

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Shareholder(s) of **IND RENEWABLE ENERGY LIMITED**. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the 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")

Pursuant to Regulations 3 (1) and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

TO THE SHAREHOLDERS OF IND RENEWABLE ENERGY LIMITED

(Hereinafter referred as "IREL" or "the Target Company" or "TC" or "the Company")

Having the Registered Office at 67, Regent Chambers, 6th Floor, 208, Nariman Point, Jamnalal Bajaj Marg, Mumbai-400 021, Phone No. +91-22-22049223/22828415

(CIN:L51909DL2010PLC0208333)

Email: info@vakharia.co.in, vakinvt@gmail.com Website: www.vakharia.in

BY

Acquirer-1: Mr. Anupam Gupta S/o Mr. Narain Gupta, aged about 43 years, is residing at B-103, Oberoi Gardens, Thakur Village, Kandivali East, Mumbai-400 101, Tel. No. +91-9820534989, Email: anupam.gup1@gmail.com (Hereinafter referred to as "the Acquirer-1") **AND** Mr. Abhay Narain Gupta S/o Mr. Narain Gupta, aged about 38 years, is residing at B-103, Oberoi Gardens, Thakur Village, Kandivali East, Mumbai-400 101, Tel. No. +91-9892050006, Email: abhay.gup1@gmail.com (Hereinafter referred to as "Acquirer-2") (Acquirer-1 & Acquirer-2 hereinafter collectively referred to as "Acquirers")

TO ACQUIRE

Up to 7,90,000 Equity shares of Rs. 10/- each representing 26.10% of the existing equity and voting share capital of the Target Company at a price of Rs. 9.00/- per share ("Offer Price").

Please Note

1. This Offer is being made pursuant to the Regulation 3(1) and Regulation 4, of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights accompanied with change in control.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. As on date of this Draft Letter of Offer, no statutory approvals are required.
4. This offer is not a competing offer
5. There has been no competing offer or revision of Offer Price as on date of this Draft Letter of Offer.
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance is set out in Para 8 of this DLOF. A Form of Acceptance is enclosed with this DLOF.
8. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last one working day before the commencement of the tendering period viz., **Tuesday, 24th March, 2020** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement was appeared.
9. A copy of the Public Announcement, detailed Public Statement and the Draft Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also available on SEBI's Website: www.sebi.gov.in.
10. All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz. **Alankit Assignments Limited**.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 Navigant NAVIGANT CORPORATE ADVISORS LIMITED A-423, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-4120 4837 / 49735078 Email Id- navigant@navigantcorp.com Investor Grievance Email: info@navigantcorp.com Website: www.navigantcorp.com SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani	 Health & Wealth, We Manage Both ALANKIT ASSIGNMENTS LIMITED 205-208, Anarkali Complex, Jhandewalan Extn. New Delhi-110055, Delhi, India. Tel No.: +91-11-4254 1234 / 2354 1234 Website: www.alankit.com E-mail ID: rta@alankit.com Investor Grievance Email: mail-abhijitd@alankit.com Contact Person: Mr. Abhinav Kumar Agarwal/ Mr. Abhijit Deb SEBI Registration No: INR000002532
OFFER OPENS ON: THURSDAY, 26 TH MARCH, 2020	OFFER CLOSES ON: MONDAY, 13 TH APRIL, 2020

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement	29.01.2020	Wednesday
Publication of Detailed Public Statement in newspapers	05.02.2020	Wednesday
Submission of Detailed Public Statement to BSE, Target Company & SEBI	05.02.2020	Wednesday
Last date of filing draft letter of offer with SEBI	12.02.2020	Wednesday
Last date for a Competing offer	28.02.2020	Friday
Receipt of comments from SEBI on draft letter of offer	06.03.2020	Friday
Identified date*	11.03.2020	Wednesday
Date by which letter of offer be posted to the shareholders	18.03.2020	Wednesday
Comments from Board of Directors of Target Company	23.03.2020	Monday
Last date for revising the Offer Price	24.03.2020	Tuesday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	24.03.2020	Tuesday
Date of Opening of the Offer	26.03.2020	Thursday
Date of Closure of the Offer	13.04.2020	Monday
Last Date for completion of all requirements including payment of consideration	28.04.2020	Tuesday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

RISK FACTORS

A. RELATING TO THE OFFER

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

- 1) The Offer involves an offer to acquire up to 26.10% of the existing equity and voting share capital of IREL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- 2) In the event that (a) a statutory and regulatory approval is not received in a timely manner, (b) there is any litigation leading to a “stay” of the Offer, or (c) SEBI instructing the Acquirers not to proceed with the Offer, and 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 shareholders of IREL whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI.
- 3) Shareholders should note that Equity Shares once tendered in the Offer with or without “Form of Acceptance-cum- Acknowledgement” (“FOA”) in the Offer, such shareholders will not be entitled to withdraw such acceptances. The acquisition of Open Offer Shares tendered in the Offer by NRIs and OCBs is subject to receipt of approval from RBI. NRIs and OCBs tendering Equity Shares in the Offer must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from RBI, since the Shares validly tendered in this Offer will

be acquired by non-resident entities) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement (FOA).

- 4) The Equity Shares tendered in the Offer will be held in trust by the Buyer's Broker until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. Accordingly, the Acquirers make no assurance with respect to the market price of the Equity Shares both during the Offer Period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by any shareholder of the Target Company on whether to participate or not to participate in the Offer.
- 5) This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of this Letter of Offer ("LOF") resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. The Offer is not directed towards any person or entity in any jurisdiction or country where the Offer 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.
- 6) The Public Shareholders are advised to consult their respective legal and tax advisors for assessing the tax liability pursuant to the 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 do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

B. IN ASSOCIATION WITH THE ACQUIRERS

- 7) The Acquirers intend to acquire up to 7,90,000 fully paid-up equity shares of Rs.10/- each, representing 26.10% of the existing equity and voting share capital at a price of Rs. 9/- (Rupees Nine Only) per equity share, payable in cash under the SEBI (SAST) Regulations. IREL does not have any partly paid-up equity shares as on the date of the PA.

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

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

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1. DEFINITIONS

TERM	DESCRIPTION
Acceptance Date	The date on which bids /Equity Shares tendered in the Offer shall be accepted post verification
Acquirer-1	Mr. Anupam Gupta
Acquirer-2	Mr. Abhay Narain Gupta
Acquirers/ The Acquirers	Collectively Mr. Anupam Gupta and Mr. Abhay Narain Gupta
AOA	Articles of Association
Board	The Board of Directors of Target Company
BSE	BSE Limited
B.Com	Bachelor in Commerce
Buying Broker / Member	Shreni Shares Private Limited
BSE	BSE Limited
CIN	Corporate Identification Number
Detailed Public Statement or DPS	Public Statement of the Open Offer made by The Acquirers, which appeared in the newspapers on 5 th February, 2020
DLoO / DLOF or Draft Letter of Offer	This Offer Document
Effective Date	The date of certificate by the Merchant banker after filing the final Report with SEBI under SEBI (SAST) Regulations
Existing Share & Voting Capital	Paid up share capital of the Target Company i.e. Rs. 3,02,73,600 divided into 30,27,360 Equity Shares of Rs. 10 Each
EGM	Extra Ordinary General Meeting
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement.
Kotak	Kotak Mahindra Bank
Identified Date	Wednesday, March 11, 2020
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
LLP	Limited Liability Partnership
Manager to the Offer or, Merchant Banker	Navigant Corporate Advisors Limited
Negotiated Price	Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
Offer/Open Offer/ The Offer	Cash Offer to acquire up to 7,90,000 Equity Shares of Rs. 10/- each representing 26.10 % of the total equity and voting share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 9.00/- per Equity share payable in cash
Offer Price	Rs. 9.00/- (Rupees Nine Only) per fully paid up Share of Rs. 10/- each payable in cash.
PA	Public Announcement
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Ind Renewable Energy Limited, and unregistered shareholders who own the Shares of Ind Renewable Energy Limited on or before the last date of tendering period is eligible to participate in the offer.
RBI	Reserve Bank of India
Registrar or Registrar to the Offer	Alankit Assignments Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI Act	Securities and Exchange Board of India Act, 1992.
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company
IREL/Target Company/ TC	Ind Renewable Energy Limited

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Draft Letter of Offer, all figures have been expressed in “Lacs” unless otherwise specifically stated. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF IREL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE /OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NAVIGANT CORPORATE ADVISORS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 12TH FEBRUARY, 2020 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1. This Offer is being made pursuant to the execution of the Share Purchase Agreement dated 29th January, 2020 to purchase 1,55,000 Equity Shares constituting 5.12% of the fully paid up and voting equity share capital of the Target Company from existing promoter (Seller) of Target Company at a consideration of Rs. 8.50/- per Equity Share by the Acquirers.

3.1.2 Salient features of SPA are as follow:

- (i) The Seller has agreed to sell 1,55,000 fully paid Equity Shares of Rs. 10/- each along with management control at a price of Rs. 8.50/- (Rupees Twelve only) per fully paid-up Equity Share of the Target Company to Acquirers. The consideration is paid by the Acquirers to the Sellers per fully paid-up Equity Share is the “**Negotiated Price**” between Acquirers and the Seller.
- (ii) Apart from the total consideration of Rs. 13,17,500 for the Sale Shares, no separate fees, payment, premium such as non-competing fee etc. shall be paid by Acquirers to the Seller for acquisition of the Sale Shares and management control of the Target Company.
- (iii) The Sale Shares will be acquired by Acquirer-1 and Acquirer-2 in equal proportion.
- (iv) Acquirers and the Seller recognize that the sale of Sale Shares is the subject matter of the Takeover Regulations and accordingly the Seller will transfer the Sale Shares only after due compliance with the Takeover Regulations by Acquirers.
- (v) Acquirers and the Sellers agree that in the event of non-compliance of any of the provisions of the Takeover Regulations pursuant to the execution of the Agreement, this Agreement shall not be acted upon by any of them.
- (vi) The Sale Shares held by the Seller are in dematerialised form and are free from any lien, claim, pledge, charge, mortgage and encumbrance as on the date of the Agreement. The Sale Shares shall be transferred to Acquirers post completion of Offer Period.

3.1.3 Details of Parties to the SPA are as follow:

Name and Address of Acquirers entering in to SPA	Name of Sellers	Address of Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholders prior to SPA	
				Pre Transaction	
				Number	%
Mr. Anupam Gupta B-103, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101, Maharashtra, India	Mr. Jitendra Kantilal Vakharia	48, Sagar Darshan, 81/83, Bhulabhai Desai Road, Mumbai-400 026	Yes	77,500	2.56%
Mr. Abhay Narain Gupta B-103, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101, Maharashtra, India				77,500	2.56%
Total				1,55,000	5.12%

- 3.1.4** This Open Offer is a "Mandatory Offer" under the Regulation 3(1) and 4 of the Takeover Regulations being made by the Acquirers for acquisition of 26.10% of the present issued, subscribed and paid up capital of Target Company. Consequent upon entering into SPA and assuming full acceptance under open offer, the post shareholding & voting rights of the Acquirers would come to 31.22% of the total paid up equity shares of the Target Company. Pursuant to the acquisition of equity shares and consequent changes in control of the Target Company contemplated under the SPA, this mandatory Open Offer is being made by the Acquirers in compliance with Regulations 3(1), 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.
- 3.1.5** The Acquirers intend to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.
- 3.1.6** The Acquirers propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of shareholders. The main purpose of this acquisition is to acquire complete management control of the Target Company. The Acquirers are in in to diversified area of business and by virtue of acquiring substantial stake and also the management control of the Target Company, the Acquirers intend to integrate some of their businesses with that of the Target Company thereby gaining an advantage of integration while additionally getting a ready listing platform.
- 3.1.7** The Acquirers have not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of the Public Announcement.
- 3.1.8** The Acquirers do not hold any equity shares in the Target Company as of the date of this DLOF.
- 3.1.9** The Manager to the Open Offer i.e. Navigant Corporate Advisors Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.1.10** Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition along with the management control; the PA was submitted with BSE on 29th January, 2020, in compliance with Regulation 13(1) of the Regulations by the Acquirers.

The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

3.1.11 Pursuant to completion of this offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended. In case the shareholding of the Acquirers exceed maximum permissible non-public shareholding pursuant to the Offer, none of the Acquirers be eligible to make a voluntary delisting offer, unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.

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

3.2 Details of the Proposed Offer

3.2.1 The Acquirers have made a Detailed Public Statement pursuant to Public Announcement on 5th February, 2020, in the following newspapers in accordance with the Regulation 14 (3) and pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations.

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

3.2.2 The Acquirers are making this Open Offer under the SEBI (SAST) Regulations, to acquire up to 7,90,000 Equity Shares of Rs. 10/- each representing up to 26.10 % of the total equity and voting share capital of the Target Company from the Public Shareholders of Target Company on the terms and subject to the conditions set out in this Draft Letter of Offer, at a price of Rs. 9.00/- per equity share payable in cash. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

3.2.3 There are no partly paid up Shares in the Target Company.

3.2.4 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

3.2.5 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.

3.2.6 The Acquirers have not acquired any Shares in the Target Company after the date of PA i.e. 29th January, 2020, up to the date of Draft Letter of Offer.

3.2.7 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

3.2.8 No competitive bid has been received as on date of this Draft LOF.

Object of the Offer:

The Acquirers shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of acquisition of the Sale Shares and the Open Offer

- 3.3.1 The Acquirers shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of acquisition of the Sale Shares and the Open Offer.
- 3.3.2 The prime object of this acquisition is to acquire complete management control of the Target Company. The Acquirers are in in to diversified area of business and by virtue of acquiring substantial stake and also the management control of the Target Company, the Acquirers intends to integrate some of their businesses with that of the Target Company thereby gaining an advantage of seeking business integration while additionally getting a ready listing platform.
- 3.3.3 The Acquirers intends to continue the existing business of the Target Company. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company.
- 3.3.4 The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Open Offer.
- 3.3.5 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of IREL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

4. BACKGROUND OF THE ACQUIRERS

4.1 The details of the Acquirer-1 are as follows:

Acquirer-1: Mr. Anupam Gupta:

1. Mr. Anupam Gupta (Acquirer-1) S/o Mr. Narain Gupta, is a 43 years old Resident Indian currently residing at B-103, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101, Tel. No. +91-98205 34989, Email: anupam.gup1@gmail.com; He has qualified bachelor degree in commerce from Kurukshetra University. He has not changed / altered his name at any point of time.
2. Acquirer-1 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) AIQPG8113N. Acquirer-1 is having more than 12 years of experience in the field of finance and capital market activities.
3. Acquirer-1 does not belong to any group.
4. CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates, Chartered Accountants (Firm Registration No. 128545W) having their office located at Parishram Co. Op. Hsg Society, Bldg. No.4, Flat no. A/604, Agripada Vakola Highway, Santacruz-E, Mumbai-400 055 has certified that Net Worth of Acquirer-1 is Rs. 520.19 Lacs.
5. Acquirer-1 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 77,500 Equity Shares (Sale Shares) from current Promoter and Promoter group of Target Company through Share Purchase Agreement (SPA) dated 29th January, 2020.
6. As on the date of this DPS, Acquirer-1 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA.

7. The details of the companies in which Acquirer-1 holds directorship is tabled as below:

Name: Anupam Gupta, DIN: 02294687			
Sr. No.	CIN / LLPIN	Designation	Name of the Company / LLP
1.	L51909MH1991PLC250695	Managing Director	Pro Fin Capital Services Limited
2.	U67100MH2009PTC197503	Director	Asian Commtrade Private Limited
3.	U67120MH2007PTC173856	Director	Triyamb Securities Private Limited
4.	U67190MH2009PTC194614	Director	Asian Fintrade Services Private Limited
5.	U67190MH2010PTC209688	Director	Pro Fin Commodities Private Limited
6	U74999MH2017PTC303371	Director	Koshika Bioscience Private Limited
7.	AAQ-1531	Partner	Triumph Minerals & Resources LLP

4.2 The details of the Acquirer-2 are as follows:

1. Mr. Abhay Narain Gupta (Acquirer-2) S/o Mr. Narain Gupta, is a 38 years old Resident Indian currently residing at B-103, Oberoi Gardens, Thakur Village, Kandivali (East), Mumbai-400 101, Tel. No. +91-98920 50006, Email: abhay.gup1@gmail.com; He has completed his Higher Secondary Examinations from Central Board of Secondary Education. He has not changed / altered his name at any point of time.
2. Acquirer-2 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) AIZPG5166A. Acquirer-2 is having more than 10 years of experience in the field of finance and capital market activities.
3. Acquirer-2 does not belong to any group.
4. CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates, Chartered Accountants (Firm Registration No. 128545W) having their office located at Parishram Co. Op. Hsg Society, Bldg. No.4, Flat no. A/604, Agripada Vakola Highway, Santacruz-E, Mumbai-400 055 has certified that Net Worth of Acquirer-2 is Rs. 503.46 Lacs.
5. Acquirer-2 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 77,500 Equity Shares (Sale Shares) from current Promoter and Promoter group of Target Company through Share Purchase Agreement (SPA) dated 29th January, 2020.
6. As on the date of this DPS, Acquirer-2 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA.
7. The details of the companies in which Acquirer-2 holds directorship is tabled as below:

Name: Abhay Narain Gupta, DIN: 02294699			
Sr. No.	CIN / LLPIN	Designation	Name of the Company / LLP
1.	L51909MH1991PLC250695	Whole-Time Director	Pro Fin Capital Services Limited
2.	L67120MH1983PLC030316	Director	Milgrey Finance and Investments Limited
3.	U24232MH1998PLC212649	Director	Apindia Biotech Limited
4.	U67100MH2009PTC197503	Director	Asian Commtrade Private Limited
5.	U67120MH2007PTC173856	Director	Triyamb Securities Private Limited
6.	U67190MH2009PTC194614	Director	Asian Fintrade Services Private Limited
7.	U74999MH2017PTC303371	Director	Koshika Bioscience Private Limited
8.	AAQ-1531	Partner	Triumph Minerals & Resources LLP

4.3 Joint Undertakings / Confirmation by the Acquirers

1. The Acquirers have not acquired any Equity Shares in the Target Company till the date of this DLOF. Hence, compliance w.r.t. Chapter V of the Takeover Regulations, 2011 / Chapter II of the SEBI Takeover Regulations, 1997 is not applicable to them.
2. The Equity Shares tendered in this Offer will be acquired by Acquirers.
3. The Acquirers do not have any relations with the Target Company nor have any interest in the Target Company save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA by the Acquirers. Neither the Acquirers nor their representatives are on the board of the Target Company.
4. The Acquirers have not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act (the “SEBI Act”).
5. Acquirers have confirmed that they are not categorized as a “Willful Defaulter” in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011 nor they are categorized as a “Fugitive Economic Offender” in terms of Regulation (1)(ja) of the SEBI (SAST) Regulations, 2011.
6. The Acquirers have not entered into any non-compete arrangement and/or agreement with the Target Company or its management.
7. As on date of the DLOF, the Acquirers are in compliance with Regulation 6A & Regulation 6B of the Takeover Regulations, 2011.
8. The Acquirers have undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.
9. The Acquirers have undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall inform the Stock Exchanges where the equity shares of the Target Company are listed the Target Company and the Manager to the Offer within 24 hours of the 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.
10. Acquirer-1 is Managing Director of M/s. Pro Fin Capital Services Limited, which is listed on BSE Limited. Acquirer-2 is Whole-Time Director of M/s. Pro Fin Capital Services Limited and Non-Executive Director of Milgrey Finance and Investments Limited, which is listed on BSE Limited.
11. The Acquirers undertake that they will not sell the equity shares of the Target Company, if any held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.

5. BACKGROUND OF THE TARGET COMPANY

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

- 5.1 IREL was incorporated on 9th September, 2011 under the Companies Act, 1956 under the name and style of “Vakharia Power Infrastructure Limited” pursuant to Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra. The corporate identification number (CIN) of the Target Company is L40102MH2011PLC22175. The name of company has been changed to “Ind Renewable Energy Limited” w.e.f. 19th March, 2016. The Registered office of IREL is presently situated at 67, Regent Chambers, 6th Floor, 208, Nariman Point, Jamnalal Bajaj Marg, Mumbai-400 021. Phone No. +91-22-422049223/22828415, Email id: info@vakharia.co.in, vakinyst@gmail.com.
- 5.2 The Authorised Capital of IREL is Rs. 1000.00 Lacs divided in to 1,00,00,000 Equity Shares of Face Value of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of IREL is Rs. 302.74 Lacs divided in to 30,27,360 Equity Shares of Face Value Rs. 10/- each. IREL has established its connectivity with both the National Securities Depositories Limited and Central Depositories Services (India) Limited. The ISIN of IREL is INE138001029.

- 5.3 The main object of the IREL is to carry on the business of providing infrastructure, managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring to third person(\$), power plants, plants based on conventional or non conventional energy sources, solar energy plants, wind energy plants, mechanical, electrical, hydel, tidal, wave energy, thermal, oil, gas, air, sea energy, diesel oil, heavy furnace oil, naphtha, bio-mass, bio-gas, coal, civil engineering works and similar projects and supply of electricity to participating industries, State Electricity Boards, and other boards for industrial, commercial, domestic, public and other purpose and also to provide regular services for repairing and maintenance of all distribution and supply lines and renewable energy sources, waste treatment plants of all kinds and equipment thereof in India and outside India and also manufacturing, procuring, dealing in all ancillary products like transformer battery, inverter etc., required for or capable of being used in connection with the above industry
- 5.4 As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.
- 5.5 The entire present and paid up Equity Shares of the Target Company is currently listed on BSE Limited, Mumbai ("BSE"). The Equity Shares of the Target Company were listed on BSE w.e.f. 28th October, 2013. The shares of Target Company has been listed on BSE pursuant to Scheme of Arrangement approved by Hon'ble High Court of Bombay vide its order dated 14th September, 2012 and pursuant to the scheme, investment business of Everlon Synthetics Limited was demerged in to Target Company.
- 5.6 The shares of the Target Company are listed on of BSE Limited ("BSE") having scrip code and id is 536709 and INDRENEW respectively. The Equity Shares of Target Company are frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.
- 5.7 The Company has complied with the requirements of the Listing Agreement with BSE and as on date no penal action has been initiated by the BSE.
- 5.8 The details of Share Capital of Target Company are as follows:

Paid up Equity Shares of IREL	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	30,27,360	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	30,27,360	100.00
Total Voting Rights in the Target Company	30,27,360	100.00

- 5.9 As on date of this DLOF, the Board of Directors of IREL are as follows:

Name	Designation	DIN	Date of Appointment
Jitendra Kantilal Vakharia	Director	00047777	09/09/2011
Varsha Jitendra Vakharia	Director	00052361	09/09/2011
Dinesh Parmanand Turakhia	Director	00063927	15/01/2013
Nitin Ishwarlal Parekh	Director	00087248	29/03/2016

- 5.10 There has been no merger / demerger or spin off involving IREL during the last 3 years. The name of company has been changed to "Ind Renewable Energy Limited" w.e.f. 19th March, 2016.

- 5.11 Brief financial information of IREL for the financial year ended on March 31, 2017, 2018, 2019 and Half year ended 30th September, 2019 are given below:

(Rs. in Lacs)				
Profit & Loss Statement	Half Year Ended 30.09.2019 (Unaudited)	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2017 (Audited)
Revenue from Operations	4.36	9.23	8.86	4.33
Other Income	20.33	58.17	32.39	36.68
Total Income	24.69	67.39	41.25	41.01
Total Expenditure (Excluding Depreciation and Interest)	(10.34)	(26.39)	(22.67)	(20.13)

Profit & Loss Statement	Half Year Ended 30.09.2019 (Unaudited)	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2017 (Audited)
Profit (Loss) before Depreciation, Interest & Tax	14.35	41.00	18.58	20.88
Depreciation	(1.66)	(5.20)	(8.29)	(6.92)
Interest	(1.93)	(2.80)	(1.92)	(6.54)
Profit / (Loss) before Tax	10.76	33.00	8.37	7.42
Tax Expenses	-	(5.00)	(1.04)	(1.32)
Profit /(Loss) after Tax	10.76	28.00	7.33	6.10

(Rs. in Lacs)

Balance Sheet Statement	Half Year Ended 30.09.2019 (Unaudited)	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2017 (Audited)
Sources of Funds				
Paid up Share Capital	302.73	302.73	302.73	302.73
Other Equity	73.68	62.92	35.63	18.29
Net Worth	376.41	365.65	328.36	321.02
Secured Loan (Non-Current)	-	-	-	-
Unsecured Loan (Non-Current)	-	-	-	-
TOTAL	376.41	365.65	328.36	321.02
Uses of Funds				
Net Fixed Assets	46.19	47.86	53.05	55.13
Investments (Non-Current)	-	-	-	-
Other Non-Current Assets	12.11	10.18	28.69	35.34
Net Current Assets	318.11	307.61	246.62	230.55
Miscellaneous Expenses not written off/ Preliminary Expenses	-	-		
TOTAL	376.41	365.65	328.36	321.02
Contingent Liabilities	-	-	-	-

Other Financial Data	Half Year Ended 30.09.2019 (Unaudited)	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2018 (Audited)	Year Ended 31.03.2017 (Audited)
Net Worth (Rs. in Lacs)	376.41	365.65	328.36	321.02
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (Rs.)	0.36*	0.93	0.24	0.02
Return on Net worth (%)	2.86*	7.66	2.23	1.90
Book Value Per Share (Rs.)	12.43	12.08	10.85	10.60

* Not Annualised

5.12 The Shareholding pattern of the IREL, as on the date of DLOF is as follows:

Shareholder Category	Number Of Equity Shares Of The Target Company	Percentage of Equity Share Capital (%)
Promoter	1,87,400*	6.19
Public	28,39,960	93.91
Total	30,27,360	100.00

* Kantilal V Vakharia (HUF) forming part of Promoter and Promoter Group of Target Company holding 32,400 Shares has requested reclassification as Public Category shareholder in terms of Regulation 31A of SEBI (LODR) Regulations, 2015. The members of Target Company has accorded its consent on the same vide EGM held on 7th February, 2020. Pursuant to BSE approval on reclassification, the shares of Kantilal V Vakharia (HUF) will be classified as public category.

5.13 The current capital structure of the Company has been built up since inception, are as under:

Date of allotment	No. of shares issued	No. of shares issued in % of then issued capital	Cumulative paid up capital (in Rs.)	Mode of Allotment	Identity of allottees (whether promoters or public,)	Status of Compliance
05.09.2011 (Incorporation)	50,000	100	5,00,000	Cash	Subscription to MOA (Promoters)	Capital Issued prior to Listing
23.11.2012	(50,000)	(100)	-	Reduction of Capital	N.A.	N.A.
23.11.2012	3,02,73,600	100	3,02,73,600	Other than Cash	Promoters and Public	Capital Issued under scheme of arrangement
06.10.2017	(3,02,73,600) 30,27,360	100	3,02,73,600	Other than Cash	Promoters and Public	Consolidation of face value from Re. 1 Each to Rs. 10 Each
Total	30,27,360			---		

5.14 There have been non compliance in relation to the applicable provisions of Regulations 29(2) of SEBI (SAST) Regulations, 2011 by the Promoter and Promoter Group I Target Company in the Financial Year 2015-2016 and Financial Year 2017-2018. SEBI may take appropriate action against the Promoter and Promoter Group for the non-compliance.

5.15 Pre- and Post-Offer shareholding pattern of the IREL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPA which triggered off the Takeover Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) I		Shareholding/voting rights after the acquisition and Offer	
		No.	% \$	No.	%	No.	%^	No.	%^
1.	Promoter & Promoter Group								
	a. Parties to Agreement	1,55,000	5.12	(1,55,000)	(5.12)	-	-	-	-
	b. Promoters Other than (a) above	32,400	1.07	-	-	-	-	32,400*	1.07
	Total 1 (a+b)	1,87,400	6.19	(1,55,000)	(5.12)	-	-	32,400	1.07
2.	Acquirers								
	a) Acquirer-1	-	-	77,500	2.56	3,95,000	13.05	4,72,500	15.61
	b) Acquirer-2	-	-	77,500	2.56	3,95,000	13.05	4,72,500	15.61
	Total	-	-	1,55,000	5.12	7,90,000	26.10	9,45,000	31.22
2.	Parties to agreement other than (1)	-	-	-	-	-	-	-	-

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPA which triggered off the Takeover Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) I		Shareholding/voting rights after the acquisition and Offer	
4.	Parties (other than promoters / acquirers								
	a. Fis/MFs/FIIs/Banks/SFI	206	-	-	-	-	-	206	-
	b. Others	28,39,754	93.80	Nil	Nil	(7,90,000)	(26.10)	20,49,754	67.71
	Total no. of shareholders i.e. 2596 in "Public Category"								
	Total	30,27,360	100	Nil	Nil	Nil	Nil	30,27,360	100

* Kantilal V Vakharia (HUF) forming part of Promoter and Promoter Group of Target Company holding 32,400 Shares has requested reclassification as Public Category shareholder in terms of Regulation 31A of SEBI (LODR) Regulations, 2015. The members of Target Company has accorded its consent on the same vide EGM held on 7th February, 2020. Pursuant to BSE approval on reclassification, the shares of Kantilal V Vakharia (HUF) will be classified as public category.

5.16 The number of Shareholders in IREL in public category is 2596 as on date of PA.

5.17 The Company is not a sick Company.

5.18 Status of corporate governance compliances by IREL: -

The Corporate Governance clauses as enumerated in Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to Target Company.

5.19 Mr. Tejendra Jadeja is the Compliance Officer of the Company, vide address at 67 Regent Chambers, 6th Floor, 208 Nariman Point, Jamnalal Bajaj Marg, Mumbai-400 021, Maharashtra, India. Phone No. +91-22-2204 9233 / 22828415, Email id: info@vakharia.in.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE Limited, Mumbai (BSE). The shares are placed under Group 'X' having a Scrip Code of "536709" & Scrip Id: "INDRENEW" on the BSE.

6.1.2 The equity shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on BSE.

The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months of PA (January, 2019 - December, 2019) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	24,21,071	30,27,360	79.97%

6.1.3 The Offer Price of Rs. 9.00/- (Rupees Nine only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Highest of Negotiated price per Equity Share	8.50
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA.	N.A.
(c)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA.	N.A.
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	8.56
(e)	Where the shares are not frequently traded, the price determined by the Acquirer and the Managers to the Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies;	N.A.
(f)	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	N.A.

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 9.00/- (Rupees Nine Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.4 There has been no corporate action requiring the price parameters to be adjusted.

6.1.5 If the Acquirers acquire or agree to acquire any whether by himself or through any person(s) acting in concert any Equity Shares of the Target Company during the offer at a price higher than the Offer Price, then the Offer price shall stand revised to highest price paid or payable for such acquisition.

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

6.1.7 As on date of this DLOF, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with all the provisions of the Regulation 18(5) of the Takeover Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

6.1.8 If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto one working days prior to the date of commencement of the Tendering Period in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared.

6.2 Financial Arrangements

- 6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 71,10,000/- (Rupees Seventy One Lacs Ten Thousand only) ("maximum consideration") i.e. consideration payable for acquisition of 7,90,000 equity shares of the target Company at offer price of Rs. 9.00/- per Equity Share.
- 6.2.2. The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.
- 6.2.3 The Acquirers, the Manager to the Offer and Kotak Mahindra Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement, the Acquirers have deposited cash of an amount of Rs. 20.00 Lacs being in excess of 25% of the Offer Consideration in an escrow account opened with Kotak Mahindra Bank Limited.
- 6.2.4 The Manager to the Offer has been duly authorized Manager to the Offer to realize the value of the aforesaid Escrow in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5 Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirers have opened the Offer Special Account with the Kotak Mahindra Bank Limited under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized by the Acquirers to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.
- 6.2.6 CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates, Chartered Accountants (Firm Registration No. 128545W) having their office located at Parishram Co. Op. Hsg Society, Bldg. No.4, Flat no. A/604, Agripada Vakola Highway, Santacruz-E, Mumbai-400 055 has certified that Acquirers have sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.
- 6.2.7 Based on the above and in the light of the escrow arrangement, the Manager to the Open Offer is satisfied that the firm arrangements have been put in place by the Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011. The Manager to the Offer, M/s. Navigant Corporate Advisors Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

7. TERMS AND CONDITIONS OF THE OFFER:

- 7.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of IREL (except the Acquirers, Seller and Members of Promoter & Promoter group) whose name appear on the Register of Members, at the close of business hours on 11.03.2020 ("Identified Date").
- 7.2. All owners of the shares, Registered or Unregistered (except the Acquirers, Seller and Members of Promoter & Promoter group) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible Persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.
- 7.3. The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. While it would be insured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt the Letter of Offer by any member entitled to this open offer will not invalidate the Offer in any manner whatsoever.

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

7.5. Locked-in Shares:

There are no locked-in shares in IREL.

7.6. Eligibility for accepting the Offer:

The Offer is made to all the public shareholders (except the Acquirers, Seller and Members of Promoter & Promoter group) whose names appeared in the register of shareholders on 11.03.2020 at the close of the business hours on 11.03.2020 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

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

However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

7.7.2. Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserve the sole right to reject the equity shares tendered in the Offer."

7.7.3. The Acquirers, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS has appeared.

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

7.7.5. No approval is required from any bank or financial institutions for this Offer.

7.7.6. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Open offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI.

8.2. BSE Limited ('BSE') shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer.

8.3. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window ("Acquisition Window").

- 8.4. The Acquirers have appointed Shreni Shares Private Limited, Stock 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:

Shreni Shares Private Limited
Office No. 102, Sea Lord CHS, Above Axis Bank,
Ram Nagar, Borivali (West) Mumbai-400 092
Tel: +91-22-28088456
E-mail: shrenishares@gmail.com
Website: www.shreni.in
SEBI Registration No.: INNZ000268538

- 8.5. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.
- 8.6. Such shares would be transferred to a special account of the clearing corporation specifically created for this purpose prior to placing the bid. The stock brokers shall also forward to the Clearing Corporation such details regarding the shares tendered as may be required by the Merchant Banker.
- 8.7. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.
- 8.8. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering period.
- 8.9. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client.
- 8.10. **Procedure for tendering shares held in Dematerialized Form.**
- a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.
 - b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.
 - c) For custodian participant, orders for demat equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
 - d) 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.
 - e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
 - f) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

8.11. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer can do so only after the Equity Shares are dematerialised. Such Public Shareholders are advised to approach any depository participant to have their Equity Shares dematerialised.

8.12. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

8.13. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period

8.14. Procedure for Tendering the Shares in case of Non-Receipt of this Letter of Offer:

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of this Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.navigantcorp.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity shares of the Target Company. Alternatively in case of non-receipt of this Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

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

8.16. Acceptance of Equity

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

8.17. Settlement Process

a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.

- b) The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders.

8.18. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Navigant Corporate Advisors Limited, 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andjeri-Kurla Road, Andheri East, Mumbai-400-059 from 11.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- 9.1 Certificate of Incorporation, Memorandum and Articles of Association of Ind Renewable Energy Limited.
- 9.2 Certificate of CA Mukesh Harjani (Membership No. 041899), proprietor of M/s. Harjani & Associates, Chartered Accountants (Firm Registration No. 128545W) certifying the Net worth of Acquirers.
- 9.3 Annual Reports of Ind Renewable Energy Limited for years ended on March 31, 2017, 2018 and 2019.
- 9.4 Copy of Public Announcement dated 29th January, 2020.
- 9.5 Published copy of the Detailed Public Statement, which appeared in the newspapers on 5th February, 2020.
- 9.6 Copy of Recommendation made by Committee of Independent Directors of IREL dated (.)
- 9.7 Observation letter no (.) dated (.) on the draft Letter of Offer filed with the Securities and Exchange Board of India.
- 9.8 Memorandum of Understanding between Lead managers i.e. Navigant Corporate Advisors Limited & Acquirers.

10. DECLARATION BY THE ACQUIRERS

We have jointly & severally made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

We are jointly & severally responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this DLOF, unless stated otherwise.

We hereby jointly & severally declare and confirm that all the relevant provisions of Companies Act, 2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Signed By:

Signed by Acquirers

Mr. Anupam Gupta

Mr. Abhay Narain Gupta

Place: Mumbai

Date: 12.02.2020