or by any other regulator. Further, no penalties had been or have been levied by SEBI/ RBI or any other regulatory body against the Target Company and its Promoters, including existing promoters. Further, no statutory approvals are pending as of date.

6.18 The Target Company and its directors are not or have not been declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018, including subsequent amendments thereto, nor are they or have they been categorized nor are appearing in the 'Wilful Defaulter' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

6.19 The closing market price of the Equity Shares of the Target Company as of the date of the Public Announcement and the Detailed Public Statement, the trading day after the date of the Public Announcement was as below:

Particulars	Closing Market Price
December 05, 2023 the date of the PA *	30/-
December 06, 2023 the next trading day after the PA	30/-
December 12, 2023, 2023 the date of the DPS**	30/-
December 13, 2023, 2023 the next trading day after the DPS	29.71/-

*As closing market price of December 05, 2023 is not available considering opening price of December 06, 2023 as closing price.

***As closing market price of December 12, 2023 is not available considering opening price of December 13, 2023 as closing price.

(Source: www.bseindia.com)

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price

- 7.1.1 The Equity Shares of the Target Company are presently listed on BSE having the symbol ADESHWAR, Script Code: 543309 and the ISIN of Equity Shares of the Target Company is INE0H8J01015. The Equity Shares of the Target Company are frequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1)(j) of SEBI (SAST) Regulation, 2011.
- 7.1.2 The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the Twelve calendar months prior to the month of PA (i.e. December 01, 2022, to November 30, 2023) is as set out below:

Stock Exchange	Time Period	Total Number of Equity Shares traded during the twelve calendar months prior to the month of PA	Total Number of listed Equity Shares	Annualized trading turnover (as % of total Equity Shares listed)
BSE	December 01, 2022 to November 30, 2023	19,98,000	1,44,31,426	13.84

(Source: www.bseindia.com)

- 7.1.3 The Offer Price of ₹ 20.72/- (Twenty Rupees and Seventy-Two Paise Only) per Equity Share has been determined in terms of Regulations, 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011 being the highest of the following:

Sr.	Particulars	Price (₹ per Equity Share)
A	The highest negotiated price per Equity Share of the Target Company for acquisition under any agreement attracts the obligation to make a PA of an Open Offer.	Not Applicable
B	The volume-weighted average price paid or payable for acquisitions, whether by the acquirers or by any person acting in concert with him, during the 52 (Fifty-two) weeks immediately preceding the date of the public announcement.	Not Applicable
C	The highest price paid or payable for any acquisition, whether by the acquirers or by any person acting in concert with him, during the 26 (Twenty-six) weeks immediately preceding the date of the public announcement.	Not Applicable
D	The volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on an exchange, provided such shares are frequently traded.	20.72/-*
E	The per Equity Share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.	Not Applicable
F	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	Not Applicable

(Source: Certificate dated December 05, 2023, issued by CS SHREYANSH M JAIN Registered Valuer, (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12124, having its office at 2005-A, Rathi Palace, Ring Road, Surat – 395002, Gujarat, India .Email: rvshreyanshmjain@gmail.com(C) +91 95582 19019)

- 7.1.4 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations, 2011.
- 7.1.5 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 SEBI (SAST) Regulations, 2011.
- 7.1.6 Provided that no such acquisition shall be made after the 1 (One) 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 SEBI (SAST) Regulations, 2011, 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 Acquirers shall (i) make corresponding increases to the escrow amount (ii) make public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.
- 7.1.7 If the Acquirers, acquires Equity Shares of the Target Company during the period of 26 (Twenty-Six) Weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 7.1.8 As of date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 7.1.9 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 day before the date of commencement of the tendering period and would be notified to the shareholders.

7.2 Financial Arrangements

- 7.2.1 The Total Fund Requirement for the Open Offer (assuming full acceptances) for the acquisition up to **37,52,171 (Thirty Seven Lakhs Fifty Two Thousand One Hundred and Seventy One)** Equity Shares from all the Public Shareholders of the Target Company at an Offer Price of of ₹ 20.72/- (Twenty Rupees and Seventy-Two Paise Only) per share aggregating to **₹ 7,77,44,983.12 (Seven Cores Seventy-Seven Lakhs Forty Four Thousand Nine Hundred and Eighty Three Rupees and Twelve Paise Only)** ("Maximum Consideration").
- 7.2.2 The Acquirers have adequate financial resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition will be financed through the internal resources of the Acquirers and no borrowings from any bank and/or financial institution are envisaged.
- 7.2.3 The Acquirers, the Manager to the Offer and Kotak Mahindra Bank Limited, a Scheduled Commercial Bank and carrying on business as of banking in India under Banking Regulations, Act, 1949 having one of its branch offices at Nariman Point, Mumbai, India have entered into an Escrow Agreement dated December 05, 2023 and for the purpose of the Offer (the "**Offer Escrow Agreement**"). In terms of Regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirers have deposited cash of Rs. 1,95,00,000/- (Rupees One Crore Ninety-Five Lakhs Only) which is more than 25% of the consideration in an Escrow Account bearing name and style as '**ADESHWAR Open Offer Escrow Account**' ('**Escrow Account**') opened with Kotak Mahindra Bank Limited.

- 7.2.4 The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 7.2.5 **Mr. Sachin H. Chordiya (Membership No.: 130492)**, Proprietor of M/s. Sachin H. Chordiya and Company, Chartered Accountant having its office at 3/B, Phule Colony, 80 Feet Road, Dhule - 424001 (Membership No.: 130492) vide his certificate dated November 09, 2023 certified that the Acquirers has sufficient resources to meet the fund requirement for the obligation of Open Offer of the Target Company.
- 7.2.6 Based on the above and in the light of the escrow arrangements, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill its obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011.
- 7.2.7 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, 2011, prior to effecting such revision.

8. TERMS AND CONDITIONS OF THE OFFER

8.1 Operational terms and conditions

- 8.1.1 The Offer is being made by the Acquirers and the PAC to: (a) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; (b) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (c) those persons who acquire the Equity Shares any time prior to the Offer Closing Date but who are not the registered Public Shareholders. The LOF shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company and the records of the respective Depositories on the Identified Date.
- 8.1.2 The Offer is not a conditional offer and is not subject to any minimum level of acceptances from Public Shareholders.
- 8.1.3 The LoF will be dispatched to all the shareholders of Target Company, whose names appear in its Register of Members on January 12, 2024 the Identified Date.
- 8.1.4 The Offer is subject to the terms and conditions set out in this Letter of Offer, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 8.1.5 The LoF would also be available at SEBI's website www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.
- 8.1.6 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 8.4 of this DLoF. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, if the statutory approvals are refused, the Offer would stand withdrawn. In the event of a withdrawal of the Offer, the Acquirers (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement, in the same newspapers in which the Detailed Public Statement was published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011 and such public announcement also will be sent to BSE, SEBI and the Target Company at its registered office.
- 8.1.7 While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible Public Shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever.

- 8.1.8 The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that they have good and valid title on the Equity Shares. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends and rights to participate in, bonus and rights issues, if any, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 8.1.9 The acceptance must be unconditional, absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected without assigning any reason whatsoever. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 8.1.10 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Open Offer prior to the date of closure of the Tendering Period
- 8.1.11 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.
- 8.1.12 The acceptance of this Open Offer is entirely at the discretion of the Public Shareholders of the Target Company. The Public Shareholders may tender their Equity Shares, in dematerialized form or physical form, in the Offer at any time during the Tendering Period. Subject to the receipt of the statutory or other approvals as specified in paragraph 8.4 (Statutory and Other Approvals) of this DLOF, the Acquirer has up to 10 (ten) Working Days from the Offer Closing Date to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer
- 8.1.13 The Acquirer, the Manager and the Registrar to the Offer do not accept any responsibility for any loss of documents during transit (including but not limited to Form of Acceptance, delivery instruction slips, original share certificates, share transfer forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 8.2 Locked in shares:** As of the date of this DLOF there are 28,95,000 Equity Shares representing 20.06% of the Voting Share Capital held by Ms. Sucheta Sidharth Talati ("Promoter") is currently locked-in and will continue to be under lock-in until 30th June 2024. Upon acquisition of such Equity Shares by the Acquirer, such Equity Shares will continue to be locked in for the residual lock-in period in the hands of the Acquirers, if applicable in the Target Company.

Locked-in Equity Shares held by Public Shareholders, if any, may be tendered in the Open Offer and transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager shall ensure that there shall be no discrimination in the acceptance of locked-in and nonlocked-in Equity Shares.

8.3 Persons eligible to participate in the offer

- 8.3.1 The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in register of Target Company as on the Identified Date.
- 8.3.2 This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.

- 8.3.3 All Public Shareholders who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Offer.
- 8.3.4 The acceptance of this Offer by the Public Shareholders 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.
- 8.3.5 All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including, without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer in the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI 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 Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Offer Shares.
- 8.3.6 The acceptance of this Offer is entirely at the discretion of the Public Shareholders.
- 8.3.7 The Acquirers, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of any documents during transit and the Public Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.
- 8.3.8 The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer.
- 8.3.9 For any assistance, please contact the Manager to the Offer or the Registrar to the Offer.

8.4 Statutory and other Approvals

- 8.4.1 Public Shareholders of the Target Company who are either NRIs or Overseas Corporate Bodies ('OCBs') and wish to tender their Equity Shares in this Offer shall be required to submit all the applicable approvals (specific and general) from the RBI that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirers reserve the sole right to reject the Equity Shares tendered by such Public Shareholders in the Offer. This Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.
- 8.4.2 As of the date of this DLoF, to the best of the knowledge of the Acquirer, there are no statutory approvals required to acquire the Equity Shares tendered pursuant to this Offer. However, if any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) being obtained and the Acquirer shall make necessary applications for such approvals.
- 8.4.3 If any of the statutory approvals, are not met for reasons outside the reasonable control of the Acquirers and the PAC, or in the event the statutory approvals are refused, the Acquirers and the PAC, 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 the DPS is published and such announcement will also be sent to SEBI, BSE and the Target Company.
- 8.4.4 In the event of withdrawal of this Offer, a public announcement will be made within 2 Working Days

of such withdrawal, in the same newspapers in which the DPS was published/released and such public announcement will also be sent to the BSE, the SEBI and the Target Company.

- 8.4.5 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirer shall have the right to withdraw the Open Offer, in the event that, for reasons outside the reasonable control of the Acquirers, (a) any statutory or other approvals specified in this paragraph 8.4 of this DLOF including the Required Statutory Approval or those which become applicable prior to completion of the Open Offer are finally refused and/or (b) any of the conditions precedent under the SPA are not met. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 8.4.6 Subject to the receipt of the statutory and other approvals, the Acquirer shall complete payment of consideration within 10 (ten) Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer in accordance with Regulation 21 of the SEBI (SAST) Regulations. Where any statutory or other approval(s) extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approval(s) are required in order to complete this Open Offer.
- 8.4.7 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 8.4.8 In case of delay in receipt of any statutory or other approval(s) which may be required by the Acquirer, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that such delay in receipt of the requisite statutory or other approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders whose Equity Shares have been accepted in the Offer, at such rate as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 9.1 All Public Shareholders, registered or unregistered, holding Equity Shares in dematerialized form or physical form, are eligible to participate in this Offer at any time from Offer Opening Date to Offer Closing Date.
- 9.2 A tender of Equity Shares pursuant to any of the procedures described in the Letter of Offer will constitute a binding agreement between the Acquirer and the tendering holder, including the tendering holder's acceptance of the terms and conditions of the Letter of Offer.
- 9.3 Subject to paragraph 8.4 (Statutory and Other Approvals) of this Draft Letter of Offer, all Public Shareholders, registered or unregistered, holding Equity Shares in dematerialized form or physical form, are eligible to participate in this Offer at any time from Offer Opening Date to Offer Closing Date.
- 9.4 BSE shall be the designated stock exchange for the purpose of tendering shares in the Offer ("Designated Stock Exchange").
- 9.5 The Offer will be implemented through Stock Exchange Mechanism made available by BSE in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI's Master Circular dated February 16, 2023 bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 ("Master Circular") issued by SEBI, as amended from time to time, and notices / guidelines issued by BSE and the Clearing Corporation in relation to the mechanism / process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.
- 9.6 BSE shall be the designated stock exchange for the purpose of tendering shares in the Offer.
- 9.7 All the Public Shareholders who desire to tender their Equity Shares under the offer would have to approach their respective stock brokers ("Selling Broker(s)"), during the normal trading hours of the secondary market during the Tendering Period.

- 9.8** The Open Offer is made to the Public Shareholders as defined in this Draft Letter of Offer. While the Letter of Offer along with Form of Acceptance will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and the records of the respective Depositories at the close of business hours on the Identified Date, all Public Shareholders holding Equity Shares are eligible to participate in the Open Offer at any time during the Tendering Period.
- 9.9** A separate Acquisition Window will be provided by BSE to facilitate the placing of orders. The Selling Broker would be required to place an order / bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of BSE. Before placing the order / bid, the Selling Broker will be required to mark lien on the tendered Equity Shares. Details of such Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by the depository to the Indian Clearing Corporation Limited ("Clearing Corporation").
- 9.10** In terms of the Master Circular, a lien shall be marked against the Equity Shares tendered in the Offer. Upon finalization of the entitlement, only the accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder(s).
- 9.11** The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 9.12** The details of settlement number under which lien will be marked shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the Offer Opening Date.
- 9.13** The Acquirers has appointed M/s. Ratnakar Securities Private Limited ("**Buying Broker**") as his broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name: Ratnakar Securities Private Limited Address: 304, Sankalp Square - 2, Near Jalaram Mandir Crossing, Ellsbridge, Ahmedabad - 380006 SEBI Registration No. – INZ000191735 Tel No.: 079-49005200/9898004988 Email: info@ratnakarsecurities.com Website: www.ratnakarsecurities.com Contact Person: Mr. Kushal Ajay Shah	
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- 9.14** Accidental omission to send the Letter of Offer to any person to whom the Open Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
- 9.15** The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name /ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.
- 9.16** All Public Shareholders holding the Equity Shares in dematerialized form are eligible to participate in this Offer at any time during the period from offer opening date till the Offer Closing Date ("Tendering Period") for this Offer. Further, in accordance with the Frequently Asked Questions issued by SEBI,

“FAQs - Tendering of physical shares in buyback offer/ Open Offer/ exit offer/delisting” dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, Public Shareholders holding securities in physical form are allowed to tender shares in Open Offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the form of acceptance will also be available on the SEBI website: www.sebi.gov.in.

- 9.17** During the Tendering Period, the tender of the Equity Shares by the Public Shareholders in this Offer will be placed through their respective selling brokers during normal trading hours of the secondary market. The cumulative quantity tendered shall be displayed on the stock exchanges website throughout the trading session at specific intervals by the stock exchanges during Tendering Period. Modification/cancellation of orders will not be allowed during the Tendering Period.
- 9.18** Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event seller broker(s) are not registered with BSE or NSE, if the shareholder does not have any stock broker then that Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code (“UCC”) facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable laws and regulations. **In case Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach the Target Company's broker to bid by using quick UCC facility.** The Public Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit the following details:

9.19 In case of shareholder being an individual

(A) If Public Shareholder is registered with KYC Registration Agency (“KRA”) - Forms required

- i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable.
- ii. Know Your Client (KYC) form Documents required (all documents self-attested): Bank details (cancelled cheque)
- iii. Demat details (Demat Master /Latest Demat statement)

(B) If Public Shareholder is not registered with KRA - Forms required

- i. CKYC form including FATCA, IPV, OSV if applicable
- ii. KRA form
- iii. KYC form Documents required (all documents self-attested):
- iv. PAN card copy
- v. Address proof
- vi. Bank details (cancelled cheque)
- vii. Demat details (Demat master /Latest Demat statement)

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

9.20 In case of Shareholder is HUF

(A) If Public Shareholder is registered with KYC Registration Agency (“KRA”) - Forms required

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

(B) If Public Shareholder is not registered with KRA - Forms required

- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
- ii. KRA form
- iii. Know Your Client (KYC) form Documents required (all documents self-attested):

- iv. PAN card copy of HUF & KARTA
- v. Address proof of HUF & KARTA
- vi. HUF declaration
- vii. Bank details (cancelled cheque)
- viii. Demat details (Demat master /Latest Demat statement)

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

9.21 In case of Public Shareholder other than Individual and HUF

(A) If Public Shareholder is KRA registered - Form required

- i. Know Your Client (KYC) form Documents required (all documents certified true copy) Bank details (cancelled cheque)
- ii. Demat details (Demat master /Latest Demat statement)
- iii. FATCA, IPV, OSV if applicable
- iv. Latest list of directors/authorised signatories/partners/trustees
- v. Latest shareholding pattern
- vi. Board resolution
- vii. Details of ultimate beneficial owner along with PAN card and address proof
- viii. Last 2 years financial statements

(B) If Public Shareholder is not KRA registered: Form required

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

It may be noted that, other than submission of the above forms and documents, in person verification may be required. It may be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

9.22 Procedure for tendering Equity Shares held in dematerialized form

- 9.22.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective selling broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- 9.22.2 The Selling Broker(s) would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Public 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 stock exchanges or the Clearing Corporation, prior to placing the order/bid by the selling broker.
- 9.22.3 Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the Public Shareholders.

- 9.22.4 Upon placing the order, the selling broker shall provide Transaction Registration Slip (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.
- 9.22.5 On receipt of TRS from the respective seller broker, the Public Shareholder has successfully placed the bid in the Offer.
- 9.22.6 Modification/cancellation of orders will not be allowed during the Tendering Period of the offer.
- 9.22.7 For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 9.22.8 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.
- 9.22.9 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated offer.
- 9.22.10 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.

9.23 Procedure for tendering Equity Shares held in physical form

- 9.23.1 In accordance with the Frequently Asked Questions issued by SEBI, 'FAQs – Tendering of physical shares in buyback offer/Open Offer /exit offer /delisting' dated February 20, 2020 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 issued by SEBI the Public Shareholders holding securities in physical form are allowed to tender Equity Shares in Offer through tender offer route. However, such tendering shall be as per the provisions of respective regulations.
- 9.23.2 Public 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 complete set of documents for verification procedures to be carried out including the:
- i. The Form of Acceptance duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filed and signed by the transferors (i.e. by all registered Public 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 favour of the Acquirer's);
 - iv. Self-attested copy of Public Shareholders' PAN Card;
 - v. Any other relevant documents such as (but not limited to):
 - vi. Duly attested power of attorney if any person other than the Public Shareholder has signed the relevant Form of Acceptance.
 - vii. Notarized copy of death certificate/succession certificate or probated will, if original Public Shareholder has deceased.
 - viii. Necessary corporate authorizations, such as board resolutions etc., in case of companies
 - ix. In addition to the above, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
- 9.23.3 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 Public Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., number of Equity Shares tendered etc.

- 9.23.4 After placement of order, as mentioned in paragraph 9.5.3, the Selling Broker / eligible Public Shareholder must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (Two) days from the Offer Closing Date (by 5 PM). The envelope should be super scribed as “Limited Open Offer”. One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- 9.23.5 Public 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 SEBI (SAST) Regulations, 2011 and any further directions issued in this regard. The Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as unphysical bids. Once, Registrar to the Offer confirms the orders it will be treated as ‘confirmed bids’.
- 9.23.6 Public Shareholders who wish to offer their physical Equity Shares in the Offer are requested to send their original documents as will be mentioned in the LOF to the Registrar to the Offer so as to reach them on or before Offer Closing Date.
- 9.23.7 In case, any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before Closing Date.

9.24 Acceptance of Equity Shares

- 9.24.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 9.24.2 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in nonmarketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.
- 9.24.3 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirers will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

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

- 9.25.1 Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- 9.25.2 A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Offer as per the procedure mentioned in the Draft Letter of Offer.
- 9.25.3 The Draft Letter of Offer will be dispatched to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company on the Identified Date.
- 9.25.4 In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website i.e. 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.

9.26 Settlement Process

- 9.26.1 On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the designated stock exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- 9.26.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the acquisition Window Circulars.
- 9.26.3 For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Public 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 Public Shareholders. The Public Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 9.26.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective selling broker's settlement accounts for releasing the same to their respective shareholder's account onwards.
- 9.26.5 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non –acceptance of the shares under the Offer.
- 9.26.6 The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the designated stock exchange and the Clearing Corporation from time to time.
- 9.26.7 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- 9.26.8 Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer.
- 9.26.9 The direct credit of Equity Shares shall be given to the demat account of Acquirers as indicated by the Buying Broker.
- 9.26.10 Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirers.
- 9.26.11 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered shareholders'/ unregistered owners' sole risk to the sole/ first Shareholder/ unregistered owner. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in an event the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Offer by the Public Shareholders holding Equity Shares in the physical form.
- 9.26.12 In case of partial or non-acceptance of orders, the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective selling broker and the selling broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- 9.26.13 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tended under the Offer.
- 9.26.14 If Public Shareholders bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Public Shareholders will

be transferred to the Selling Broker for onward transfer to the Public Shareholder.

- 9.26.15 Public Shareholders who intend to participate in the Offer should consult their respective selling broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the selling broker upon the Public Shareholders for tendering Equity Shares in the offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 9.26.16 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders 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, 2011.

10. Note on taxation

THE SUMMARY OF THE TAX CONSIDERATIONS ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 ("INCOME TAX ACT") AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

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

THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. General:

- a) 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 Income Tax 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) as also income received by such persons in India. In case of shares of a company, the Source of income from shares will depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

- b) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-residents on transfer of such shares should be taxable in India under the Income Tax Act.
- c) Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.
- d) The Income Tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- e) The summary of income-tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

2. Classification of Shareholders: Shareholders can be classified under the following categories:

- a) Resident Shareholders being:
 - i. Individuals, Hindu Undivided Family (HUF), Association of Persons ("AOP") and Body of Individuals ("BOI")
 - ii. Others
- b) Non-Resident Shareholders being:
 - i. Non-Resident Indians (NRIs)
 - ii. Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - iii. Others:
 - Company
 - Other than company

3. Classification of Income: Shares can be classified under the following two categories

- a) Shares held as investment (Income from transfer taxable under the head "Shares held as investment ("Capital Gains")
- b) Shares held as stock-in-trade (Income from transfer taxable under the head "Profits and Gains from Business or Profession")

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

- 4. Share held as investment:** As per the provisions of the Income Tax Act, where the shares are held as investments (i.e., capital asset), income from Capital Gains in the hands of shareholders will be computed as per provisions of Section 48 of the Income Tax Act.
- 5. Period of holding:** Depending on the period for which the shares are held, the gains will be taxable as "short term capital gain" or "long-term capital gain":
 - a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a "short term capital asset", and accordingly the gains arising therefrom should taxable as "short term capital gains" ("STCG")

- b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long term capital asset”, and accordingly the gains arising therefrom should be taxable as “long term capital gains” (“LTCG”).

6. Tendering of Shares in the Offer through a Recognized Stock Exchange in India: Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to Securities Transaction Tax (“STT”), then the taxability will be as under (for all categories of shareholders):

- a) The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after April 1, 2018. Section 112A of the Income Tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- b) The gain accrued on such equity shares till January 31, 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before February 1, 2018 shall be the higher of the following:
 - i. Actual cost of acquisition; or
 - ii. Lower of: (A) fair market value, and (B) full value of consideration received or accruing as a result of the transfer of the shares. Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on January 31, 2018.
- c) After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding Rs.100,000, will be taxable at 10.00% without allowing the benefit of indexation.
- d) However, section 112A of the Income Tax Act shall not apply if such equity shares were acquired on or after October 1, 2004 and securities transaction tax (‘STT under Chapter VII of Finance (No. 2) Act, 2004’) was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated October 1, 2018, providing certain situations wherein section 112A of the Income Tax Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
 - i. Where acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
 - ii. Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions;
 - iii. Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder. The notification inter alia provides certain exceptions to the above situations where the provisions of Section 112A will not apply.
- e) Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20.00%. However, for a resident shareholder, an option is available to pay tax on such LTCG under section 112 at either 20.00% with indexation or 10.00% without indexation.
- f) STCG arising from such transaction will be subject to tax @ 15.00% under Section 111A of the Income Tax Act.

- g) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the Income Tax Act. In addition to the above LTCG or STCG tax, applicable Surcharge, Health and Education Cess are leviable.
- h) Minimum alternate tax ("MAT") implications will get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.
- i) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income Tax Act.

7. Shares held as Stock-in-Trade: If the shares are held as stock-in-trade by any of the eligible Shareholders of the Target Company, then the gains will be characterised as business income and taxable under the head "Profits and Gains from business and profession".

a. Resident Shareholders:

Profits of:

- a. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- b. Domestic companies having total turnover or gross receipts during the previous year 2017-18 not exceeding Rs. 400 crore will be taxable @ 25.00% from AY 2020-21.
- c. Domestic Companies opted for new Tax regime u/s 115BAA of Income Tax Act ("ITA") will be taxable at 22.00%
- d. For persons other than stated in (A) ,(B) and (C) above, profits will be taxable @ 30.00%.

No benefit of indexation by virtue of period of holding will be available in any case.

b. Non Resident Shareholders

(A) Non-resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant shareholder country but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the Income Tax Act.

(B) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates
- For foreign companies, profits will be taxed in India @ 40.00%
- For other non-resident Shareholders, such as foreign firms, profits will be taxed in India @ 30.00%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and NonResident Shareholders.

8. Tax Deduction at Source

(a) In case of Resident Shareholder

In absence of any specific provision under the Income Tax Act, the Acquirer is not required to deduct tax on the consideration payable to resident Shareholders pursuant to the said offer.

(b) In case of Non-resident Shareholders

- (i) In case of FIIs: Section 196D of the Income Tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.
- (ii) In case of other non-resident Shareholders (other than FIIs) holding Equity Shares of the Target Company: Section 195(1) of the Income Tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Shareholders provide a specific mandate in this regard.

Since the Offer is through the stock exchange, the responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Shareholder. The non-resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately.

The non-resident Shareholders must file their tax return in India inter alia considering gains arising pursuant to this Offer in consultation with their tax advisors. The non-resident Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of gains arising to the non-resident Shareholders pursuant to this Offer. The non-resident Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid etc.

9. Rate of Surcharge and Cess

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

(a) Surcharge

- i) In case of domestic companies other than companies opted for new tax regime u/s 115BAA of ITA: Surcharge @ 12.00% is leviable where the total income exceeds Rs. 10 crore and @ 7.00% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- ii) In case of domestic companies opted for new tax regime u/s 115BAA of ITA : Flat Surcharge of 10.00% is leviable on total income of the company.
- iii) In case of companies other than domestic companies: Surcharge @ 5.00% is leviable where the total income exceeds Rs. 10 crore and @ 2.00% where the total income exceeds Rs.1 crore but less than Rs.10 crore.
- iv) In case of individuals, HUF, AOP, BOI (Who opted for Old Tax Regime and disclosing sale of shares as business income): Surcharge @10.00% is leviable where the total income exceeds Rs. 50 lacs but less than Rs.1 crore, @15.00% where the total income exceeds Rs.1 crore but less than Rs. 2crore, @25.00% where the total income exceeds Rs. 2 crore but less than Rs. 5 crore and @37.00% where the total income exceeds Rs. 5 crore.
- v) In case of individuals, HUF, AOP, BOI (Who opted for New Tax Regime and disclosing sale of shares as business income): The surcharge rate will be same as mentioned in (iv) above subject to maximum cap of 25.00%

- vi) In case of individuals, HUF, AOP, BOI (Disclosing sale of shares as Capital Gain): The surcharge rate will be applicable same as mentioned in (iv) above subject to maximum cap of 15.00% 52
- vii) In case of Firm and Local Authority: Surcharge @12.00% is leviable where the total income exceeds Rs. 1 crore.

(b) Cess

Health and Education Cess @ 4.00% is currently leviable in all cases.

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

THE ACQUIRER, PAC AND THE MANAGER TO THE OPEN OFFER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OPEN OFFER.

11. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection from 10.30 A.M. to 1.00 P.M. on any Working Day, except Saturdays, Sundays and Holidays until the closure of the Offer at the office of the Manager to the Offer to the Offer – Kunvarji Finstock Private Limited., Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad- 380051:

1. The Certificate of Incorporation along with the Memorandum and Articles of Association of the Target Company.
2. **Mr. Sachin H. Chordiya (Membership No.: 130492)**, Proprietor of M/s. Sachin H. Chordiya and Company, Chartered Accountant having its office at 3/B, Phule Colony, 80 Feet Road, Dhule - 424001 (Membership No.: 130492) vide his certificate dated November 09, 2023 certified that the Acquirers has sufficient resources to meet the fund requirement for the obligation of Open Offer of the Target Company.
3. Audited Financial Reports of the Target Company for last three years.
4. Copy of Share Purchase Agreements dated December 05, 2023 entered into between the Acquirers and Seller.
5. Copy of Escrow Agreement between the Acquirers, Banker to the Offer and Manager to the Offer.
6. Copy of Bank Statement from Kotak Mahindra Bank Limited confirming the cash deposit of ₹ 2,31,20,876/- (Rupees Two Crore Thirty-One Lakhs Twenty Thousand Eight Hundred and Seventy-Six Only) which is 26% of the consideration in the Escrow Account.
7. Copy of Public Announcement filed on December 05, 2023 and published copy of the Detailed Public Statement, which appeared in the newspapers on December 12, 2023.
8. A copy of the recommendation made by the Committee of Independent Directors of the Target Company.
9. Memorandum of Understanding between the Acquirers and Kunvarji Finstock Private Limited ('Manager to the Offer').
10. Due diligence certificate dated December 19, 2023, submitted to SEBI by Kunvarji Finstock Private Limited ('Manager to the Offer').
11. Copy of SEBI observation letter, if any.
12. Consent letter from M/s. Ratnakar Securities Private Limited ('Buying Broker').
13. Copy of consent letter of M/s. Purva Shareregistry (India) Private Limited. ('Registrar to the Offer').

14. Copy of the certificate dated _ December _, 2023, issued by CS SHREYANSH M JAIN Registered Valuer, (SFA) registered with IBBI having Registration Number-IBBI/RV/03/2019/12124, having its office at 2005-A, Rathi Palace, Ring Road, Surat – 395002, Gujarat, India .Email: rvshreyanshmjain@gmail.com(C) +91 95582 19019), certifying the computation of the Offer Price;

12. DECLARATION BY ACQUIRERS AND PACS

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company, the Acquirers have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers, accept full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011. The Acquirers shall be responsible for ensuring compliance with the SEBI (SAST) Regulations, 2011.

For and on behalf of the Acquirers and PAC's

Sd/-

Abhinandan N

Date : December 19, 2023

Place: Mumbai

Encl:

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT ('FOA')

(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)

All terms and expressions used herein shall have the same meaning as described thereto in this DLoF.

Offer Opens / Tendering Period Starts on	January 29, 2024
Offer Closes / Tendering Period Ends on	February 09, 2024

FOR OFFICE USE ONLY

Acceptance Number	
Number of Equity Shares offered	
Number of Equity Shares accepted	
Purchase Consideration in Rupees (Rs.)	
Cheque No. / Pay Order No. / Demand Draft No	

Shareholder(s) details:

Name: _____

Full Address: _____

Dist: _____; State: _____; Pin code: _____

Tel. No. with STD Code: _____; Mobile No. _____

To,

Purva Sharegistry (India) Private Limited

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011

CIN: U67120MH1993PTC074079

Contact Person: Ms. Deepali Dhuri

Tel No: 022 2301 2518 / 8261

Email: support@purvashare.com

SEBI Registration No: INR000001112

Sub.: Open Offer for the acquisition of **37,52,171 (Thirty-Seven Lakhs Fifty-Two Thousand One Hundred and Seventy-One)** Equity Shares of “Adeshwar Meditex Limited” representing 26.00% (Twenty-Six) of the voting capital at a price of Rs.20.72 /- per Equity Share by the Acquirers under SEBI (SAST) Regulations, 2011.

Dear Sir / Madam,

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

I/We, the undersigned, have read the DLoF and understood its contents including the terms and conditions as mentioned therein.

For Equity Shares held in physical form:

I/We accept the Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

Sr. No.	Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	

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

I/We note and understand that the original Equity Share Certificate(s) and valid share Transfer Deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirers pays the purchase consideration as mentioned in the DLoF.

I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

Enclosures (please provide the following and v 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 shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- Form of Acceptance – signed by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
- Photocopy of Transaction Registration Slip (TRS) Self-attested copy of PAN card of all the transferor(s)
- Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license
- Any other relevant document (but not limited to) such as power of attorney (if any person apart from the shareholder has signed the FOA), corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased etc., as applicable. Shareholders of the Target Company holding physical shares should note that physical shares will not be accepted unless the complete set of documents are submitted.

For all Public Shareholders (holding Equity Shares in demat or physical form):

I / We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offer, if any, declared hereafter and that I/we have obtained all the 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 the Open Offer and that I/we am/are legally entitled to tender the Equity Shares for the Open 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 the secondary market mechanism only after verification of the certificates, documents and signatures, as applicable submitted along with this FOA. I/We undertake to return to the Acquirers any Open Offer consideration that may be wrongfully received by me/us.

I/We give my/our consent to file form FCTRS, if applicable, on my/our behalf. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to

my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers to affect the Open Offer in accordance with the SEBI (SAST) Regulations, 2011.

I / We am/are not debarred from dealing in Equity Shares.

I / We authorize 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 DLoF and I/we further authorize the Acquirers to return to me/us in the demat account/ share certificate(s) in respect of which the open offer is not found valid / not accepted without specifying the reasons thereof. I/We further agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

In case of demat shareholders, I / We note and understand that the Equity Shares would be kept in the pool account of my/our broker and the lien will be marked by Clearing Corporation until the settlement date whereby the Acquirers makes payment of purchase consideration as mentioned in the DLoF. In case of physical shareholders, 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 in trust for me / us till the date the Acquirers makes payment of consideration as mentioned in the DLoF or the date by which original share certificate(s), transfer deed(s) and other documents are returned to the shareholders, as the case may be.

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, 1961.

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 the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

For NRIs/OCBs/ FIIs and sub-accounts/other non-resident Shareholders:

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

Individual	Foreign Company	FIIs / FPIs-Corporate	FIIs / FPIs-Others	FVCI
Foreign Trust	Private Equity Fund	Pension / Provident Fund	Sovereign Wealth Fund	Partnership / Proprietorship Firm
Financial Institution	NRIs / PIOs-Repatriable	NRIs / PIOs- Non-Repatriable	OCBs	QFI
Others (Please Specify):				

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

FDI Route / PIS Route / Any Other (Please Specify):

I/We confirm that the equity shares tendered by me/us are held on (√ whichever is applicable): Repatriable basis / Non-repatriable basis

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

No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the equity shares are held under general permission of the RBI

Copies of all approvals required by me for holding equity shares that have been tendered in this Offer are enclosed herewith Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

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

No RBI, FIPB or other regulatory approval is required by me for tendering the equity shares in this Offer. Copies of all approvals required by me for tendering equity shares in this Offer are enclosed herewith.

In case of 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 Depositories.

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

Yours faithfully,

Signed & Delivered by	Full Name(s) of the Shareholder(s)	Signature(s)	PAN
Sole / First Shareholder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the rubber stamp should be affixed and necessary board resolution must be attached.

Place: _____ Date: _____

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS OPEN OFFER SHOULD BE ADDRESSED TO THE REGISTRAR OF THE OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR DP ID/CLIENT ID (IF YOU ARE HOLDING SHARES IN DEMATERIALIZED FORM) OR FOLIO NO (IF YOU ARE HOLDING SHARES IN PHYSICAL FORM).

-----Tear along this line-----

ACKNOWLEDGEMENT SLIP

Received from Mr./Mrs. _____ a bid form for _____
paid up Equity Shares of Adeshwar Meditex Limited at a bid price of _____ per share

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID NO.		TRANSFER FORM AND SHARE	
CLIENT ID NO		CERTIFICATES WITH NOS.	

ACKNOWLEDGEMENT	
UNIQUE CLIENT CODE (UCC)	
APPLICATION NUMBER	
DATE OF RECEIPT	
SIGNATURE OF OFFICIAL	

Authorized Signatory Stamp:

Date of Receipt: Place:

Registrar to the Offer



Purva Sharegistry (India) Private Limited

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011

CIN: U67120MH1993PTC074079

Contact Person: Ms. Deepali Dhuri

Tel No: 022 2301 2518 / 8261

Email: support@purvashare.com

SEBI Registration No: INR000001112

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: L52390MH2007PLC169544

Name of the company (in full): ADESHWAR MEDITEX LIMITED

Name of the Stock Exchange where the company is listed, (if any): Bombay Stock Exchange (BSE)

DESCRIPTION OF SECURITIES:

Kind/ Class of securities (1)			Nominal value of each unit of security (2)		Amount called up per unit of security (3)		Amount paid up per unit of security (4)	
Equity Shares			10/-		10/-		10/-	
No. of Securities being Transferred					Consideration received (Rs.)			
In figures		In words			In words			In figures
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: _____

Transferee's Particulars

Name in full	Father's/ Mother's / Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. Transferee

Specimen Signature of Transferee

~~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) Others, specify _____

Stamps

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. _____

On the reverse page of the certificate

Name of the Transferor

Name of the Transferee

No. of shares

Date of Transfer

Signature of the Authorized Signatory