

DRAFT LETTER OF OFFER*"This Document is important and requires your immediate attention"*

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

OPEN OFFER ("OFFER")**BY**

Name	Address	Contact No.	Email Id
Pankaj Chandrakant Mishra ("Acquirer 1")	Near Kashinath Ghanekar Drama Theater, 1502, Woodrose, Hiranandani Medows, Gladys Alwares Road, Thane West 400 610, Maharashtra, India.	+91 98902 51000	capankaj.dev@gmail.com
Divyani Pankaj Mishra ("Acquirer 2")	House No. 1918, Gala no. 4, Raj Rajeshwari Compound, Sonale Gaon, Bhiwandi, Sonale, Thane 421 302, Maharashtra, India.	+91 98337 77264	pankajmishra4000@gmail.com

(hereinafter collectively referred to as **"The Acquirers"**)**To the existing shareholders of
PRATIK PANELS LIMITED**(Hereinafter referred to as **"PRATIK"** or the **"Target Company"**)(CIN: **L36101MH1989PLC317374**)**Registered Office:** H. No. 1824, Gala 1,2,3,4,5, Swagat Complex, Nr. Bidi Kamgar Soc. Rahnal, Thane, Maharashtra, 421 302.**Tel No.:** +91 9867726148/9967061483; **Website:** www.pratikpanels.com; **Email Id:** pplby8@gmail.com

For the acquisition of up to 10,13,610 (Ten Lakhs Thirteen Thousand Six Hundred and Ten) fully paid up equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Re.1/- (Rupee One Only) per equity share (the **"Offer Price"**) payable in cash (**"Offer"** or **"Open Offer"**).

Please Note:

- This Offer is being made by the Acquirers pursuant to regulation 3(1) & (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (**"SEBI (SAST) Regulations"**) for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
- As on the date of this Draft Letter of Offer, there are no other statutory approvals are required to acquire the equity shares that are validly tendered pursuant to this Offer. If any statutory approval becomes applicable prior to the completion of the Offer, this Offer would also be subject to such other statutory approval(s). For more details regarding the statutory and other approvals for the Offer, please see paragraph 6.8.1 (Statutory approvals and conditions of the Offer) at page 17 of this Draft Letter of Offer.
- If there is any upward revision in the Offer Price/Size at any time up to one (1) working day prior to commencement of the tendering period viz. March 17, 2021 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. 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.
- This is not a **competitive offer as per Regulation 20 of the SEBI (SAST) Regulations.**
- If there is a competitive bid:**
 - The Public Offer under all subsisting bids shall open and close on the same date.**
- Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public/ Detailed Public Statement/ Draft Letter of Offer (DLoO), shall not be entitled to withdraw such acceptance during the tendering period.
- The Offer is not subject to a minimum level of acceptance by the shareholders of PRATIK and is not a conditional offer.
- The Procedure for acceptance is set out in Para 7 of this DLoO.
- The Public Announcement, Detailed Public Statement and Draft Letter of Offer would also be available on website of SEBI at (www.sebi.gov.in).

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MANAGER TO THE OFFER**CAPITALSQUARE ADVISORS PRIVATE LIMITED**208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai 400 093, Maharashtra, India.**Phone No:** +91-22-66849999/ +91 98742 83532**Email:** tanmoy.banerjee@capitalsquare.in/mb@capitalsquare.in**Website:** www.capitalsquare.in**Contact Person:** Mr. Tanmoy Banerjee**SEBI Reg. NO:** INM000012219**LINK Intime****REGISTRAR TO THE OFFER****LINK INTIME INDIA PRIVATE LIMITED**

C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.

Phone No: +91- 022 - 4918 6200;**Email:** pratikpanels.offer@linkintime.co.in**Website:** www.linkintime.co.in**Contact Person:** Mr. Sumeet Deshpande**SEBI Reg. NO:** INR000004058**OFFER OPENS ON: MARCH 18, 2021 (THURSDAY)****OFFER CLOSES ON: APRIL 01, 2021 (THURSDAY)**

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

Activities	Date	Day
Date of the Public Announcement	January 21, 2021	Thursday
Publication of Detailed Public Statement in newspapers	January 29, 2021	Friday
Last date of filing of the Draft Letter of Offer with the SEBI	February 05, 2021	Friday
Last date of a Competing Offer [#]	February 12, 2021	Friday
Date by which SEBI's observations will be received	March 01, 2021	Monday
Identified Date*	March 03, 2021	Wednesday
Date by which the Letter of Offer will be dispatched to the shareholders	March 10, 2021	Wednesday
Last date for revising the Offer Price / Offer Size	March 17, 2021	Wednesday
Last date by which Board of the Target shall give its recommendation	March 16, 2021	Tuesday
Offer Opening Public Announcement	March 17, 2021	Wednesday
Date of commencement of tendering period (Open Date)	March 18, 2021	Thursday
Date of closing of tendering period (Close Date)	April 01, 2021	Thursday
Date by which all requirement including payment of consideration would be completed	April 20, 2021	Tuesday

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

#There has been no competing offer as of the date of this DLoO.

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

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

1. The Offer involves an offer to acquire 26.00% of the total equity and voting share capital of PRATIK from the eligible shareholders for the Offer. In the case of oversubscription in the Offer, as per the SEBI (SAST) Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
2. As on the date of this DLoO, to the best of knowledge and belief of the Acquirers, there are no statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to the Open Offer or to complete the Open Offer, save and except as set out in paragraph 6.8. (Statutory Approvals and conditions of the Offer) of this DLoO. However, if any other statutory approvals are required prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
3. In the event that either (a) regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, or (c) SEBI instructs the Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the public shareholders of PRATIK whose shares have 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, 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.
4. Shareholders should note that shareholders who have tendered shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held by the Registrar to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed.
5. The Offer is subject to the receipt of statutory and regulatory approvals by the Acquirers under the Offer. The Acquirers may not be able to proceed with the Offer in the event the approvals are not received in terms of the Regulation 23 of the SEBI (SAST) Regulations. Delay, if any, in the receipt of these approvals may delay completion of the Offer.

6. Risks involved in associating with the Acquirers:

The Acquirers intend to acquire up to 10,13,610 (Ten Lakhs Thirteen Thousand Six Hundred and Ten) fully paid up equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Re.1.00/- (Rupee One Only) per equity share, payable in cash under the SEBI (SAST) Regulations. PRATIK does not have any partly paid-up equity shares as on the date of DLoO. The equity shares and documents tendered in the Offer will be held in trust by the Registrar to the Offer until the completion of the Offer formalities, and the shareholders will not be able to trade

such equity shares. Post this Offer, the Acquirers will have significant equity ownership and effective management control over the Target Company pursuant to regulation 3(1) and 4 of the SEBI (SAST) Regulations.

7. The Acquirers make no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaim any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers makes no assurance with respect to the financial performance of the Target Company.
8. The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the 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.
9. The Acquirers make no assurance of market price of shares of the Target Company during or after the offer.

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

CURRENCY OF PRESENTATION

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

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DEFINITIONS/ABBREVIATIONS

Acquirer 1	Pankaj Chandrakant Mishra
Acquirer 2	Devyani Pankaj Mishra
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of share
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 1956 and Companies Act, 2013
DP	Depository Participant
DLoO	Draft Letter of Offer dated January 29, 2021, submitted to SEBI for its observations
DPS	Detailed Public Statement dated January 25, 2021
Tender Period	March 18, 2021 to April 01, 2021
ECS	Electronic Clearing Service
Escrow Banker	ICICI Bank Limited
Equity and voting share capital	Rs. 389.85 Lakh divided into 38,98,500 equity shares of Rs.10/- each
Identified Date	Date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent.
IFSC	Indian Financial System Code
LoO	Letter of Offer
Manager to the Offer	CapitalSquare Advisors Private Limited
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	From January 21, 2021 (i.e. date of entering into Memorandum of Understanding between Acquirers and Manager to the Offer) to April 20, 2021 (i.e. date of Payment Consideration)
Offer Price	Re.1/- (Rupee One Only) per equity share payable in cash
Offer/ Open Offer	Cash Offer being made by the Acquirers to acquire 10,13,610 equity shares of Rs.10/- each, representing 26.00% of the total equity and voting share capital at a price of Re. 1/- (Rupee One Only) per equity share.
PA	Public Announcement dated January 21, 2021
PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of shares of PRATIK except the Acquirers and parties to the Share Purchase Agreement
RBI	Reserve Bank of India
Registrar to the Offer	Link Intime India Private Limited
Return on Net Worth	Profit After Tax/Net Worth
Sale Shares	15,29,713 equity shares of Rs.10/- each at a price of Re.1/- (Rupee One Only) per equity share forming part of the SPA

SEBI	Securities & Exchange Board of India
SEBI (SAST) Regulations/ Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Sellers or Present Promoters	Promoters of Pratik Panels Limited as per Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) 2015.
SPA or Agreement	Share Purchase Agreement dated January 21, 2021 entered into between the Acquirers and the Sellers
Target Company / PRATIK	Pratik Panels Limited

1. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DLoO WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE EQUITY SHAREHOLDERS OF PRATIK TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR FOR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE 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 THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER CAPITALSQUARE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 29, 2021, TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) 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 PROPOSED OFFER.”

2. DETAILS OF THE OFFER:

2.1 Background of the Offer:

- 2.1.1 This mandatory Offer (“**Open Offer**”) is being made by Pankaj Chandrakant Mishra (“**Acquirer 1**”) and Devyani Pankaj Mishra (“**Acquirer 2**”) (Hereinafter collectively referred to as “**Acquirers**”) in compliance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations, to the shareholders of Pratik Panels Limited (hereinafter referred to as “**Target Company**” or “**PRATIK**”) a company incorporated and duly registered under the Companies Act, 1956 and having its registered office H. No. 1824, Gala 1,2,3,4,5, Swagat Complex, Nr. Bidi Kamgar Soc. Rahnal, Thane, Maharashtra, 421 302, Maharashtra, India. This Offer has been triggered upon the execution of the Share Purchase Agreement dated January 21, 2021 entered into by and between Nisha Jai Singhvi, Dipty Pratik Singhvi, Gunwantraj M Singhvi HUF, Gunwantraj & Co HUF, Pratik Gunwant Singhvi, Gunwantraj Singhvi and Jai Gunwant Singhvi (hereinafter referred to as the “**Sellers**”) and Pankaj Chandrakant Mishra and Devyani Pankaj Mishra.
- 2.1.2 The prime object of the Offer is to acquire substantial acquisition of shares/ voting rights accompanied with the change in control and management of the Target Company.
- 2.1.3 There is no person acting in concert (“**PAC**”) with the Acquirers within the meaning of Regulation 2(1) (q) of the SEBI (SAST) Regulations.
- 2.1.4 The Acquirers are making an offer to acquire 10,13,610 fully paid up Equity Shares of Rs.10/- each representing 26.00% of total equity and voting share capital of the Target Company, at a price of Re.1/- (Rupee One Only) per equity share (the “**Offer Price**”) payable in cash, subject to the terms and conditions mentioned hereinafter.
- 2.1.5 The Acquirers have entered into a Share Purchase Agreement dated January 21, 2021 with the present Promoters of the Target Company viz. Nisha Jai Singhvi, Dipty Pratik Singhvi, Gunwantraj M Singhvi HUF, Gunwantraj & Co HUF, Pratik Gunwant Singhvi, Gunwantraj Singhvi and Jai Gunwant Singhvi to acquire in aggregate 15,29,713 (Fifteen Lakhs Twenty-Nine Thousand Seven Hundred and Thirteen) equity shares of Rs.10/- each representing 39.24% of the fully paid-up equity and voting share capital of the Target Company at a price of Re.1/- per fully paid-up equity share payable in cash (“**Negotiated Price**”) for a total consideration of Rs. 15,29,713 (Fifteen Lakhs Twenty-Nine Thousand Seven Hundred and Thirteen).

The details of the Sellers are as under:

Sr. No.	Name, PAN & Address of Seller	Nature	Part of the Promoter/ Promoter Group (Yes/No)	Shares Holding of the Sellers			
				Pre Transaction		Post Transactions	
				No of Share	% to paid Equity Shares	No of Share	% to paid Equity Shares
1.	Nisha Jai Singhvi PAN: ABNPL3839J Address: B- 901, Universal Paradise, Nanda Patkar Marg, Vile Parle East 400 057, Mumbai, Maharashtra, India.	Individual	Yes	11,378	0.29	NIL	NA
2.	Dipty Pratik Singhvi PAN: ADSPJ0534B Address: 901, Liva Roca, Gulmohar Cross Road No. 12, Juhu, Vile Parle West 400 049, Maharashtra, India.	Individual	Yes	13,786	0.35	NIL	NA
3.	Gunwantraj M Singhvi HUF PAN: AAAHG1307E Address: 801, Liva Roca, Gulmohar Cross Road No. 12, Juhu, Vile Parle West 400 049, Maharashtra, India.	HUF	Yes	55,400	1.42	NIL	NA
4.	Gunwantraj & Co HUF PAN: AAAHG1306F Address: 801, Liva Roca, Gulmohar Cross Road No. 12, Juhu, Vile Parle West 400 049, Maharashtra, India.	HUF	Yes	60,300	1.55	NIL	NA
5.	Pratik Gunwant Singhvi PAN: AQNPS5698H Address: B- 901, Universal Paradise, Nanda Patkar Marg, Vile Parle East 400 057, Mumbai, Maharashtra, India.	Individual	Yes	3,55,581	9.12	NIL	NA
6.	Gunwantraj Singhvi PAN: AAIPS5134P Address: 801, Liva Roca, Gulmohar Cross Road No. 12, Juhu, Vile Parle West 400 049, Maharashtra, India.	Individual	Yes	4,60,320	11.81	NIL	NA
7.	Jai Gunwant Singhvi PAN: AQSPS1185N Address: 801, Liva Roca, Gulmohar Cross Road No. 12, Juhu, Vile Parle West 400 049, Maharashtra, India.	Individual	Yes	5,72,948	14.70	NIL	NA
TOTAL				15,29,713	39.24	NIL	NA

2.1.6 Apart from as mentioned above 15,29,713 (Fifteen Lakhs Twenty-Nine Thousand Seven Hundred and Thirteen) equity shares of Rs.10/- each representing 39.24% of the fully paid-up equity and voting share capital of the Target Company which the Acquirers have agreed to acquire pursuant to SPA dated January 21, 2021, the Acquirers have not acquired any equity shares of the Target Company during the 52 week's period prior to the date of the PA.

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

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

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

- a. The Sellers are holding 15,29,713 Equity shares of the Target Company aggregating to 39.24% of the present paid up Equity and voting share capital of the Target Company.
- b. The Sellers have agreed to sell and the Acquirers have agreed to acquire in aggregate 15,29,713 fully paid up Equity shares of Rs.10/- each (“**Sale shares**”) representing 39.24% of the present paid up Equity and voting share capital of the Target Company at a price of Re.1.00/- per share for cash aggregating to Rs. 15,29,713/- (“**Purchase Price**”).
- c. The Sale Shares are free from all charges, encumbrances or liens and are not subjects to any lock in period.
- d. The aggregate purchase consideration for the Sale Shares i.e. Rs. 15,29,713/- shall be payable to the Sellers. The Acquirers shall pay entire consideration after completion of open offer formalities.
- e. After completion of open offer, the Sellers will not hold any equity shares capital of the Target Company and will be no more shareholders of the Target Company in any capacity.
- f. The Sellers shall sell, convey and deliver to the Acquirers, Sale shares and the Acquirers shall purchase, acquire and accept from the Sellers.
- g. The Sale Shares are free from all charges, encumbrances, pledge, liens, attachments and litigations.
- h. The Acquirers and the Sellers are agreed to abide by its obligations as contained in the SEBI (SAST) Regulations.
- i. That in case of non-compliance of any provisions of the SEBI (SAST) Regulations; the Agreement for such sale shall not be acted upon by the Sellers or the Acquirers.

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

2.1.11 As on the date of this Draft Letter of Offer, the Acquirers do not hold any equity shares/ voting rights of PRATIK, thus the provisions of Chapter V of SEBI (SAST) Regulations are not applicable to the Acquirers.

2.1.12 **During the financial year 2012-13, there was an interse transfer between Promoter and promoter Group. However, the promoters of the Target Company have failed to comply with the regulation 10(5), 10(6) and 10(7) of the SEBI (SAST) 2011. SEBI may initiate appropriate action against the Promoters and Target Company for the aforesaid violation in terms of Regulations and provisions of the SEBI Act.**

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

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

2.2 Details of the proposed Offer:

2.2.1. The Acquirers have made a Public Announcement on January 21, 2021 to SEBI, BSE and Target Company and Detailed Public Statement dated January 25, 2021 which was published in the following newspapers January 26, 2021 in accordance with the Regulation 14 (3):

Publication	Language	Edition
Financial Express	English	All Editions
Jansatta (Hindi)	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

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

2.2.2. The Acquirers have proposed to acquire from the existing equity shareholders of PRATIK (except the parties to the SPA) 10,13,610 equity shares of Rs.10/- each representing 26.00% of total Equity and voting share capital of the Target Company, at a price of Re.1/- (Rupee One Only) (the “**Offer Price**”) per Equity share payable in cash (the “**Offer**”) of

“Open Offer”) in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, and subject to the terms and conditions set out in the PA, the DPS and this Draft Letter of Offer.

- 2.2.3. The Target Company doesn't have any partly paid up shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage. No shares are subject to any lock- in obligations.
- 2.2.4. The Acquirers will accept all the Equity shares of PRATIK those that are tendered in valid form in terms of this Open Offer up to a maximum of 10,13,610 fully paid-up equity shares of Rs.10/- each representing 26.00% of the total Equity and voting share capital of the Target Company.
- 2.2.5. Since the date of the PA to the date of this DLoO, the Acquirers have not acquired any Equity shares of PRATIK.
- 2.2.6. The Acquirers have deposited more than 100% of the total consideration payable to the Equity Shareholders under this Offer in compliance with the Regulation 22(2) of the SEBI (SAST) Regulations.
- 2.2.7. No competitive bid has been received as on date of this Draft Letter of Offer.
- 2.2.8. There is no differential pricing in this Open Offer.
- 2.2.9. This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19(1) of SEBI (SAST) Regulations and is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 2.2.10. The Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 2.2.11. The Equity Shares of the Target Company will be acquired by Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 2.2.12. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed CapitalSquare Advisors Private Limited as the Manager to the Offer.
- 2.2.13. As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% Public Shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the Public Shareholding in the Target Company will not fall below the minimum public shareholding requirement as per SCRR as amended and the SEBI (LODR) Regulations, 2015.
- 2.2.14. Upon completion of the Offer, assuming full acceptances in the Offer, Acquirers will hold 25,43,323 (Twenty-Five Lakh Forty-Three Thousand Three Hundred and Twenty-Three) Equity Shares constituting 65.24% of the present issued, subscribed and paid up share capital of the Target Company.

2.3 Object of the Offer:

- 2.3.1 The prime object of the Offer is to acquire substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.
- 2.3.2 The Acquirers have proposed to continue existing business of the Target Company and may diversify its business activities in future with prior approval of the shareholders. The main purpose of takeover is to expand the Company's business activities in same/diversified line through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.
- 2.3.3 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of PRATIK in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertakes that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.
- 2.3.4 The Acquirers have reserved the right to streamline/ restructure, pledge/ encumber its holding in the Target Company and/ or the operations, assets, liabilities and/ or businesses of the Target Company and/ or its subsidiary through arrangements, reconstructions, restructurings, mergers (including but not limited to merger with or between its subsidiary), demergers, sale of assets or undertakings and/ or re-negotiation or termination of existing contractual/ operating arrangements, at a later date

in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.

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

3. BACKGROUND OF THE ACQUIRERS:

3.1 Pankaj Chandrakant Mishra (hereinafter referred to as “Acquirer 1”)

3.1.1 Pankaj Chandrakant Mishra, S/o Chandrakant Ramswaroop Mishra, aged 43, residing at Near Kashinath Ghanekar Drama Theater, 1502, Woodrose, Hiranandani Medows, Gladys Alwares Road, Thane West 400 610, Maharashtra, India, Contact No: +91 98902 51000, Email id: cpankaj.dev@gmail.com. Acquirer 1 is holding Permanent Account Number AGEPM2194D.

3.1.2 He is Member of ICAI (Chartered Accountant) (Membership No. 118812) passed in the Year 2004.

3.1.3 He has more than 16 years of experience in the field of finance, accountancy and taxation.

3.1.4 He is the Director in the following companies: -

Sr. no	Name of the Company
1.	Krishna Fancyfab Private Limited
2.	Harit Industries Private Limited
3.	Harit Fabtex (India) Private Limited
4.	Daphne Multitrading Private Limited
5.	Skilleader Infotech Private Limited
6.	Harit Concepts Private Limited

3.1.5 Acquirer 1 and Acquirer 2 hold the relationship of husband and wife.

3.1.6 As on date of this DLoO, Acquirer 1 does not have any interest /relationship in the Target Company.

3.1.7 The Net worth of Pankaj Chandrakant Mishra as on January 18, 2021 is Rs. 1,527.18 Lakhs (Rupees Fifteen Crores Twenty-Seven Lakhs Eighteen Thousand Only) and the same is certified by Mr. Nikhil Vishvambharlal Vyas, N V Vyas & Associates, Chartered Accountants, (Membership No. 197046, Firm Reg. No. 152667W, having office at Unit No.209, Second floor, Emerald Plaza, Block 4, Hiranandani Meadows, Manpada, Thane 400 610, Maharashtra. Tel. No. +91 72087 15107; Email: nvyasassociates@gmail.com.

3.1.8 As on date of this DLoO, Acquirer 1 does not hold any Equity Share in the Target Company. However, he has entered into a Share Purchase Agreement on January 21, 2021 (Thursday) to acquire 7,64,857 shares representing 19.62% of the Equity Share Capital of the Target Company.

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

3.1.10 He has confirmed that he is not categorized as a “Wilful Defaulter” in terms of Regulation (1) (ze) of the SEBI (SAST) Regulations. He has further confirmed that he is not appearing in the wilful defaulters list of the Reserve Bank of India.

3.1.11 As on the date, Acquirer 1 has confirmed that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

3.1.12 Acquirer 1 is not forming part of the present Promoter group of the Target Company.

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

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

3.1.15 The Acquirer 1 undertakes that he will not sell the equity shares of the Target Company, held and acquired by him, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

3.2 Devyani Pankaj Mishra (hereinafter referred to as “Acquirer 2”)

3.2.1 Devyani Pankaj Mishra, W/o Pankaj Chandrakant Mishra, aged 43, residing at House No. 1918, Gala no. 4, Raj Rajeshwari Compound, Sonale Gaon, Bhiwandi, Sonale, Thane 421 302, Maharashtra, India, Contact No: +91 983377 7264, Email id: pankajmishra4000@gmail.com. Acquirer 2 is holding Permanent Account Number AKVPM9062F.

3.2.2 She has completed her Bachelor of Commerce (B. Com) from Mumbai University in the year of 1998.

3.2.3 She has more than 20 years of experience in the field of finance and accountancy.

3.2.4 She is the director in the following companies: -

Sr. No.	Name of the Companies
1.	Mahavir Greenhouse Projects Private Limited (Company is amalgamated with Harit Fabtex (India) Private Limited)
2.	Harit Industries Private Limited
3.	Daphne Multitrading Private Limited
4.	Golddust Credit Capitals Limited
5.	Durgapur Sponge Private Limited (Company is amalgamated with Harit Fabtex (India) Private Limited)
6.	Harit Concepts Private Limited

3.2.5 Acquirer 1 and Acquirer 2 hold the relationship of husband and wife.

3.2.6 As on date of this DLoO, Acquirer 2 does not have any interest /relationship in the Target Company.

3.2.7 The Net worth of Devyani Pankaj Mishra as on January 18, 2021 is Rs. 1,163.58 Lakhs (Rupees Eleven Crores Sixty-Three Lakhs Fifty-Eight Thousand Only) and the same is certified by Mr. Nikhil Vishvambharlal Vyas, N V Vyas & Associates, Chartered Accountants, (Membership No. 197046, Firm Reg. No. 152667W, having office at Unit No.209, Second floor, Emerald Plaza, Block 4, Hiranandani Meadows, Manpada, Thane 400 610, Maharashtra. Tel. No. +91 72087 15107; Email: nvyasassociates@gmail.com.

3.2.8 As on date of DLoO, Acquirer 2 does not hold any Equity Share in the Target Company. However, she has entered into a Share Purchase Agreement on January 21, 2021 (Thursday) to acquire 7,64,856 shares representing 19.62% of the Equity Share Capital of the Target Company.

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

3.2.10 She has confirmed that she is not categorized as a “Wilful Defaulter” in terms of Regulation (1) (ze) of the SEBI (SAST) Regulations. She has further confirmed that she is not appearing in the willful defaulters list of the Reserve Bank of India.

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

3.2.12 Acquirer 2 is not forming part of the present Promoter group of the Target Company.

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

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

3.2.15 The Acquirer 2 undertakes that she will not sell the equity shares of the Target Company, held and acquired by him, if any, during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations.

4. BACKGROUND OF PRATIK PANELS LIMITED (“PRATIK” or “TARGET COMPANY”)

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

- 4.1 The Target Company was originally incorporated as Raipur Panels Private Limited in the year February 27, 1989 in Raipur. It was converted into a public limited company on June 26, 1992 and the name was changed to “Pratik Panels Limited” at its Extra Ordinary General Meeting dated May 05, 1992. The registered office of the Target Company is situated at H. No. 1824, Gala 1,2,3,4,5, Swagat Complex, Nr. Bidi Kamgar Soc. Rahnal, Thane, Maharashtra, 421 302. The CIN of the Target Company is L36101MH1989PLC317374.
- 4.2 The Authorised Share Capital of PRATIK is Rs. 4,50,00,000 (Rupees Four Crores and Fifty Lakhs Only) comprising of 45,00,000 equity shares of Rs. 10/- each. The Issued Share Capital of PRATIK Rs. 4,12,00,000 (Rupees Four Crores and Twelve Lakhs Only) comprising of 41,20,000 equity shares of Rs. 10/- each. The Subscribed Share Capital of PRATIK Rs. 3,97,09,000 (Rupees Three Crores and Ninety-Seven Lakhs and Nine Thousand Only) comprising of 39,70,900 equity shares of Rs. 10/- each. The Paid-up Share Capital of PRATIK Rs. 3,89,85,000 (Rupees Three Crore Eighty-Nine Lakhs Eighty-Five Thousand Only) comprising of 38,98,500 equity shares of Rs. 10/- each. The Target Company are in the process of capital reduction.
- 4.3 As on date of the Draft Letter of Offer, the capital structure of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights
a. Authorized Equity Shares	45,00,000 Equity Shares of Rs.10.00/- each
b. Issued Equity Shares	41,20,000 equity shares of Rs. 10/- each
c. Subscribed Equity Shares	39,70,900 equity shares of Rs. 10/- each
d. Paid-up Equity Shares	38,98,500 Equity Shares of Rs.10.00/- each
Partly Paid-up Equity Shares	Nil
Total Paid-up Equity Shares	38,98,500 Equity Shares of Rs.10.00/- each
e. Total voting rights in the Target Company	38,98,500 Equity Shares of Rs.10.00/- each

- 4.4 As on date the Target Company does not have any partly paid equity shares. There are no outstanding warrants or options or similar instruments, convertible into equity shares at a later stage. No shares are subject to any lock in obligations.
- 4.5 The Equity Shares of the Target Company are listed on BSE Ltd (“BSE”).
- 4.6 The entire equity shares capital of the Target Company is presently listed at BSE Limited. Based on the information available on the BSE website, the equity shares of the Target Company are not frequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. The Target Company has already established connectivity with Central Depositories Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”).
- 4.7 There has been no merger / demerger or spin off during the last 3 years.
- 4.8 The present Board of Directors of PRATIK are as follows:

Sr. No.	Name	DIN/ PAN	Designation
1.	Gunwantraaj Manekchand Singhvi	00218731	Managing Director
2.	Jayesh Jethalal Shah	00218776	Independent Director
3.	Kulmeet Sarup Saggu	06718348	Independent Director
4.	Nisha Jai Singhvi	05286282	Non-Executive Woman Director
5.	Dinesh Vakharia Chinubhai	AAAPV4869N	Chief Financial Officer (CFO)

4.9 Financial Information:

The financial details of PRATIK as per the audited accounts for the last three financial years ended March, 2020; March 31, 2019, March 31, 2018 and Unaudited Financial Results for half year ended September 30, 2020 are as follows:

Profit & Loss Statement:

(Amount in Rs.)

Particulars	For the period ended September 30, 2020	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2018
	(Unaudited)	(Audited)	(Audited)	(Audited)
Income from Operations	Nil	Nil	Nil	Nil
Other Income	Nil	Nil	19,921	7,29,962
Total Income	Nil	Nil	19,921	7,29,962
Total Expenditure	(39,93,000)	9,70,888	11,07,821	6,58,370
Profit/ (Loss) before Interest, Depreciation and Tax	Nil	(9,70,888)	(10,87,900)	71,592
Depreciation & Amortization Expenses	Nil	Nil	Nil	Nil
Interest	Nil	Nil	Nil	Nil
Profit/ (Loss) before Tax	(39,93,000)	(9,70,888)	(10,87,900)	71,592
Add: Exceptional Items	Nil	Nil	Nil	Nil
Less: Current Tax	Nil	Nil	Nil	Nil
Deferred Tax	Nil	Nil	Nil	Nil
Taxes for earlier period	Nil	Nil	Nil	Nil
Profit/ (Loss) After tax	(39,93,000)	(9,70,888)	(10,87,900)	71,592

Balance Sheet

(Amount in Rs.)

Particulars	For the period ended September 30, 2020	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2018
	(Unaudited)	(Audited)	(Audited)	(Audited)
(A) Sources of funds				
Paid up share capital	3,89,85,000	3,89,85,000	3,89,85,000	3,89,85,000
Reserves & Surplus (excluding revaluation reserves)	(4,23,09,000)	(3,81,51,619)	(3,71,80,732)	(3,60,92,832)
Less: Miscellaneous Expenditure not written off	Nil	Nil	Nil	Nil
Net Worth	(33,24,000)	8,33,381	18,04,269	28,92,168
Non-Current Liabilities	33,48,000	27,97,781	19,71,660	8,06,047
Deferred Tax Liabilities	Nil	Nil	Nil	Nil
Current Liabilities	1,85,000	2,02,088	56,635	1,37,714
Total (A)	2,09,000	38,33,250	38,32,563	38,35,929
(B) Uses of funds				
Net Fixed Assets	Nil	Nil	Nil	Nil
Capital WIP	Nil	Nil	Nil	Nil
Intangible Assets	Nil	Nil	Nil	Nil
Non-Current Financial Assets & Investments	Nil	Nil	Nil	Nil
Income Tax Assets (Net)	Nil	Nil	Nil	Nil
Deferred Tax Assets(Net)	Nil	Nil	Nil	Nil
Net Current Assets	2,09,000	38,33,250	38,32,563	38,35,929
Total (B)	2,09,000	38,33,250	38,32,563	38,35,929

Other Financial Data

For the Year Ended	For the period ended September 30, 2020	Year ended 31.03.2020	Year ended 31.03.2019	Year ended 31.03.2018
	(Unaudited)	(Audited)	(Audited)	(Audited)
Dividend (%)	Nil	Nil	Nil	Nil
Earnings Per Share (Rs)	(1.02)*	(0.25)	(0.28)	0.02

Return on Net worth (%)	Negative	Negative	Negative	Positive
Book Value Per Share (Rs.)	(0.85)*	0.21	0.46	0.74

* Not annualized.

Note:

- (i) EPS = Profit after tax / number of outstanding equity shares at the close of the year/ period.
- (ii) Return on Net Worth = Profit after Tax / Net Worth
- (iii) Book Value per Share = Net Worth / No. of equity shares
- (iv) Source: Audited Annual Reports/ Audited Financial Statements

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

Shareholders' Category	Shareholding/ voting rights prior to the SPA/ acquisition and Offer		Shares/ voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/ voting rights to be acquired in Open Offer (assuming full acceptances)		Shareholding/ voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
1. Promoter								
(a) Party to Agreement:								
Nisha Jai Singhvi	11,378	0.29	(11,378)	(0.29)	-	-	-	-
Dipty Pratik Singhvi	13,786	0.35	(13,786)	(0.35)	-	-	-	-
Gunwantraj M Singhvi HUF	55,400	1.42	(55,400)	(1.42)	-	-	-	-
Gunwantraj & Co HUF	60,300	1.55	(60,300)	(1.55)	-	-	-	-
Pratik Gunwant Singhvi	3,55,581	9.12	(3,55,581)	(9.12)	-	-	-	-
Gunwantraj Singhvi	4,60,320	11.81	(4,60,320)	(11.81)	-	-	-	-
Jai Gunwant Singhvi	5,72,948	14.70	(5,72,948)	(14.70)	-	-	-	-
Total	15,29,713	39.24%	(15,29,713)	(39.24%)	-	-	-	-
(b) Promoters other than (a) above @								
NIL	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-
Total 1 (a+b)	15,29,713	39.24%	(15,29,713)	(39.24%)	-	-	-	-
2. Acquirers:								
Pankaj Chandrakant Mishra	Nil	NA	7,64,857	19.62%	5,06,805	13%	12,71,662	32.62%
Devyani Pankaj Mishra	Nil	NA	7,64,856	19.62%	5,06,805	13%	12,71,661	32.62%
Total 2	Nil	NA	15,29,713	39.24%	10,13,610	26.00%	25,43,323	65.24%
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement and Acquirers) #					(10,13,610)	26.00%	13,55,177	34.76%

a. FIs/MFs/FIIs/ Banks/SFIs (Indicate names)	-	-	-	-				
b. Others			-	-				
c. other than parties to SPA) from Promoter and Promoter Group	-	-	-	-				
Total No. of Shareholders in Public Category, i.e. 4,225	23,68,787	60.76%	-	-				
Total (4) (a+b+c)	23,68,787	60.76%	-	-				
GRAND TOTAL (1+2+3+4)	38,98,500	100.00%			Nil	Nil	38,98,500	100.00%

Notes:

- i. No Equity Shares are subject to lock in.
- ii. The Acquirers have not acquired any shares from the date of PA till the date of this Draft Letter of Offer.

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS:

5.1 Justification of Offer Price:

5.1.1 The Equity Shares of the Target Company are listed at the BSE Limited (BSE). The shares are placed under Group 'X', having a scrip code of "526490" & Scrip Id: PRATIK on the BSE.

5.1.2 The total trading turnover in the Equity Shares of the Target Company on the BSE i.e. the nation-wide trading terminal based on trading volume during the twelve calendar months prior to the month of PA (January 01, 2020 to December 31, 2020) is as given below:

Stock Exchange	Total No. of Equity Shares traded during the Twelve calendar months prior to the month of PA	Total No. of listed equity shares of the Target Company	Total Trading Turnover (as % of total equity shares Listed)
BSE	55,950	38,98,500	1.44 %

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

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

Sr. No.	Particulars	Price (In Rs per share)
1.	Negotiated Price under the SPA	Re. 1/-
2.	The Volume Weighted Average Price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	NA
3.	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	NA
4.	The Volume Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	NA
5.	Other Financial Parameters as at September 30, 2020:	
	(a) NAV per Equity share	(0.85)/-
	(b) Price Earning Capacity Value per Equity Share	NA
	(c) Market Based Value	NA

Mr. Bhavesh Rathod, Proprietor of M/s. Bhavesh Rathod & Co, Chartered Accountants, (Membership No. 119158, Firm Reg. No. 142046W) having its office at A/101, Shelter CHSL, CSC Road, Dahisar (East), Mumbai 400 068, Maharashtra, India. Mob: +91 97691 13490, E-mail: info.cabhavesh@gmail.com, vide certificate dated January 21, 2021, calculated the fair value of the equity shares of Target Company as Rs. (0.85)/- per share.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manger to the Offer, the Offer Price of Re.1/- per equity share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

- 5.1.5 As on date there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations.
- 5.1.6 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working days before the date of commencement of the tendering period and would be notified to shareholders.
- 5.1.7 If the Acquirers, acquire or agrees 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. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirers shall (i) make public announcement in the same newspapers in which the DPS has been published; and (ii) simultaneously notify to SEBI, BSE, and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the Regulations.
- 5.1.8 If the Acquirers, acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirers would pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.

5.2 Financial Arrangements:

- 5.2.1 In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Networth and no borrowings from any Bank and/ or Financial Institutions are envisaged. Mr. Nikhil Vishvambharlal Vyas, N V Vyas & Associates, Chartered Accountants, (Membership No. 197046, Firm Reg. No. 152667W, having office at Unit No.209, Second floor, Emerald Plaza, Block 4, Hiranandani Meadows, Manpada, Thane 400 610, Maharashtra. Tel. No. +91 72087 15107; Email: nvyasassociates@gmail.com vide certificate dated January 21, 2021 stated that sufficient resources are available with Acquirers for fulfilling the obligations under this Offer in full.
- 5.2.2 The maximum consideration payable by the Acquirers to acquire 10,13,610 fully paid-up equity shares at the Offer Price of Re.1.00/- (Rupee One Only) per equity share, assuming full acceptance of the Offer would be Rs. 10,13,610/- (Rupees Ten Lakh Thirteen Thousand Six Hundred and Ten only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of “PRATIK-Open Offer Escrow Account” with ICICI Bank Limited (“Escrow Banker”) and have deposited Rs. 10,21,000/- (Rupees Ten Lakhs and Twenty-One Thousand Only) i.e. more than 100% of consideration payable in the open offer, assuming full acceptance.
- 5.2.3 The Manager to the Offer is authorized to operate the above mentioned Escrow account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 5.2.4 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to fulfill its obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.
- 5.2.5 In case of upward revision of the Offer Price and/ or the Offer Size, the Acquirers would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

6. TERMS AND CONDITIONS OF THE OFFER:

- 6.1 The Letter of Offer will be mailed to all those shareholders of PRATIK (except the Acquirers and the Parties to the SPA) whose name appear on the Register of Members and to the beneficial owners of the shares of the PRATIK whose names appear on the beneficial records of the Depository Participant, at the close of business hours on March 03, 2021 (“**Identified Date**”).
- 6.2 All owners of the shares, Registered or Unregistered (except the Acquirers and the parties to the SPA) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Paragraph 7 below. Eligible persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.
- 6.3 Accidental omission to dispatch the LoO or the non-receipt or delayed receipt of the LoO will not invalidate the Offer in anyway.
- 6.4 Subject to the conditions governing this Offer, as mentioned in the LoO, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.
- 6.5 In terms of the Regulation 18(9) of the SEBI (SAST) Regulations, Public Shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.
- 6.6 **Locked-in Shares:**
- There are no locked-in shares in PRATIK.
- 6.7 **Eligibility for accepting the Offer:**
- 6.7.1 The Letter of Offer shall be mailed to all Equity Shareholders/ Beneficial Owners holding Equity Shares in dematerialized form (except the present promoter group shareholders and Acquirers) whose names appear in register of Target Company as on March 03, 2021, the Identified Date.
- 6.7.2 This Offer is also open to persons who own Equity Shares in Target Company but are not registered Shareholders as on the Identified date.
- 6.7.3 All Equity Shareholders/ Beneficial Owners (except the present promoter group Shareholders, and the Acquirers) who own Equity Shares of Target Company any time before the closure of the Offer are eligible to participate in the Offer.
- 6.7.4 The Acquirers have appointed Link Intime India Private Limited, as the Registrar to the Offer, having office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India, Tel No.: +91- 022 - 4918 6200 , Fax No.: +91 22 4918 6195, E-mail-Id: pratikpanels.offer@linkintime.co.in, Website: www.linkintime.co.in. The Contact Person Mr. Sumeet Deshpande can be contacted from 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays and all public holidays), during the period the Offer is open.
- 6.7.5 The Public Announcement, the Detailed Public Statement, the Letter of Offer and the Form of Acceptance will also be available on the website of SEBI at: www.sebi.gov.in In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in the Offer.
- 6.7.6 Unregistered Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Shareholders.
- 6.7.7 The acceptance of this Offer by the Equity Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 6.7.8 The acceptance of this Offer is entirely at the discretion of the Equity Shareholder(s)/beneficial owner(s) of Target Company.
- 6.7.9 The Acquirers, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of Equity Share Certificates, Offer Acceptance Forms and Share Transfer Deed etc. during transit and the Equity Shareholders of Target Company are advised to adequately safeguard their interest in this regard.

- 6.7.10 The acceptance of Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
- 6.7.11 The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of the Offer.

6.8 Statutory Approvals and conditions of the Offer:

- 6.8.1 As of the date of this DLoO, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, if any other statutory approvals are required prior to completion of this offer, this offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- 6.8.2 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required & received any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers have reserves the right to reject such Equity Shares tendered in this Offer.
- 6.8.3 The Acquirers in terms of Regulation 23 of SEBI (SAST) Regulations will have a right not to proceed with the Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS had appeared.
- 6.8.4 In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any willful default or neglect of the 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. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER:

- 7.1 The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI and on such terms and conditions as may be permitted by law from time to time.
- 7.2 BSE Limited shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 7.3 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”).
- 7.4 For implementation of the Open Offer, the Acquirers have appointed Nikunj Stock Brokers Limited (the “**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

Name	Nikunj Stock Brokers Limited
Address	A-92, Gf, Left Portion, Kamla Nagar, New Delhi-110 007.
Contact No.	011-47030000-01
Email Id	info@nikunjonline.com
Contact Person	Mr. Pramod Kumar Sultania

- 7.5 All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
- 7.6 The Acquisition Window provided by BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for dematerialized equity shares only.
- 7.7 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
- 7.8 Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

7.8.1 Procedure for Equity Shares held in physical form:

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 Shareholders holding securities in physical form are allowed to tender shares in Open Offer through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.

- i. Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to submit to the centres, Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein along with the complete set of documents for verification procedures to be carried out including: (a) original share certificate(s), (b) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company, (c) self-attested copy of the shareholder’s PAN Card, and (d) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- ii. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (a) valid Aadhar Card; (b) Voter Identity Card; or (c) Passport.
- iii. 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 for the Open Offer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard.
- iv. Applicants who cannot hand deliver their documents at the collection centres referred to as above, may send the same by registered post with due acknowledgement or by courier only, at their own risk and cost, to the Registrar to the Offer, on or before the last date of the Tendering Period.
- v. Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Escrow Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.
- vi. Shareholders should also provide all relevant documents, which are necessary to ensure transferability of shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):
 - a. Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired.
 - b. Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s).
 - c. No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.

7.8.2 Procedure for tendering the Equity Shares:

1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker, indicating details of Shares they wish to tender in Open Offer.
2. The Selling Broker shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids / orders and the same shall be validated at the time of order entry.
3. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
4. The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by BSE / Clearing Corporation, before the opening of the Offer.

5. Upon placing the bid, the Seller member(s) shall provide Transaction Registration Slip (“TRS”) generated by the Exchange Bidding System to the shareholder. TRS will contain details of order submitted like Bid ID No. DP ID, Client ID, No of Equity Shares tendered etc.
6. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

8. ACCEPTANCE OF SHARES

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

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

9. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF THE LETTER OF OFFER

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

A Shareholder may participate in the Offer by approaching their broker / Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in the Letter of Offer.

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

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

Alternatively, in case of non-receipt of the Letter of Offer, the Eligible Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in paragraph 7.8.1 of this DLoO. Such Eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

10. SETTLEMENT PROCESS

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

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

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

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

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

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

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

11. SETTLEMENT OF FUNDS / PAYMENT CONSIDERATION

For Equity Shareholders holding Equity Shares in demat:

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

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

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

Shareholders who intends to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the 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), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirers pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

12. NOTE ON TAXATION

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

Gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for income-tax purposes, depending upon whether such shares were held as a capital asset or business asset (i.e. stock-in-trade). The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc. Any applicable surcharge and education cess would be in addition to such applicable tax rates.

Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the relevant year. The summary of income-tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

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

- i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to STT upon both acquisition and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the capital gains tax would be calculated on gains exceeding INR 100,000 (Indian Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any capital gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such

asset (lower of consideration on transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

- ii. As per section 111A of the IT Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).
- iii. Any applicable surcharge and education cess would be in addition to above applicable rates.
- iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirers shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer. However, in case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealer's/ tax advisors appropriately.

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

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

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

13. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, CapitalSquare Advisors Private Limited 208, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai 400 093, Maharashtra, India on any working day between 10.00 a.m. and 5.00 p.m. during the period the Offer is open i.e., from March 18, 2021 to April 01, 2021.

- i) Memorandum and Articles of Association and Certificate of Incorporation of **Pratik Panels Limited**.
- ii) Memorandum of Understanding between Manager to Offer i.e. CapitalSquare Advisors Private Limited and the Acquirers.
- iii) Certificate dated January 21, 2021 issued by Mr. Nikhil Vishvambharlal Vyas, N V Vyas & Associates, Chartered Accountants, (Membership No. 197046, Firm Reg. No. 152667W, having office at Unit No.209, Second floor, Emerald Plaza, Block 4, Hiranandani Meadows, Manpada, Thane 400 610, Maharashtra. Tel. No. +91 72087 15107; Email: nvyasassociates@gmail.com, certifying that the Acquirers have sufficient resources available for the implementation of the Offer in full out of its own sources / financial commitment under this "Offer" in full.
- iv) Certificate dated January 21, 2021 issued by Mr. Bhavesh Rathod, M/s. Bhavesh Rathod & Co, Chartered Accountants, (Membership No. 119158, Firm Reg. No. 142046W) having its office at A/101, Shelter CHSL, CSC Road, Dahisar (East), Mumbai 400 068, Maharashtra, India. Mob: +91 97691 13490, E-mail: info.cabhavesh@gmail.com, relating to the fair value of the equity shares of the Target Company.
- v) Annual Reports for the last three financial years ended, March 31, 2020, March 31, 2019 and March 31, 2018 and Unaudited Financial Results for half-year ended September 30, 2020 of Pratik Panels Limited.
- vi) Bank Statement received from, ICICI Bank Limited for required amount kept in the escrow account and marked lien in favour of Manager to Offer.

- vii) The copy of Share Purchase Agreement dated January 21, 2021 between the Sellers and the Acquirers, which triggered the Open Offer.
- viii) Copy of the Public Announcement dated January 21, 2021 and published copy of the Detailed Public Statement dated January 26, 2021.
- ix) Copy of the recommendations dated [●] made by the Committee of Independent Directors of the Target Company.
- x) Copy of SEBI Observation letter no. [●] dated [●].
- xi) Escrow Agreement between Acquirers, ICICI Bank Limited and Manager to the Offer

14. DECLARATION BY THE ACQUIRERS:

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

Acquirers:

Pankaj Chandrakant Mishra ("Acquirer 1")	Sd/-
Devyani Pankaj Mishra ("Acquirer 2")	Sd/-

Date: - January 29, 2021

Place: - Mumbai