

DRAFT LETTER OF OFFER

"This Document is important and requires your immediate attention"

This Draft Letter of Offer ("DLOF") is sent to you as a public shareholder(s) of GRAMEVA LIMITED (formerly known as BANGALORE FORT FARMS 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 equity shares of the Target Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

Mrs. Maneesha Singh ("Acquirer I")

Residing at Flat No. 14, Siddharth Apartment, Shastri Nagar, Sigra, Chhitapur, Varanasi, Uttar Pradesh – 221010,
Phone No.: 9073206062, Email: maneeshas8singh@gmail.com

And

Jagsakti Merchandise Private Limited

CIN: U51909WB2016PTC209891 ("Acquirer II")

having its registered office at 4th Floor, Flat No 4A, Block O, 671, New Alipore, Kolkata- 700053,
Phone No.: 9073933003 and E-mail Id: cs.jagsaktimerchandise@gmail.com

And

Ros Advisory Private Limited (formerly known as Ros Insurance Advisors Private Limited)

CIN: U74140WB2010PTC151567 ("Acquirer III")

having its registered office at 7th Floor, Room No. 12, Fortuna Tower, 23A N.S Road, Kolkata- 700001,
corporate office at V-5 B, F/F Green Park Extn., New Delhi- 110016

Phone No.: 9073933003 and E-mail Id: cs.rosinsurance@gmail.com

(Acquirer I, Acquirer II and Acquirer III are hereinafter collectively referred to as the "Acquirers")

TO THE PUBLIC SHAREHOLDERS OF



GRAMEVA LIMITED (formerly known as Bangalore Fort Farms Limited) ("GL"/ "Target Company")

Registered Office: 164/1, Room No. 7E, 7th Floor, Mani Square Mall, Maniktala Main Road, Kankurgachi, Kolkata – 700054,
CIN: L51101WB1966PLC226442, **Tel. No.:** 033 4068 1079/ 033 4063 0732, **Email:** info@grameva.in, **Website:** www.grameva.in

For the acquisition of upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up equity shares of the Target Company of face value of Rs. 10/- each, representing 26.00% of the total paid-up equity and voting share capital of the Target Company at a price of Rs. 30/- (Rupees Thirty Only) per equity share ("Offer Price") payable in cash ("Open Offer"/ "Offer") pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ["SEBI (SAST) Regulations"].

Please Note:

1. This Open Offer is being made by the Acquirers pursuant to Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations"] for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
2. Other than the statutory and other approvals as stated in paragraph 7.10 of this Draft Letter of Offer, there are no statutory approval(s) required to acquire Equity Shares that are tendered pursuant to this Offer. However, if any other statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Offer shall be subject to such statutory approvals and the Acquirers shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s).
3. If there is any upward revision in the Offer Price/Offer Size at any time prior to the commencement of the last one (1) working day before the date of commencement of the tendering period or in the case of withdrawal of offer pursuant to Regulation 23 of the SEBI (SAST) Regulations, the same would be informed within two (2) working days by way of the Public Announcement in the same newspapers in which the original Detailed Public Statement dated February 06, 2026 in relation to this Offer had appeared. Such revision in the Offer Price would be payable for all the shares validly tendered anytime during the period that the offer is open and accepted under the Offer.
4. **If there is a competitive bid:**
 - **The Public Offer under all subsisting bids shall open and close on the same date.**
 - **As per the information available with the Acquirers, no competitive bid has been announced as on the date of this DLOF.**
5. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement, Corrigendum to Public Announcement, Detailed Public Statement & Draft Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
6. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
7. The marketable lot for the Equity Shares of the Target Company is 1 (One) equity share.
8. There is no differential pricing in this Offer.
9. The Procedure for acceptance and settlement of the Offer is set out in paragraph 8 of this Draft Letter of Offer. A Form of Acceptance cum Acknowledgement is enclosed with this Draft Letter of Offer.
10. The Copy of the Public Announcement, Corrigendum to Public Announcement, Detailed Public Statement and this Draft Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also be available at the websites of SEBI at www.sebi.gov.in, BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com.

MANAGER TO THE OFFER:		REGISTRAR TO THE OFFER:	
	VC Corporate Advisors Private Limited SEBI REGN NO: INM000011096 Validity of Registration: Permanent CIN : U67120WB2005PTC106051 (Contact Person : Ms. Urvi Belani/ Mr. Premjeet Singh) 31, Ganesh Chandra Avenue, 2 nd Floor, Suite No.– 2C, Kolkata- 700 013 Tel. No.: (033) 2225 3940 Email Id: mail@vccorporate.com Website: www.vccorporate.com		Cameo Corporate Services Limited SEBI REGN. No.: INR000003753 Validity of Registration: Permanent CIN: U67120TN1998PLC041613 (Contact Person: Mr. Vignesh Balaji R) Subramanian Building No. 1, Club House Road, Chennai- 600002 Tel. No.: 044-40020728 Email Id: vigneshbalaji@cameoindia.com Website: www.cameoindia.com
TENDERING PERIOD OPENS ON: MONDAY, MARCH 30, 2026		TENDERING PERIOD CLOSES ON: WEDNESDAY, APRIL 15, 2026	

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

Activities	Date[#]	Day
Date of the Public Announcement [“PA”]	January 31, 2026	Saturday
Corrigendum to the PA	February 05, 2026	Thursday
Publication of Detailed Public Statement in newspapers	February 06, 2026	Friday
Last date of Filing of the Draft Letter of Offer with the SEBI	February 13, 2026	Friday
Last date of a Competing Offer	March 02, 2026	Monday
Identified Date*	March 12, 2026	Thursday
Date by which the Letter of Offer will be dispatched to the shareholders	March 20, 2026	Friday
Last date by which Board of the Target Company shall give its recommendation	March 24, 2026	Tuesday
Last date for upward revision of Offer Price and/or Offer Size	March 25, 2026	Wednesday
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspapers and sending the same to SEBI, Stock Exchange and Target Company	March 27, 2026	Friday
Date of commencement of tendering period	March 30, 2026	Monday
Date of closing of tendering period	April 15, 2026	Wednesday
Date by which communicating rejection/ acceptance and payment of consideration for applications accepted	April 29, 2026	Wednesday

[#]The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/ regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

**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 Promoter and the Acquirers) are eligible to participate in the Offer any time before the Closure of the Tendering Period.*

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

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

Relating to the Open Offer

1. The Open Offer involves an Offer to acquire 26.00% of the total paid-up equity and voting share capital of GL from the eligible persons at an Offer Price of Rs. 30/- (Rupees Thirty Only) per equity share. As on the date of this Draft Letter of Offer, i.e., February 13, 2026, the closing market price of the Target Company is Rs. 64/- (Rupees Sixty-Four Only) per equity share.
2. In the event that either (a) a regulatory approval is not received in a timely manner, (b) there is any litigation leading to stay on the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the equity shareholders of shares that 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, that may be required by the Acquirers as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of such statutory approvals was not due to willful default or negligence or failure on the part of the Acquirers to diligently pursue such approvals, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the shareholders for the delay at the rate of ten percent per annum (10% P.A.) in terms of Regulations 18 (11) and (11A) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful 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. There may be a circumstance wherein SEBI may issue such instructions to the Acquirers to not proceed with the Offer and then it would not lead to delay but to withdrawal of the Offer.

3. Acquirer II and Acquirer III have previously violated certain provisions and disclosure requirements of the SEBI (SAST) Regulations as detailed in this Draft Letter of Offer. SEBI may initiate suitable action against Acquirer II and Acquirer III for violation of the SEBI (SAST) Regulations.
4. Shareholders should note that the shareholders who have tendered their equity shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance during the tendering period even if the acceptance of equity shares under the Offer and dispatch of consideration gets delayed.
5. In compliance with SEBI Master Circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023; a lien will be marked in the depository system by the Depositories against the equity shares tendered in the Offer. Upon finalization of the entitlement, only accepted quantity of equity shares will be debited from the demat account of the shareholders and the lien marked against the unaccepted equity shares will be released. It is understood that the Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
6. In accordance with the Share Purchase Agreement, the acquisition of the Sale Shares shall be completed upon the fulfilment of conditions agreed between the Acquirer I and the Seller. Further in terms of Regulation 23(1) of the SEBI (SAST) Regulations, the Acquirers shall have the right to withdraw the Open Offer, in the event any statutory or other approvals specified in paragraph 7.10 (Statutory and Other Approvals) of the DLOF or those which become applicable prior to completion of the Open Offer are finally refused. The following conditions under which the Acquirers can withdraw the Open Offer, as provided in Regulation 23(1) of the SEBI (SAST) Regulations are:
 - a) statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an Open Offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the detailed public statement and the letter of offer;
 - b) the Acquirer, being a natural person, has died;
 - c) any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the Acquirer I and such agreement is rescinded, subject to such conditions having been specifically disclosed in the detailed public statement and the letter of offer; or

 Provided that the Acquirers shall not withdraw an Open Offer pursuant to a public announcement made under clause (g) of sub-regulation (2) of Regulation 13, even if the proposed acquisition through the preferential issue is not successful.
 - d) such circumstances as in the opinion of the Board, merit withdrawal.

Risks involved in associating with the Acquirers:

7. The Acquirers intend to acquire 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) equity shares of face value of Rs. 10/- each representing 26.00% of total paid-up equity and voting share capital of the Target Company at an Offer Price of Rs. 30/- (Rupees Thirty Only) per equity share, payable in cash under the SEBI (SAST) Regulations. GL does not have any partly paid-up equity shares as on the date of PA. Post this Offer, assuming full acceptance, the Acquirers will have significant equity ownership, effective management control and will be the Promoter of the Target Company pursuant to Regulations 3(1) and 4 of the SEBI (SAST) Regulations.
8. The Acquirers make no assurance with respect to the market price of the equity 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.
9. The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Public Announcement, Corrigendum to 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.
10. The Acquirers do not accept the responsibility with respect to information contained in the Public Announcement or Corrigendum to Public Announcement or Detailed Public Statement or Draft Letter of Offer or Letter of Offer that pertains to the Target Company and have been compiled from publicly available sources.

11. For the purpose of disclosures in the Public Announcement or Corrigendum to Public Announcement or Detailed Public Statement or this Draft Letter of Offer in relation to the Target Company and/or the Seller, the Acquirers, the Manager to the Offer have relied on the information published by the Target Company and/or the Seller, as the case may be, or publicly available sources and have not independently verified the accuracy of details of the Target Company and/or the Seller. The Acquirers and the Manager to the Offer do not accept any responsibility with respect to any misstatement by the Target Company and/or the Seller in relation to such information.
12. The risk factors set forth above pertain to the acquisition and the Offer and is not related to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for further risk with respect to their respective participation in the Offer.

THE RISK FACTORS SET FORTH ABOVE ARE LIMITED TO THE OFFER AND ARE NOT INTENDED TO COVER A COMPLETE ANALYSIS OF ALL RISKS PERCEIVED IN RELATION TO THE OFFER OR IN ASSOCIATION WITH THE ACQUIRERS BUT ARE ONLY INDICATIVE AND NOT EXHAUSTIVE. THE RISK FACTORS DO NOT RELATE TO THE PRESENT OR FUTURE BUSINESS OR OPERATIONS OF THE TARGET COMPANY OR ANY OTHER RELATED MATTERS AND ARE NEITHER EXHAUSTIVE NOR INTENDED TO CONSTITUTE A COMPLETE ANALYSIS OF THE RISKS INVOLVED IN THE PARTICIPATION IN THE OFFER BY AN ELIGIBLE SHAREHOLDER. THE ELIGIBLE SHAREHOLDERS ARE ADVISED TO CONSULT THEIR STOCKBROKER, OR TAX ADVISOR OR INVESTMENT CONSULTANT, IF ANY, FOR FURTHER RISKS WITH RESPECT TO THEIR PARTICIPATION IN THE OFFER.

NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES

This Draft Letter of Offer does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions. The Open Offer described in this Draft Letter of Offer is not being made to, nor will tender of shares be accepted from or on behalf of Public Shareholders in any jurisdiction in which such offer or invitation is not in compliance with applicable law or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

NOTICE TO SHAREHOLDERS IN UNITED STATES

In addition to the above, please note that the Open Offer is being made for acquisition of securities of an Indian company and Public Shareholders in the U.S. should be aware that this Draft Letter of Offer and any other documents relating to the Open Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the Offer timetable and timing of payments, all of which differ from those in the U.S. Any financial information included in this Draft Letter of Offer or in any other documents relating to the Open Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

Currency of Presentation:

- a. In this Draft Letter of Offer, all references to “Rs.”/ “Rupees”/ “INR”/ “₹” are references to Indian Rupee(s), the official currency of the Republic of India.
- b. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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1. DEFINITIONS/ABBREVIATIONS:

Acquirer I	Mrs. Maneesha Singh
Acquirer II	Jagsakti Merchandise Private Limited
Acquirer III	Ros Advisory Private Limited (<i>formerly known as Ros Insurance Advisors Private Limited</i>)
Acquirers	Acquirer I, Acquirer II and Acquirer III are hereinafter collectively referred to as the Acquirers
Act	The Companies Act, 2013 as amended and other rules as applicable
Board	The Board of Directors of the Target Company
Book Value per Share	Net Worth/Number of shares
BSE	BSE Limited
Buying Broker	Stock Broker appointed by the Acquirers for the purpose of this Open Offer i.e. Nikunj Stock Brokers Limited, having their registered office at A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation / ICCL	Indian Clearing Corporation Limited
Control	Shall have the meaning ascribed to it under Regulation 2(1)(e) of the SEBI (SAST) Regulations
Corrigendum to the PA/ Corrigendum to Public Announcement	Corrigendum to Public Announcement dated February 05, 2026
CSE	The Calcutta Stock Exchange Limited
DPS	Detailed Public Statement dated February 06, 2026
DIN	Director Identification Number
DIS	Delivery Instruction Slip
DP	Depository Participant
Draft Letter of Offer / DLOF	This Draft Letter of Offer dated February 13, 2026
EPS	Earning per equity share
Escrow Account	The escrow account opened with the Escrow Banker under the name and title "MANEESHA SINGH GL OPEN OFFER ESCROW ACCOUNT" bearing account number 000405165517
Escrow Agreement	Escrow Agreement dated January 31, 2026 entered between the Acquirers, Escrow Bank and Manager to the Offer.
Escrow Banker	ICICI Bank Limited
Equity and voting share capital	Rs. 4,79,94,000/- divided into 47,99,400 equity shares of face value of Rs. 10/- each
FEMA	Foreign Exchange Management Act, 1999, as amended
FOA or Form of Acceptance	Form of Acceptance– cum– Acknowledgment accompanying the Letter of Offer
Identified Date	Date for the purpose of determining the names of the public 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 Promoter and the Acquirers) are eligible to participate in the Offer any time before the Closure of the Offer.
Manager to the Offer/ Merchant Banker	VC Corporate Advisors Private Limited
MPSR	Minimum public shareholding requirement of 25.00% in the Target Company
NRI(s)	Non- Resident Indians
NSDL	National Securities Depository Limited
Offer Period	Monday, March 30, 2026 to Wednesday, April 15, 2026
Offer Price	Rs. 30/- (Rupees Thirty Only) per equity share payable in cash
Offer/ Open Offer	Cash Offer being made by the Acquirers to acquire upto 12,47,844 fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each, representing 26.00% of total paid-up equity and voting share capital at a price of Rs. 30/- (Rupees Thirty Only) per equity share.
Offer Shares	12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each, representing 26.00% of total paid-up equity and voting share capital of the Target Company.
PA	Public Announcement dated January 31, 2026
PAC	Person(s) acting in concert as defined under Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.

PAT	Profit After Tax
Persons eligible to participate in the Offer	All owners (registered and unregistered) of equity shares of GL (except the Promoter and the Acquirers)
Preferential Allotment	Allotment of 21,94,400 fully paid- up equity shares of face value of Rs. 10/- each of the Target Company on December 08, 2017 [“ Triggered Date ”] on a Preferential basis to the then allottees at an Issue Price of Rs. 11.75 per equity share [“ Triggered Price ”]. Initially, the proposed size of the Preferential Issue was 23,90,000 fully paid-up equity shares of face value of Rs. 10/- each at the abovementioned issue price, as approved by the Board of Directors at its meeting held on August 12, 2017. However, the final allotment was made on December 08, 2017 for 21,94,400 equity shares only due to non-subscription by some of the proposed allottees. Specifically, Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively.
Promoter/ Outgoing Promoter	Genesis Trade-Links Private Limited
Public Shareholders	All the equity shareholders of the Target Company except the Promoter of the Target Company and the Acquirers.
Purchase Price	Meaning assigned to it in point no. 3.1.12 (b) of the DLOF.
RBI	Reserve Bank of India
Registrar to the Offer	Cameo Corporate Services Limited
Return on Net Worth	(Profit After Tax/Net Worth) *100
Sale Shares	15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each representing 33.25% of the total paid-up equity and voting share capital of the Target Company
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
Seller	Genesis Trade-Links Private Limited
Selling Broker	Respective stock brokers of all Shareholders who desire to tender their equity shares under the Open Offer
Share Purchase Agreement / SPA	Share Purchase Agreement/ SPA dated January 31, 2026 executed between the Acquirer I and the Seller to acquire from them 15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) equity shares of face value of Rs. 10/- each representing 33.25% of the total paid-up equity and voting share capital of the Target Company at a negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per equity share, payable in cash for an aggregate consideration of Rs. 4,46,79,404/- (Rupees Four Crores Forty-Six Lakhs Seventy-Nine Thousand Four Hundred and Four Only)
Special Escrow Account	The special escrow account opened with the Escrow Banker under the name and title “MANEESHA SINGH GL OPEN OFFER SPECIAL ESCROW ACCOUNT” bearing account number 000405165516
Stock Exchanges	BSE and CSE are hereinafter collectively referred to as the Stock Exchanges
Target Company / GL	Grameva Limited (formerly known as Bangalore Fort Farms Limited)
Tendering Period	Period within which Eligible Shareholders of the Target Company may tender their equity shares in acceptance to the Offer, i.e. the period between and including Monday, March 30, 2026 and Wednesday, April 15, 2026
Triggered Date*	December 08, 2017.
Triggered Price*	Rs. 11.75 per equity share
UCC	Unique Client Code
UDIN	Unique Document Identification Number
Working Day	A working day of SEBI, as defined in the SEBI (SAST) Regulations

Note: All terms beginning with a capital letter used in this DLOF, but not otherwise defined herein, shall have the meaning ascribed thereto in that particular section or in the SEBI (SAST) Regulations unless specified.

*The Triggered Date and Triggered Price defined above is with respect to the violation of triggering an Open Offer by Acquirer II and Acquirer III.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LOF WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LOF 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 GL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PAC(S) OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, VC CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 13, 2026 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LOF DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER:

3.1. Background of the Offer:

3.1.1 This Open Offer is a mandatory Open Offer made by Acquirers in accordance with the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each, representing 26.00% of the total paid-up equity and voting share capital of the Target Company at an Offer Price of Rs. 30/- per fully paid-up equity share, payable in cash, for an aggregate consideration of Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only), which is higher than the Triggered Price inclusive of an interest @10% (Ten Percent)[§] per annum (for delay in making Open Offer), subject to the terms and conditions mentioned in the Public Announcement, Corrigendum to the Public Announcement, Detailed Public Statement and to be set out in the Letter of Offer that is proposed to be issued for the Offer in accordance with the SEBI (SAST) Regulations.

[§]The interest is calculated @10% (Ten Percent) per annum for the delay of 2,977 (Two Thousand Nine Hundred and Seventy-Seven) days starting from March 06, 2018 upto April 29, 2026 (assuming date of payment of consideration to the public shareholders who tenders validly in the captioned Open Offer).

3.1.2 The shareholders of the Target Company under Chapter VII of the repealed SEBI (ICDR) Regulations, 2009 in an Annual General Meeting held on September 25, 2017, had approved the issue of 23,90,000 fully paid-up equity shares of face value of Rs. 10/- each, at an Issue Price of Rs. 11.75 per equity share (Including a premium of Rs. 1.75 per equity share) of the Target Company. Pursuant to the said Preferential Issue, the Acquirer II and Acquirer III were acquiring 8,00,000 and 4,44,400 equity shares, representing 16.02% and 8.90% of the post-issue paid-up equity and voting share capital of the Target Company, respectively. Since, the equity shares were not subscribed by some of the proposed allottees and due to time constraint, the Board of Directors of the Target Company in its meeting held on December 08, 2017 had issued and allotted on Preferential Basis 21,94,400 fully paid-up equity shares of face value of Rs. 10/- each, at an Issue Price of Rs. 11.75 per equity share (including a premium of Rs. 1.75 per equity share) of the Target Company instead of 23,90,000 equity shares as approved by the Board of Directors and the shareholders of the Target Company. Out of the aforesaid allotment of 21,94,400 equity shares, Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively. Thus, Acquirer II and Acquirer III triggered the obligation to make an Open Offer on December 8, 2017 (**Triggered Date**), in terms of Regulation 3(1) read with Regulation 13(2)(i) of the SEBI (SAST) Regulations. Presently, Acquirer II and Acquirer III intend to fulfill their obligations to make an Open Offer under the SEBI (SAST) Regulations by giving a Public Announcement at the present date along with the Acquirer I, i.e. Promoter of Acquirer II and Acquirer III, at an Offer Price which is higher than the Triggered Price inclusive of an interest at 10% from March 06, 2018 upto April 29, 2026 (assuming date of payment of consideration to the public shareholders who tender validly in the Open Offer). Further, it should also be noted that presently Acquirer II is holding 5,39,938 equity shares representing 11.25% of the total paid-up equity and voting share capital

of the Target Company and there has been no change in the shareholding of the Acquirer III since the date of allotment of equity shares through Preferential Issue.

- 3.1.3 On January 31, 2026 the Acquirer I has entered into a Share Purchase Agreement (“SPA”/ “Agreement”) with the Outgoing Promoter i.e., Genesis Trade-Links Private Limited for acquisition of in aggregate 15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) equity shares (“Sale Shares”), constituting 33.25% of the total paid-up equity and voting share capital and management control of the Target Company at a negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per equity share (“Negotiated Price”) subject to satisfaction of conditions mentioned in the SPA. Pursuant to acquisition of the aforesaid equity shares in terms of the SPA, the aggregate shareholding of the Acquirer I in the Target Company would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations and accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Further, in terms of the SPA, allotment of equity shares under Preferential Issue and post successful completion of the Open Offer, the Acquirers will also acquire control over the Target Company and will be constituted as the Promoters/ Promoter Group of the Target Company. Hence the Offer is also being made by the Acquirers under Regulation 4 of the SEBI (SAST) Regulations.
- 3.1.4 The prime object of the Offer is substantial acquisition of equity shares/voting rights accompanied with the change in control and management of the Target Company and also to regularise previous non-compliance of making Open Offer by the Acquirer II and Acquirer III subject to receipt of all statutory approvals required in this Open Offer.
- 3.1.5 The Acquirers are making this mandatory Open Offer under the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) equity shares of face value of Rs.10/- each representing 26.00% of total paid-up equity and voting share capital of the Target Company at a price of Rs. 30/- (Rupees Thirty Only) per equity share (“Offer Price”) payable in cash, aggregating to 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only) (“Offer Size”), subject to the terms and conditions mentioned hereinafter. Assuming that the Open Offer is tendered in full, after the completion of this Open Offer, the Acquirers shall hold the majority of the Equity Shares of the Target Company by virtue of which they shall become the Promoters of the Target Company and shall be in a position to exercise effective management and control over the Target Company.
- 3.1.6 The Acquirers have not acquired any equity shares/ voting rights of GL during the fifty- two (52) weeks period immediately preceding the date of the Public Announcement except for acquisition of 15,95,693 equity shares acquired pursuant to execution of the Share Purchase Agreement between the Acquirer I and the Seller.
- 3.1.7 There is no Person Acting in Concert (“PAC”) with the Acquirers for the purpose of this Open Offer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.
- 3.1.8 The payment of consideration shall be made in cash to all the equity shareholders, who have tendered their equity shares in acceptance of the Open Offer, within ten working days of the expiry of the Tendering Period.
- 3.1.9 Subject to satisfaction of the provisions under the Companies Act, 2013 and/ or any other applicable Rules/ Regulation(s), the Acquirers intend to make changes in the management of the Target Company.
- 3.1.10 The Acquirers have keen interest in the business of the Target Company and to venture the business opportunities the Acquirers intend to acquire the majority stake in the Target Company and take over the control and management of the Target Company. The Acquirers propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval(s) of the shareholders of the Target Company and such statutory and/or regulatory authority, as may be applicable, in due compliance with applicable laws. 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 and to comply with the previous violation made by Acquirer II and Acquirer III.

3.1.11 The Salient features of the transaction triggering the Open Offer are as under:

- a) As on the date of PA, the Seller holds 15,95,693 equity shares of the Target Company aggregating to 33.25% of the total paid-up equity and voting share capital of the Target Company as detailed herein below:

Name, CIN, PAN and address of the Seller	Part of Promoter Group (Yes / No)	Pre-Transaction Holding	Pre-Transaction %	Post-Transaction Holding	Post-Transaction %
Name: Genesis Trade-Links Private Limited CIN: U51909WB2005PTC104820	Yes	15,95,693	33.25	Nil	Nil

PAN: AACCG4903H Registered Office Address: R Singh Associates, Hasting Chambers, 2 nd Floor, Room No 15, 7C Kiran Shankar Roy Road, Kolkata- 700001					
Total		15,95,693	33.25	Nil	Nil

- b) The negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per fully paid-up equity share has been mutually agreed upon by the Acquirer I and the Seller pursuant to bona fide discussions and negotiations. Thus, the Seller has agreed to sell and the Acquirer I has agreed to acquire 15,95,693 equity shares representing 33.25% of the total paid-up equity and voting share capital of the Target Company at a price of Rs. 28/- (Rupees Twenty-Eight Only) per share in cash for a consideration of Rs. 4,46,79,404/- (Rupees Four Crores Forty-Six Lakhs Seventy-Nine Thousand Four Hundred and Four Only). [**“Purchase Price”**].
- c) As on the date of this DLOF, there is no lien, encumbrance on the Sale Shares held by the Seller of the Target Company. No sale shares of the Target Company are subject to any lock-in.
- d) The Acquirer I shall after the expiry of twenty-one working days from the date of DPS be entitled to, act upon the Agreement and may complete the acquisition of shares or voting rights in, or control over the Target Company as contemplated under Regulation 22(2) of the SEBI (SAST) Regulations on deposit of 100% of the consideration payable, assuming full acceptance, in cash, in the Escrow Account.
- e) The Seller undertakes that in case the Acquirers so desire, they shall immediately facilitate to appoint them or their nominees on the Board of Directors of the Target Company in terms of Proviso to Regulation 24(1) read with Regulation 17 of the SEBI (SAST) Regulations and also transfer the shares in the demat account of the Acquirer I as mentioned in the SPA in terms of compliance of Regulations 22(2) and 24(1) of the SEBI (SAST) Regulations.
- f) On Completion date the Seller shall sell, convey and transfer to the Acquirer I and the Acquirer I shall purchase, acquire and accept from the Seller the above-mentioned Sale Shares at and for the Purchase Price.
- g) Except as those stated herein, there are no other conditions stipulated in the SPA between the Acquirer I and the Seller, the meeting of which would be outside reasonable control of the Acquirer I and in view of which the Open Offer might be withdrawn under the Regulation 23 of the SEBI (SAST) Regulations.
- h) That the Acquirers and the Seller agree to abide by their obligations as contained in the SEBI (SAST) Regulations.
- i) In case of non-compliance of any provisions of the SEBI (SAST) Regulations, the Agreement for such sale shall not be acted upon by the Seller or the Acquirer I and the same shall be treated as null and void.
- j) That it is clearly understood between the parties that it will be the responsibility of the Acquirers to comply with the provisions of the applicable laws and obtain necessary approvals wherever required in respect of the compliance of the Open Offer Formalities as per the SEBI (SAST) Regulations.
- 3.1.12 Pursuant to the completion of the sale and purchase of the Sale Shares, i.e., 15,95,693 equity shares representing 33.25% of the total paid-up equity and voting share capital of the Target Company, the Seller will cease to be the Promoter of the Target Company and relinquish the management and control of the Target Company in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations and as per the provisions of the SEBI (SAST) Regulations. In accordance with Regulation 31A (10) of the SEBI (LODR) Regulations, the Outgoing Promoter has given their intent letter to reclassify itself from Promoter’s Category to Non-Promoter’s Category.
- 3.1.13 This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.
- 3.1.14 This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.
- 3.1.15 The Acquirers, including the Promoters and Directors of Acquirer II and Acquirer III, have not been categorised as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018 read with Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

- 3.1.16 The Acquirers, including the Promoters and Directors of Acquirer II and Acquirer III, have not been categorized or are appearing in the ‘Wilful Defaulter or a Fraudulent Borrower’ list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India read with Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 3.1.17 The Acquirers are desirous of acquiring majority shareholding in the Target Company along with acquiring the management and control in the Target Company. Therefore, the Acquirer I has entered into SPA with the Promoter of the Target Company, thereby triggering this mandatory Open Offer in compliance with Regulations 3(1) & 4 of the SEBI (SAST) Regulations. Upon the completion of the Offer, assuming full acceptance in the Offer and equity shares acquired pursuant to the aforesaid acquisition which triggered the Open Offer, the Acquirers will hold 38,27,875 (Thirty-Eight Lakhs Twenty-Seven Thousand Eight Hundred and Seventy-Five) equity shares leading to a change in management and control and be construed as the Promoters of the Target Company.
- 3.1.18 The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of this DLOF. However, one of the employees of the Manager to the Offer currently holds 100 (One Hundred) equity shares of the Target Company. The said employee has undertaken that he shall not, directly or indirectly, deal in the aforesaid shares during the pendency of the Offer and will ensure strict compliance with the applicable provisions of the SEBI (SAST) Regulations. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period in compliance with Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.1.19 The Acquirers undertake that they will not sell the equity shares of the Target Company held by them during the Offer period, if any, in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 3.1.20 The Acquirers, including the Directors of Acquirer II and Acquirer III have not been prohibited by the SEBI from dealing in the securities, in terms of directions issued under Section 11B of SEBI Act, 1992 as amended or under any other Regulations made under the SEBI Act. Further, there are no proceedings pending against the Acquirers, including the Directors of Acquirer II and Acquirer III under the SEBI Act.
- 3.1.21 As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957 as amended (“**SCRR**”) the Target Company is required to maintain at least 25.00% public shareholding (“**Minimum Public Shareholding**”), as determined in accordance with SCRR, on continuous basis for listing. Upon completion of the transaction, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirers hereby undertake to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the SCRR as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75% within 12 months from the date of such fall in the public shareholding to below 25.00%, through permitted routes and any other routes as may be approved by SEBI from time to time. Further, any failure to comply with MPS requirement may lead to non-compliance of SCRR and SEBI (LODR) Regulations.
- 3.1.22 As per Regulation 26(6) of the SEBI (SAST) Regulations, the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendations on this Offer to the equity shareholders. Such recommendations of the committee of Independent Directors of the Target Company on the Offer will be published at least two (2) working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy of the same shall be sent to SEBI, BSE, CSE and Manager to the Offer in compliance with Regulation 26(7) of the SEBI (SAST) Regulations.

3.2. Details of the proposed Offer:

- 3.2.1 The Detailed Public Statement pursuant to the Public Announcement made by the Acquirers have appeared in the Financial Express (English Daily) all editions, Jansatta (Hindi Daily) all editions, Pratahkal (Marathi daily) Mumbai edition and Jansatta (Bengali daily) Kolkata edition on February 06, 2026 in compliance with Regulation 14(3) of the SEBI (SAST) Regulations. The Detailed Public Statement made on February 06, 2026 is available on the websites of SEBI and Stock Exchanges at www.sebi.gov.in, www.bseindia.com and www.cse-india.com, respectively.
- 3.2.2 The Acquirers are making this mandatory Open Offer under the provisions of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire upto 12,47,844 (Twelve Lakhs Forty-Seven Thousand Eight Hundred and Forty-Four) equity shares of face value of Rs.10/- each representing 26.00% of total paid-up equity and voting share capital of the Target Company, at a price of Rs. 30/- (Rupees Thirty Only) per equity share (the “**Offer Price**”) payable in cash, aggregating to Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only) (“**Offer Size**”), subject to the terms and conditions mentioned hereinafter.

- 3.2.3 This Open Offer is being made to all the public shareholders of the Target Company as on Thursday, March 12, 2026 (“**Identified Date**”), except the Promoter and the Acquirers.
- 3.2.4 The Acquirers may after the expiry of 21 (Twenty-One) working days from the date of the DPS be entitled to, act upon the Agreement and may complete the acquisition of shares or voting rights in, or control over the Target Company as contemplated under Regulation 22(2) of the SEBI (SAST) Regulations on deposit of 100% of the consideration payable, assuming full acceptance, in cash, in the Escrow Account.
- 3.2.5 The Seller undertakes that in case the Acquirers so desire, they shall immediately facilitate to appoint them or their nominees on the Board of Directors of the Target Company only after depositing 100% of the consideration payable, assuming full acceptance, in cash, in the Escrow Account in terms of proviso to Regulation 24(1) read with Regulation 17 of the SEBI (SAST) Regulations and also transfer the shares in the demat account of the Acquirer I as mentioned in the SPA in terms of compliance of Regulations 22(2) and 24(1) of the SEBI (SAST) Regulations.
- 3.2.6 On Completion date the Seller shall sell, convey and transfer to the Acquirer I and the Acquirer I shall purchase, acquire and accept from the Seller the above-mentioned Sale Shares at and for the Purchase Price on a spot delivery contract basis.
- 3.2.7 The payment of consideration shall be made in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, to all the equity shareholders, who have tendered their equity shares in acceptance of the Open Offer, within ten working days of the expiry of the Tendering Period.
- 3.2.8 As on date of this DLOF, the Target Company does not have partly paid-up equity shares. There are no outstanding warrants or option or similar instrument, convertible into equity shares at a later stage.
- 3.2.9 The Offer is subject to receipt of statutory approval of the SEBI as mentioned in paragraph 7.10 of this Draft Letter of Offer. If any other statutory approval becomes applicable prior to the completion of the Offer, this Offer would also be subject to such other statutory approval(s).
- 3.2.10 This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company.
- 3.2.11 This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19(1) of the SEBI (SAST) Regulations and not a Competitive Bid in terms of the Regulation 20 the SEBI (SAST) Regulations.
- 3.2.12 There is no differential pricing for equity shares under the Offer.
- 3.2.13 Since the date of PA to the date of this DLOF, the Acquirers have not acquired any equity shares of GL.
- 3.2.14 No competitive bid has been received as on date of this DLOF.
- 3.2.15 There are no conditions as stipulated in the SPA, the meeting of which would be outside the reasonable control of the Acquirer I and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
- 3.2.16 Upon the completion of the Offer, assuming full acceptance in the Offer and equity shares acquired pursuant to the aforesaid acquisitions which triggered the Open Offer, the Acquirers will hold 38,27,875 (Thirty-Eight Lakhs Twenty-Seven Thousand Eight Hundred and Seventy-Five) equity shares representing 79.76% of the total paid-up equity and voting share capital of the Target Company and hence there will be a change in the management and control pursuant to this Open Offer. Accordingly, the Acquirers will be inducted as the Promoters/ Promoter Group of the Target Company post completion of the Open Offer in compliance with the conditions specified under Regulation 31A of the SEBI (LODR) Regulations and other statutory approvals applicable thereto and the existing Promoter will be reclassified into non-promoter category under Regulation 31A of the SEBI (LODR) Regulations. Pursuant to the aforementioned acquisition, the Target Company will be in violation of the requirement of Minimum Public Shareholding. As stated under the aforementioned paragraph 3.1.21 the Acquirers would bring down their shareholding within the permissible limits. Further, any failure to comply with MPS requirement may lead to non-compliance of SCRR and SEBI (LODR) Regulations.
- 3.2.17 The Manager to the Offer, VC Corporate Advisors Private Limited, does not hold any equity shares in the Target Company as on the date of this DLOF. However, one of the employee of the Manager to the Offer currently holds 100 (One Hundred) equity shares of the Target Company. The said employee has undertaken that he shall not, directly or indirectly, deal in the aforesaid shares during the pendency of the Offer and will ensure strict compliance with the applicable provisions of the SEBI (SAST) Regulations. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

3.3. Objects of the Offer:

- 3.3.1 The prime object of the Offer is substantial acquisition of shares and voting rights accompanied with the change in control and management of the Target Company and also to regularise previous non-compliance of making Open Offer by the Acquirer II and Acquirer III subject to receipt of all statutory approvals required in this Open Offer.
- 3.3.2 This Open Offer is for acquisition of 26.00% of total paid-up equity and voting share capital of the Target Company. Assuming that the Open Offer is tendered in full, after the completion of this Open Offer, the Acquirers shall hold the majority of the equity shares of the Target Company by virtue of which they shall be in a position to exercise effective management and control over the Target Company.
- 3.3.3 Subject to satisfaction of the provisions under the Companies Act, 2013 and/ or any other applicable Rules/ Regulation(s), the Acquirers intend to make changes in the management of the Target Company.
- 3.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of GL in the succeeding 2 (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 they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required. The Acquirers propose to continue the existing business of the Target Company and may diversify its business activities in future with prior approval(s) of the shareholders of the Target Company and such statutory and/or regulatory authority, as may be applicable, in due compliance with applicable laws. 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.

4. BACKGROUND OF THE ACQUIRERS:

4.1. Mrs. Maneesha Singh ("Acquirer I")

- a. Mrs. Maneesha Singh, w/o. Mr. Aditya Ranjan Singh, aged about 50 years, is a resident of India, residing at Flat No.- 14, Siddharth Apartment, Shastri Nagar, Sigra, Chhitupur, Varanasi, Uttar Pradesh – 221010, having contact number +91 9073206062 and email id: maneesha8singh@gmail.com. She has completed her Master of Fine Arts (Applied Arts) from Banaras Hindu University and has over 22 years of experience in business management, consultancy and advisory services.
- b. She does not hold any equity share in the Target Company prior to the date of the PA except for the execution of the SPA dated January 31, 2026 pursuant to which she has agreed to acquire 15,95,693 (Fifteen Lakhs Ninety-Five Thousand Six Hundred and Ninety-Three) equity shares, constituting 33.25% of the total paid-up equity and voting share capital of the Target Company at a negotiated price of Rs. 28/- (Rupees Twenty-Eight Only) per equity share subject to the conditions specified in the Agreement.
- c. The net worth of the Acquirer I is Rs. 89,56,96,031.45 (Rupees Eighty-Nine Crores Fifty-Six Lakhs Ninety-Six Thousand Thirty-One and Forty-Five Paise Only) as on March 31, 2025 as certified by Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381VSMTYG8125.
- d. As on the date of this DLOF, Acquirer I holds DIN 03500615 and is a Director in Jagsakti Merchandise Private Limited (**Acquirer II**).
- e. She is the immediate relative (Sister) of Mr. Mahendra Singh, Whole-Time Director of the Target Company.
- f. Acquirer I doesn't belong to any group.
- g. There are few other distant relatives of Acquirer I holding equity shares as the public shareholders in the Target Company. However, for the purpose of this Open Offer there are no Person Acting in Concert ("**PAC**") in accordance with the provisions of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations with the Acquirer I.
- h. Except as mentioned in point (d) above, Acquirer I does not hold directorship in any listed or unlisted Company nor does she serve as a Whole-time Director in any Company.

4.2. Jagsakti Merchandise Private Limited (“Acquirer II”/ “JMPL”)

- a. Jagsakti Merchandise Private Limited is a Private Company limited by shares. It was incorporated under the Companies Act, 2013 vide certificate of incorporation dated February 22, 2016 issued by Registrar of Companies, West Bengal. There has been no change in the name of the Acquirer II since the date of its incorporation.
- b. The CIN of the Acquirer II is U51909WB2016PTC209891, having contact number +91 9073933003 and email id cs.jagsaktimerchandise@gmail.com. The equity shares of Acquirer II are not listed on any of the Stock Exchanges whether in or outside India.
- c. The registered office of Acquirer II is presently situated at 4th Floor, Flat No. 4A, Block O, 671, New Alipore, Kolkata-700053. The details of change in the registered office address of Acquirer II since its incorporation are as follows:

Sl. No.	Registered Office		Period	
	From	To	Effective from	To
1.	33/1, Netaji Subhash Road, 7 th Floor, Kolkata- 700001	15C, Hemanta Basu Sarani, 4 th Floor, Kolkata- 700001	02.05.2016	09.01.2018
2.	15C, Hemanta Basu Sarani, 4 th Floor, Kolkata- 700001	16A, Brabourne Road, 6 th Floor, Kolkata- 700001	10.01.2018	19.01.2025
3.	16A, Brabourne Road, 6 th Floor, Kolkata- 700001	4 th Floor, Flat No. 4A, Block O, 671, New Alipore, Kolkata- 700053	20.01.2025	Till date

- d. Acquirer II is presently engaged in the business of providing management, financial and consultancy services, offering professional and financial support in areas such as business planning, strategic management, operational improvement, and organizational development. Presently, its major source of income includes income from "Investments and loans to corporates".
- e. As on the date of PA, the Acquirer II is holding 5,39,938 fully paid-up equity shares of face value Rs. 10/- each representing 11.25% of the total paid-up equity and voting share capital of the Target Company. However, the Board of Directors of the Target Company in its meeting held on December 08, 2017 allotted 8,00,000 fully paid-up equity shares of face value Rs. 10/- each representing 16.67% of the total paid-up equity and voting share capital of the Target Company under the Preferential Issue.
- f. The authorized share capital of Acquirer II is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up equity share capital of Acquirer II is Rs. 4,21,00,000/- divided into 42,10,000 equity shares of Rs. 10/- each.
- g. Acquirer II doesn't belong to any group. Maneesha Singh is the Promoter and person in control of Acquirer II.
- h. As on the date of this DLOF, the details of the shareholders of Acquirer II are as under:

Category	No. of shares	Percentage
Promoter: - Maneesha Singh	21,05,000	50.00
Public / Other than Promoter	21,05,000	50.00
Total	42,10,000	100.00

- i. As on the date of this DLOF, the Board of Directors of Acquirer II comprises of the following:

Sl. No.	Name	Designation	Date of Appointment	DIN	Experience & Qualification
1.	Maneesha Singh	Additional Director	27/01/2026	03500615	She has completed her Master of Fine Arts (Applied Arts) from Banaras Hindu University and has over 22 years of experience in business management, consultancy and advisory services.
2.	Ramakar Singh [#]	Director	06/12/2025	10417215	He has completed higher secondary education and has more than fifteen years of work experience in textile industry with practical experience of business operations and management. For the past three years, he has been actively involved in dairy business.

[#]Ramakar Singh is also a Director on the board of Ros Advisory Private Limited (Acquirer III).

j. Financial Information:

Brief audited standalone financial information of the Acquirer II for the Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023 and certified and un-audited financial results for the six months period ended September 30, 2025 are as follows:

Profit & Loss Statement**(Amount Rs. in 000)**

For the Year Ended	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Income from Operations	0.00	0.00	0.00	4,418.25
Other Income	4,397.59	13,835.52	1,31,065.10	897.04
Total Income	4,397.59	13,835.52	1,31,065.10	5,315.29
Total Expenditure	1,416.78	9,546.20	2,513.55	5,130.72
Profit/ (Loss) before Depreciation, Interest and Taxes	2,980.81	4,289.32	1,28,551.55	184.57
Depreciation	0.00	5.51	1.64	1.82
Interest	989.88	1,337.37	0.00	0.00
Profit/ (Loss) before exceptional items & Tax	1,990.93	2,946.44	1,28,549.91	182.75
Exceptional Items	0.00	0.00	1,24,000.00	0.00
Profit/ (Loss) before Tax	1,990.93	2,946.44	4,549.91	182.75
Provision for Tax (including fringe benefit tax)	0.00	0.00	0.00	0.00
Profit/ (Loss) after tax	1,990.93	2,946.44	4,549.91	182.75

Balance Sheet**(Amount Rs. in 000)**

As on	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Sources of funds				
Paid-up Share Capital	42,100.00	42,100.00	42,100.00	42,100.00
Reserves & Surplus (excluding revaluation reserves)	1,17,135.11	1,15,144.18	1,27,199.17	-1,350.74
Miscellaneous expenditure to the extent not written off	0.00	0.00	0.00	0.00
Net Worth	1,59,235.11	1,57,244.18	1,69,299.17	40,749.26
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	37,480.85	31,919.36	2,702.50	11,202.50
Total	1,96,715.96	1,89,163.54	1,72,001.67	51,951.76
Uses of funds				
Net Fixed Assets	58.65	59.65	15.66	17.31
Investments	9,341.25	9,341.25	9,341.25	29,341.25
Long Term Loans and advances	0.00	0.00	0.00	0.00
Net Current Assets	1,87,316.06	1,79,762.64	1,62,644.76	22,593.20
Total	1,96,715.96	1,89,163.54	1,72,001.67	51,951.76

Other Financial Data

For the year ended	Six months period ended September 30, 2025 (Un-audited & Certified)	Financial Year ended March 31, 2025 (Audited)	Financial Year ended March 31, 2024 (Audited)	Financial Year ended March 31, 2023 (Audited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (Rs.)	0.47*	0.70	1.08	0.04
Return on Net worth (%)	1.25*	1.87	2.69	0.45
Book Value Per Share (Rs.)	37.82*	37.35	40.21	9.68

Note: Difference, if any is due to rounding off.

*Non-Annualized

Source: Annual Reports and un-audited financial results for the six months period ended September 30, 2025 as certified by the statutory auditor and Management of JMPL.

Note:

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

(ii) $\text{Return on Net Worth} = \text{Profit after Tax} / \text{Net Worth.}$

(iii) $\text{Book Value per Share} = \text{Net Worth} / \text{No. of equity shares.}$

- k. The net worth of the Acquirer II is Rs. 19,22,38,399.50 (Rupees Nineteen Crores Twenty-Two Lakhs Thirty-Eight Thousand Three Hundred Ninety-Nine and Fifty Paise Only) as on March 31, 2025 as certified by Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381XWTOVQ7292.
- l. As on the date of this DLOF and based on the information received, Acquirer II does not have any Contingent Liabilities.

4.3. Ros Advisory Private Limited [formerly known as Ros Insurance Advisors Private Limited] (“Acquirer III”/ “RAPL”)

- a. Ros Advisory Private Limited is a Private Company limited by shares. It was originally incorporated under the Companies Act 1956, in the name and style of “Ros Insurance Advisors Private Limited” vide certificate of incorporation dated July 23, 2010 issued by Registrar of Companies, West Bengal. Subsequently, the name of Acquirer III was changed to “Ros Advisory Private Limited” w.e.f. June 02, 2022 vide a fresh certificate of Incorporation pursuant to change of name dated June 02, 2022 issued by Registrar of Companies, Kolkata, West Bengal.
- b. The CIN of the Acquirer III is U74140WB2010PTC151567, contact no. being +91 9073933003 and email id being cs.rosinsurance@gmail.com. The equity shares of Acquirer III are not listed on any of the Stock Exchanges whether in or outside India. Presently, the corporate office of Acquirer III is situated at V-5 B, F/F Green Park Extn., Delhi-110016.
- c. The registered office of Acquirer III is presently situated at 7th Floor, Room No. 12, Fortuna Tower, 23A, N.S. Road, Kolkata- 700001 and the details of change in the registered office address of Acquirer III since its incorporation are as follows:

Sl. No.	Registered Office		Period	
	From	To	Effective from	To
1.	3/1 + 3/2 West Ghoshpara Road, P.O. Shyamnagar, 24, Parganas North- 743127	Diamond Prestige, 2 nd Floor, Room No. 214, 41A, A.J.C. Bose Road, Kolkata- 700014	02.01.2012	07.02.2018
2.	Diamond Prestige, 2 nd Floor, Room No. 214, 41A, A.J.C. Bose Road, Kolkata- 700014	P-4, New Howrah Bridge, Approach Road, Room No. 1019B, 10 th Floor, Kolkata- 700001	08.02.2018	06.03.2022
3.	P-4, New Howrah Bridge, Approach Road, Room No. 1019B, 10 th Floor, Kolkata- 700001	7 th Floor, Room No. 12, Fortuna Tower, 23A, N.S. Road, Kolkata- 700001	07.03.2022	Till date

- d. Acquirer III is engaged in the business of buying, selling, trading, distribution, marketing and dealing in a wide range of consumer goods, agricultural produce, food and dairy products, industrial goods, chemicals, textiles, garments, cosmetics, electronics, medicines, machinery, and other articles of consumption. Presently, it's major source of income includes income from dealing in raw jute and other allied products.
- e. As on the date of PA, the Acquirer III is holding 4,44,400 fully paid-up equity shares of face value Rs. 10/- each representing 9.26% of the total paid-up equity and voting share capital of the Target Company which was allotted to Acquirer III in the meeting of Board of Directors of the Target Company held on December 08, 2017 under the Preferential Issue.
- f. The authorized share capital of Acquirer III is Rs. 2,00,00,000/- (Rupees Two Crores Only) divided into 20,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid-up equity share capital of Acquirer III is Rs. 1,99,00,000/- divided into 19,90,000 equity shares of Rs. 10/- each.

g. Acquirer III doesn't belong to any group. Maneesha Singh is the Promoter and person in control of Acquirer III.

h. As on the date of this DLOF, the details of the shareholders of Acquirer III are as under:

Category	No. of shares	Percentage
Promoter: - Maneesha Singh	19,89,800	99.99
Public / Other than Promoter*	200	0.01
Total	19,90,000	100.00

*Mahendra Singh, the brother of Maneesha Singh (Acquirer I) is one of the shareholders of Acquirer III holding 100 equity shares and is also the Whole-time Director in the Target Company.

i. As on the date of this DLOF, the Board of Directors of Acquirer III comprises of the following:

Sl. No.	Name	Designation	Date of Appointment	DIN	Experience & Qualification
1	Rakesh Kumar Singh	Director	29/03/2025	10417222	He has completed higher secondary education and has been actively involved in handling operations, sales, and business development in marketing of jute products and tea manufacturing.
2	Ramakar Singh*	Director	29/03/2025	10417215	He has completed higher secondary education and has more than fifteen years of work experience in textile industry with practical experience of business operations and management. For the past three years, he has been actively involved in dairy business.

*Ramakar Singh is also a Director on the board of Jagsakti Merchandise Private Limited (Acquirer II).

j. **Financial Information:**

Brief audited standalone financial information of the Acquirer III for the Financial Years ended March 31, 2025, March 31, 2024, March 31, 2023 and certified and un-audited financial results for the six months period ended September 30, 2025 are as follows:

Profit & Loss Statement		(Amount Rs. in 000)			
For the Year Ended	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)	
Income from Operations	711.10	1,216.90	1,286.38	2,274.84	
Other Income	65.61	205.28	132.75	1,652.12	
Total Income	776.71	1,422.18	1,419.14	3,926.97	
Total Expenditure	1,576.17	2,992.21	3,160.94	4,840.28	
Profit/ (Loss) before Depreciation, Interest and Taxes	-799.47	-1,570.03	-1,741.81	-913.31	
Depreciation	1.94	5.15	7.25	8.73	
Interest	0.00	265.98	178.81	0.00	
Profit/ (Loss) before Tax	-801.41	-1,841.15	-1,927.86	-922.04	
Provision for Tax (including fringe benefit tax)	0.00	0.00	0.00	0.00	
Profit/ (Loss) after tax	-801.41	-1,841.15	-1,927.86	-922.04	

Balance Sheet**(Amount Rs. in 000)**

As on	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Sources of funds				
Paid-up Share Capital	19,900.00	19,900.00	19,900.00	19,900.00
Reserves & Surplus (excluding revaluation reserves)	-5,016.36	-4,214.95	-2,373.80	-445.93
Miscellaneous Expenditure to the extent not written off	0.00	0.00	0.00	0.00
Net Worth	14,883.64	15,685.05	17,526.20	19,454.07
Secured loans	0.00	0.00	0.00	0.00
Unsecured loans	16,231.22	8,309.52	5,900.07	2,941.50
Total	31,114.86	23,994.57	23,426.27	22,395.57
Uses of funds				
Net Fixed Assets	14.03	15.97	21.12	28.37
Investments*	24,545.40	24,545.40	24,545.40	24,545.40
Long Term Loans and advances	0.00	0.00	0.00	0.00
Net Current Assets	6,555.43	-566.80	-1,140.25	-2,178.20
Total	31,114.86	23,994.57	23,426.27	22,395.57

* Investments includes non-current investments and deposits

Other Financial Data

For the year ended	Six months period ended September 30, 2025 (Un-audited & Certified)	Financial Year ended March 31, 2025 (Audited)	Financial Year ended March 31, 2024 (Audited)	Financial Year ended March 31, 2023 (Audited)
Dividend (%)	0.00	0.00	0.00	0.00
Earnings Per Share (Rs.)	-0.40*	-0.92	-0.96	-0.46
Return on Net worth (%)	-5.38*	-11.74	-11.00	-4.74
Book Value Per Share (Rs.)	7.48*	7.88	8.81	9.78

Note: Difference, if any is due to rounding off.

*Non-Annualized

Source: Annual Reports and un-audited financial results for the six months period ended September 30, 2025 as certified by the statutory auditor and Management of RAPL.

Note:

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

(ii) $\text{Return on Net Worth} = \text{Profit after Tax} / \text{Net Worth.}$

(iii) $\text{Book Value per Share} = \text{Net Worth} / \text{No. of equity shares.}$

- k. The net worth of the Acquirer III is Rs. 4,94,07,140/- (Rupees Four Crores Ninety-Four Lakhs Seven Thousand One Hundred and Forty Only) as on March 31, 2025 as certified by Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381QVBWY6874.
- l. As on the date of this DLOF and based on the information received, the Acquirer III does not have any Contingent Liabilities.

Other Confirmations:

4.4. Acquirer I, Acquirer II and Acquirer III are hereinafter collectively referred to as the Acquirers.

4.5. Relationship between the Acquirers:

4.5.1 Acquirer I is the Promoter of both Acquirer II and Acquirer III and holds 21,05,000 and 19,89,800 equity shares representing 50.00% and 99.99% of the total paid-up equity and voting share capital of Acquirer II and Acquirer III, respectively. Acquirer I is also a director on the Board of Acquirer II.

- 4.5.2 Further, Mahendra Singh, the brother of Maneesha Singh (Acquirer I) and the Whole-time Director of the Target Company is holding 100 equity shares representing 0.005% of the total paid-up equity and voting share capital of Acquirer III.
- 4.5.3 As on the date of this DLOF, Acquirer II and Acquirer III are the public shareholders of the Target Company and collectively holds 12,44,400 Equity Shares representing 20.51% of the total paid-up equity and voting share capital of the Target Company.
- 4.5.4 There are few other relatives/ distant relatives of the Acquirer I who are holding equity shares in both the Acquirer II and Acquirer III.

Except as mentioned herein, there is no other existing relationship amongst the Acquirers.

- 4.6. There are no Person Acting in Concert (“PAC”) with the Acquirers for the purpose of this Open Offer in accordance with provisions of regulation 2(1)(q)(2) of the SEBI (SAST) Regulations.
- 4.7. Prior to the PA, Acquirer I had received commission from the Target Company and the Target Company had advanced loan to both Acquirer II and Acquirer III. As on the date of PA, the total amount of outstanding loan given to Acquirer II by the Target Company is Rs. 2,57,25,621/- while the loan granted to the Acquirer III is settled and has been paid-off.
- 4.8. Except as stated above, neither the Acquirers including the Promoters or Directors of Acquirer II and Acquirer III have any other relationship &/or interest, directly or indirectly in the Target Company including with its Directors, Promoter & key employees or other major shareholders
- 4.9. Except as disclosed herein, the Acquirers including the Promoters or Directors of Acquirer II and Acquirer III do not have any other kind of direct or indirect relation with any other public shareholders of the Target Company.
- 4.10. Except as disclosed herein, neither the Acquirer I nor the Directors or employees of the Acquirer II or Acquirer III are on the Board of the Target Company or hold any managerial, financial, or operational position therein.
- 4.11. The details of non-compliances and/ or delayed compliances by Acquirer II and Acquirer III under the SEBI (SAST) Regulations since Financial Year 2017-18 to till date are as follows:

SI. No.	Regulations	Financial Year	Name of the Acquirer	Due Date for Compliance	Actual Date for Compliance			Delay, if any	Remarks, if any
					BSE	CSE	GL		
1.	3(1)*	2017-18	Acquirer II along with Acquirer III	08-12-2017	--	--	--	2977	Not Complied
2.	29(1)		Acquirer II	12-12-2017	--	--	--	--	
			Acquirer III	12-12-2017	--	--	--	--	
3.	30(1)	2018-19	Acquirer II along with Acquirer III	10-04-2018	--	--	--	--	
		2019-20		09-04-2019	--	--	--	--	
		2020-21		13-04-2020	--	--	--	--	
				12-04-2021	--	--	--	--	
4.	29(2)	2025-26	Acquirer II	17-10-2025	17-12-2025			61	Complied
5.				21-11-2025				26	Complied

*The obligation to make a Public Announcement of an Open Offer was triggered on December 08, 2017 [“Triggered Date”] by Acquirer II and Acquirer III pursuant to the preferential allotment of Equity Shares by the Target Company to the then allottees at an Issue Price of Rs. 11.75 per equity share [“Triggered Price”].

Note: Regulation 30 of the SEBI (SAST) Regulations has been Omitted by the SEBI (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2021, w.e.f. 1-4-2022 and therefore not applicable thereafter.

- 4.12. The Acquirers undertake that they will not sell the equity shares of the Target Company, held and acquired by them, if any, during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 4.13. As on the date of this DLOF, the Acquirers, including the Promoters and Directors of Acquirer II and Acquirer III, have not been prohibited by the SEBI from dealing in the securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 as amended or under any other Regulations made under the SEBI Act. Further, there are no proceedings pending against the under the Acquirers under the SEBI Act.
- 4.14. The Acquirers including the Promoters and Directors of Acquirer II and Acquirer III have not been categorised as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018 read with Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

- 4.15. The Acquirers including the Promoters and Directors of Acquirer II and Acquirer III have not been categorized or are appearing in the ‘Willful Defaulter or a Fraudulent Borrower’ list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by the Reserve Bank of India read with Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.16. The Acquirers hereby undertake that if they will acquire any equity shares of the Target Company during the Offer Period, then they will inform BSE, CSE, 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 also undertake that they will not acquire or sell 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.
- 4.17. The Acquirers do not have any intention to delist the equity shares of the Target Company pursuant to this Open Offer.
- 4.18. Since the date of PA to till date of this DLOF, the Acquirers have neither acquired control nor appointed any nominee on the Board of Directors of the Target Company.
- 4.19. There are no penalties levied against the Acquirers by the SEBI/ Stock Exchange or any other Regulator.

5. BACKGROUND OF THE TARGET COMPANY:

(Information relating to the Target Company has been obtained from information available in public domain and neither the Acquirers nor the Manager to the Offer has independently verified the same)

- 5.1. Grameva Limited (formerly known as Bangalore Fort Farms Limited) (“GL”/ “Target Company”) was originally incorporated on October 24, 1966 under the Companies Act, 1956 in the name and style of “Bangalore Fort Farms Limited” under CIN L51101KA1966PLC001643 with the Registrar of Companies, Mysore, Bangalore vide a certificate of incorporation dated October 24, 1966 and Certificate of Commencement of Business pursuant to Section 149(3) of the Companies Act, 1956 was issued on December 6, 1966 by the Registrar of Companies, Mysore, Bangalore. Subsequently, the registered office of the Target Company was shifted from the state of Karnataka to the West Bengal and a certificate of Registration of Regional Director order for Change of State issued by the Registrar of Companies, Kolkata, West Bengal on June 06, 2018. Further, the name of the Target Company was changed to its present name, “Grameva Limited” w.e.f. November 04, 2025 and a fresh certificate of incorporation pursuant to change of name issued by the Registrar of Companies, Kolkata on November 04, 2025 under the CIN L51101WB1966PLC226442. Presently, the registered office of GL is situated at 164/1, Maniktala Main Road, Mani Square Mall, Room No. 7E, 7th Floor, Kankurgachi, Kolkata- 700054, Tel No.: 033 4068 1079/ 4063 0732 and E- mail: info@grameva.in. The details of change in the registered office of the Target Company are as follows:

Sl. No.	Registered Office		Period	
	From	To	Effective from	To
1.	Kanaka Nivas, 558 MVJ International School Road, 1 st Cross Marathalli, Colony Bangalore- 560037	16A, Brabourne Road, 6 th Floor, Kolkata- 700001	May 21, 2018	February 09, 2025
2.	16A, Brabourne Road, 6 th Floor, Kolkata- 700001	4 th Floor, Flat No-4A, Block-O, 671, New Alipore, Kolkata- 700053	February 10, 2025	May 08, 2025
3.	4 th Floor, Flat No-4A, Block-O, 671, New Alipore, Kolkata- 700053	164/1, Maniktala Main Road, Mani Square Mall, Room No. 7E, 7 th Floor, Kankurgachi, Kolkata- 700054	May 09, 2025	Till date

- 5.2. The Target Company has not been shown as a part of Promoter / Promoter Group of any listed entity. The equity shares of the Target Company have never been suspended from trading on BSE and CSE since its listing to till date.
- 5.3. The Target Company is engaged in the business of jute and agro products, including processing, trading and allied activities. It is also engaged in metal handicrafts along with raw jute and merchandise, import, export of metal handicrafts, merchandise etc.
- 5.4. The Authorised Equity Share Capital of GL is Rs. 25,00,00,000/- divided into 2,50,00,000 equity shares of the face value of Rs. 10/- each. The Issued, Subscribed & Paid-up Share Capital of the GL is Rs. 4,79,94,000/- comprising of 47,99,400 equity shares of face value of Rs. 10/- each. GL has established its connectivity with both the depositories namely National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”). The ISIN of GL is INE578R01011 & the marketable lot for equity share is 1 (One) equity share.

- 5.5. As on the date of this DLOF, 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 have been pledged by Acquirers, Promoter and Public shareholders of Target Company.
- 5.6. Except as disclosed herein, the Promoter or Directors of the Target Company do not have any direct or indirect connection/ relation with the public shareholders of the Target Company.
- 5.7. Except as disclosed herein, there are no person on the Board of Target Company representing the Acquirers.
- 5.8. The entire equity shares of GL are presently listed at BSE and CSE only. The equity shares of GL are infrequently traded on both BSE and CSE within the definition of “frequently traded shares” under Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 5.9. The Target Company including its Promoters, Directors and Key Managerial Personnels have not been categorised as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018 read with Regulation 2(1)(ja) of the SEBI (SAST) Regulations and Wilful Defaulters under Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 5.10. The equity share capital of the Target Company is as follows:

Paid up Equity Shares of Target Company	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid-up Equity Shares	47,99,400	100%
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	47,99,400	100%
Total Voting Rights in the Target Company	47,99,400	100%

- 5.11. As on the date of this DLOF, the Board of Directors of GL are as follows:

Names of Directors	Designation	Category	DIN	Date of Appointment
Deepak Kandoi	Managing Director	Professional	11074878	25/09/2025
Mahendra Singh*	Whole-Time Director	Professional	07692374	18/06/2024
Nimisha	Director	Independent	11243047	25/09/2025
Rajat Sharma	Director	Independent	11243035	25/09/2025
Pranay Sanjiv Tandon	Director	Independent	11068992	25/09/2025

* Mahendra Singh is the brother of Maneesha Singh (Acquirer I).

- 5.12. There has been no merger / demerger or spin off involving GL during the last 3 years.
- 5.13. Based on the information disclosed in the Annual Report 2024- 2025, there are no contingent liabilities in the Target Company.
- 5.14. From the date of the PA to till date there are no directions or pending proceedings against the Manager to the Offer and Registrar to the Offer (including their directors) under the SEBI Act, 1992, as amended or by any other Regulator. Further, there have been no penalties levied against them by the SEBI/ RBI/ Stock Exchanges or by any other Regulator from the date of PA to till date.
- 5.15. **Financial Information:**
Brief standalone audited financial information of the Target Company for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 and un-audited and certified standalone financial results for the six months period ended September 30, 2025 are as follows:

Profit & Loss Statement

(Amount Rs. in 000)

For the Year Ended	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Income from Operations	1,44,380.00	4,14,111.00	3,73,405.00	2,44,633.00
Other Income	4,773.00	7,273.00	1,278.00	4,944.00
Total Income	1,49,153.00	4,21,384.00	3,74,683.00	2,49,577.00
Total Expenditure	1,40,354.00	4,05,044.00	3,61,755.00	2,42,467.00
Profit/(Loss) before Depreciation, Interest and Taxes	8,799.00	16,340.00	12,928.00	7,110.00

Depreciation	1,891.00	3,396.00	2,730.00	1,759.00
Interest	4,118.00	7,401.00	5,409.00	3,276.00
Profit/ (Loss) before Tax	2,790.00	5,543.00	4,789.00	2,075.00
Provision for Tax (including fringe benefit tax)	1,631.00	670.00	1,342.00	377.00
Profit/ (Loss) after tax	1,159.00	4,873.00	3,447.00	1,698.00

Balance Sheet

(Amount Rs. in 000)

As on	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Sources of funds				
Paid-up Share Capital	47,994.00	47,994.00	47,994.00	47,994.00
Reserves & Surplus (excluding revaluation reserves)	35,094.00	33,935.00	29,042.00	26,543.00
Miscellaneous Expenditure to the extent not written off	0.00	0.00	0.00	0.00
Net Worth	83,088.00	81,929.00	77,036.00	74,537.00
Secured loans	91,854.00	86,367.00	28,650.00	32,382.00
Unsecured loans	0.00	0.00	0.00	0.00
Total	1,74,942.00	1,68,296.00	1,05,686.00	1,06,919.00
Uses of funds				
Net Fixed Assets	52,439.00	39,552.00	37,663.00	31,461.00
Investments	0.00	0.00	0.00	0.00
Deferred Tax Assets (Net)	568.00	1,176.00	413.00	542.00
Net Current Assets	1,21,935.00	1,27,568.00	67,610.00	74,916.00
Total miscellaneous expenditure not written off	0.00	0.00	0.00	0.00
Total	1,74,942.00	1,68,296.00	1,05,686.00	1,06,919.00

Other Financial Data

As on	Six months period ended September 30, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
	(Un-Audited & Certified)	(Audited)	(Audited)	(Audited)
Dividend (%)	0.00	2.00	0.00	0.00
Earnings Per Share (Rs.)	0.25*	1.02	0.72	0.36
Return on Net worth (%)	1.39*	5.95	4.47	2.28
Book Value Per Share (Rs.)	17.31*	17.07	16.05	15.53

Note: Difference, if any is due to rounding off.

*Non-Annualized

Source: Annual Reports and un-audited and limited reviewed financial results for the six months period ended September 30, 2025 as certified by the statutory auditor and Management of GL.

Note:

(i) Dividend = Dividend per share / Face value per share

(ii) 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.

5.16. Since there has been no trading in the equity shares of the Target Company on the CSE for last many years, the Closing Market Price of the equity shares of the Target Company on BSE Limited as on the date of Public Announcement, Detailed Public Statement, the trading day after the date of Public Announcement and Detailed Public Statement and as on the date of this DLOF is as below:

Particulars	Closing Market Price on BSE Limited (Rs.)
Friday, January 30, 2026 being the Trading date preceding the date of PA	57.57
Saturday, January 31, 2026 being the date of PA	Trading Holiday
Sunday, February 01, 2026 being the next Trading date after the date of PA	60.44
Friday, February 06, 2026 being the date of DPS	63.65
Monday, February 09, 2026 being the next Trading date after the date of DPS	66.03
Friday, February 13, 2026 being the date of Draft Letter of Offer	64.00

5.17. Pre-Offer and Post-Offer Shareholding Pattern of GL 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 Group:								
(a) Parties to the Agreement/ Existing Promoter					-	-	-	-
- Genesis Trade-Links Private Limited	15,95,693	33.25	(15,95,693)	(33.25)	-	-	-	-
Total (a)	15,95,693	33.25	(15,95,693)	(33.25)	-	-	-	-
(b) Promoters other than (a) above	-	-	-	-	-	-	-	-
Total 1 (a+b)	15,95,693	33.25	(15,95,693)	(33.25)	-	-	-	-
2. Acquirers: *								
- Mrs. Maneesha Singh	-	-	15,95,693	33.25	12,47,844	26.00	38,27,875	79.76
- Jagsakti Merchandise Private Limited	5,39,938	11.25	-	-				
- Ros Advisory Private Limited	4,44,400	9.26	-	-				
Total 2	9,84,338	20.51	15,95,693	33.25	12,47,844	26.00	38,27,875	79.76
3. Parties to Agreement other than 1(a) & 2	-	-	-	-	-	-	-	-
Total 3	-	-	-	-	-	-	-	-
4. Public (other than Parties to Agreement & Acquirers)					12,47,844	26.00	9,71,525	20.24
a. FIs/MFs/FIIs/Banks/SFIs:	-	-	-	-				
b. Others:	22,19,369	46.24	-	-				
Total No. of Shareholders in Public Category is 1502 [as on December 31, 2025]	22,19,369	46.24	-	-				
Total (4) (a + b)								
GRAND TOTAL (1+2+3+4)	47,99,400	100.00	-	-	-	-	47,99,400	100.00

Note: Post completion of the Open Offer formalities, Acquirer I will be categorized as Promoter and Acquirer II and Acquirer III will be categorized as Promoter Group of the Target Company in the shareholding pattern filed with the Stock Exchanges under Regulation 31(1)(b) of the SEBI (LODR) Regulations.

*Subject to receipt of statutory and other approvals required, if any and assuming full acceptance to the Offer. Since the date of PA to the date of this DLOF, the Acquirers have not acquired any equity shares of GL.

5.18. The details of non-compliances and/ or delayed compliances under Chapter V of the SEBI (SAST) Regulations by the Promoter of the Target Company after the completion of the previous Open Offer triggered through SPA dated March 13, 2024 to till date are as follows:

Regulation	Financial Year	Due date for compliance	Actual date of compliance			Delay, if any	Status of compliance with Takeover Regulations	Remarks, if any
			BSE	CSE	GL			
Regulation 29(1)	2024-25	07-01-2025	03-01-2025	03-01-2025	03-01-2025	NA	Complied	Note 1
Regulations 30(1) & 30(2)*	2021-22 onwards		Not Applicable					
Regulation 31(4) as per	2024-25	09-04-2025	07-04-2025	07-04-2025	07-04-2025	NA	Complied	NA

Regulation 31(5)							
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*Regulation 30 of the SEBI (SAST) Regulations has been Omitted by the SEBI (Substantial Acquisition of Shares and Takeovers) (Second Amendment) Regulations, 2021, w.e.f. 1-4-2022 and therefore not applicable thereafter.

Note 1: Compliance of Regulation 29 of the SEBI (SAST) Regulations by the Seller pursuant to acquisition of shares and voting rights on 03-01-2025 triggered through SPA dated March 13, 2024 under the previous Open Offer.

- 5.19. During the last eight completed financial years, no report was filed under Regulation 10(7) of the SEBI (SAST) Regulations related to exemption from giving an Open Offer.
- 5.20. There have been instances where the Stock Exchanges have levied fine and taken action against the Target Company. The details of non-compliances / delayed compliances as per the SEBI (LODR) Regulations since the completion of the previous Open Offer to till date are stated herein below:

Sl. No.	Competent Authority	Circulars pursuant to which the fines / penalties have been imposed and actions have been taken by Stock Exchanges.	Brief Description	Fine/ Penalty Imposed/ Action taken
1.	BSE	Fine as per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (Chapter-VII(A)-Penal Action for Non-Compliance) due to non-compliance of Regulation 29(2)/29(3) of the SEBI (LODR) Regulations vide its email dated December 13, 2024 for the month of November 2024.	Regulation 29(2)/29(3) Delay in furnishing prior intimation of the meeting of the board of directors	Rs. 11,800/-
2.	BSE	Fine as per SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A)-Penal Actions for Non-Compliance) vide its email dated October 14, 2025 for the month of September 2025.	Regulation 44(3) Non-submission of the voting results within the due date	Rs. 11,800/-
3.	CSE	Fine as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide its email dated December 26, 2025	Non-compliance with Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Rs. 1,750/-*

*Paid under the CSE Amnesty Scheme.

- 5.21. Genesis Trade-Links Private Limited has entered into Share Purchase Agreement dated March 13, 2024 with Revati Holdings Private Limited, the then outgoing Promoter of the Target Company to acquire 15,95,693 Equity Shares held by the said outgoing Promoter and has together with Mr. Vikash Singh and Mrs. Nitu Singh gave an Open Offer to the public shareholders of the Target Company under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire upto 12,47,844 Equity Shares of the Target Company. However, on the successful completion of the said Open Offer, only Genesis Trade-Links Private Limited was declared as the Promoter of the Target Company as per Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide an outcome of Board Meeting to the BSE and CSE on January 30, 2025.

6. OFFER PRICE & FINANCIAL ARRANGEMENTS:

6.1. Justification of Offer Price:

- 6.1.1 The entire equity shares of the Target Company are presently listed at BSE and CSE only. The equity shares are placed under the BSE Scrip Code “539120” and CSE Scrip Code “012644”. The marketable lot for equity share is 1 (One) equity share. This Open Offer for the acquisition of equity shares is as per the Regulations 3(1) & 4 of the SEBI (SAST) Regulations.
- 6.1.2 The total trading turnover in the Equity Shares of the Target Company on BSE, i.e., the nation-wide trading terminal, and CSE, based on trading volume during the twelve calendar months prior to the month of Public Announcement (01.01.2025 to 31.12.2025) 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 equity shares of the Target Company	Trading Turnover (as % of total equity shares)
BSE	4,54,092	47,99,400	9.46%

CSE	Nil	47,99,400	Not Ascertainable
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6.1.3 Based on the information available on the website of BSE, the equity shares of GL are infrequently traded, within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.4 The Offer Price of Rs. 30/- (Rupees Thirty Only), per fully paid-up equity share of the Target Company, which is higher than the Triggered Price inclusive of interest @10% per annum (for delay in making Open Offer) is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, considering the following:

Sl. No.	Particulars	Price (In Rs.)
1.	Highest negotiated price per share for acquisition under the agreement attracting the obligation to make a public announcement for the Offer	Rs. 28/- per equity share
2.	The Volume-Weighted Average Price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA	Not Applicable
3.	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, where the equity shares are frequently traded	Not Applicable
5.	Where the equity shares are not frequently traded, the price determined by the Acquirers and the Manager to the Open Offer taking into account valuation parameters per share including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	Rs. 26.21 per equity share *
6.	The per share value computed under Regulation 8(5), if applicable	Not Applicable

*Mr. Hansraj Jaria, Registered Valuer- Securities or Financial Assets, IBBI Registration No.: IBBI/RV/03/2020/13544, ICSI RVO COP No.: ICSIRVO/COP/SFA0620/167, having office situated at 36, Abinash Sashmal Lane, Belegkata, Phoolbagan (Near Pawanputra Hotel) Kolkata-700010, West Bengal, India, Telephone No.: 033-46009667, Mobile No.: 9836400884/ 9831648654, Email Id: hansrajaria@gmail.com, vide certificate dated January 31, 2026 through his Valuation Report bearing UDIN F007703G003765314, has certified that the fair value of equity shares of the Target Company is Rs. 26.21 per equity share.

The Acquirer II and Acquirer III were allotted 8,00,000 and 4,44,400 equity shares, representing 16.67% and 9.26% of the total paid-up equity and voting share capital of the Target Company, respectively by the Board of Directors of the Target Company on December 08, 2017, pursuant to which an Open Offer under Regulation 3(1) of the SEBI (SAST) Regulations was triggered in the hands of the Acquirer II and Acquirer III; however, no Open Offer was made. SEBI may initiate suitable action against the Acquirer II and Acquirer III for violation of Regulation 3(1) of the SEBI (SAST) Regulations. Hence, this captioned Open Offer is collectively made by the Acquirers under Regulations 3(1) & 4 of the SEBI (SAST) Regulations.

The Offer price has been calculated assuming the triggering point as acquisition date and interest calculation thereon @ 10% P.A. till the date of current PA, the details of which is mentioned below:

Date of Allotment (Trigger Date)	Date of Payment as per schedule	New Date of Payment (Current)	No. of days (Delay)	Triggered Price (Rs. per share)	Fair value as on trigger date	Price as per Regulation 8(2) of SEBI (SAST) Regulations (Rs. per share)	Interest @ 10% p.a.	Total (Rs.)
08.12.2017	05.03.2018	29.04.2026	2977	11.75	11.71 [#]	11.75	9.58	21.33

[#]Mr. Rajesh Chaturvedi (Membership No.: 52809), Proprietor of M/s. Rajesh Chaturvedi & Associates, Chartered Accountants (Firm Registration No.: 316131E), having its administrative office situated at 643A, Block O, New Alipore, Ground Floor, Kolkata- 700053 and registered office situated at 337, Parnashree, Kolkata- 700060, vide his certificate dated August 12, 2017, i.e., prior to the past violations of the Open Offer, has certified that the fair value of equity shares of the Target Company is Rs. 11.71 per equity share.

For arriving at the aforementioned Offer Price, valuation parameters such as Net Asset Value (NAV), Profit Earning Capacity Value (PECV) and Market Price of the equity shares preceding the date of PA has been duly considered, by virtue of equity shares of the Target Company being infrequently traded, in compliance with Regulation 8(2) (e) of the SEBI (SAST) Regulations.

In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 30/- (Rupees Thirty Only) per equity share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations.

- 6.1.5 During the last three years preceding the date of PA, the Target Company has not undertaken any Buyback of equity shares. Further, there has been no corporate action in the Company in the last one year from the date of PA under Regulation 8(9) of the SEBI (SAST) Regulations. There has been no change in the capital structure of the Target Company since the completion of the previous Open Offer triggered through SPA dated March 13, 2024 to till date. The Offer Price will be adjusted in the event of any corporate actions like bonus issue, rights issue, stock split, consideration, etc., where the record date effecting such corporate actions falls between the date of this Detailed Public Statement upto 3 (Three) working days prior to the commencement of the Tendering Period and the same would be notified to the shareholders also.
- 6.1.6 As on the date, there is no revision in Open Offer price or Open Offer size. In case of any revision in the Open Offer price or Open Offer Size, the Acquirers shall comply with Regulation 18 of the SEBI (SAST) Regulations and all other applicable provisions of the SEBI (SAST) Regulations.
- 6.1.7 If there is any revision in the Offer price on account of future purchases/ competing offers, it will be done at anytime prior to commencement of the last 1 (One) working day before the date of commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations and would be notified to the shareholders also.
- 6.1.8 If the Acquirers acquire equity shares of the Target Company during the period of 26 (twenty-six) weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all the equity shareholders whose equity shares have been accepted in the Offer within 60 (sixty days) from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an Open Offer under the SEBI (SAST) Regulations or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of shares of the Target Company in any form.

6.2. Financial arrangements:

- 6.2.1 The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ net worth and no borrowings from any Bank and or Financial Institutions are envisaged. Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381KGKKVT7824 have certified that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.
- 6.2.2 The maximum consideration payable by the Acquirers assuming full acceptance of the Offer would be Rs. 3,74,35,320/- (Rupees Three Crores Seventy-Four Lakhs Thirty-Five Thousand Three Hundred and Twenty Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account, namely "MANEESHA SINGH GL OPEN OFFER ESCROW ACCOUNT" (Account No.: 000405165517) and a Special Escrow Account, namely "MANEESHA SINGH GL OPEN OFFER SPECIAL ESCROW ACCOUNT" (Account No.: 000405165516) and have deposited Rs. 93,60,000/- (Rupees Ninety-Three Lakhs and Sixty Thousand Only) in the escrow account, being more than 25% of the amount required for the Open Offer in an Escrow Account opened with the ICICI Bank Limited ("Escrow Banker").
- 6.2.3 The Manager to the Offer is authorized to operate the above-mentioned Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.4 Based on the aforesaid financial arrangements and 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 implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that the firm arrangement for the funds and money for payment through verifiable means are in place to fulfil the Offer obligations.
- 6.2.5 In case of upward revision of the Offer Price and/or Offer Size, the Acquirers would deposit additional amount into the Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER:

- 7.1 The Tendering Period will commence on Monday, March 30, 2026 and will close on Wednesday, April 15, 2026.

- 7.2 This Draft Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those public shareholders of GL (except the Promoter and the Acquirers) whose names appear on the Register of Members, at the close of business hours on Thursday, March 12, 2026 ("**Identified Date**"). On receipt of a request from any public shareholder to receive a copy of the letter of offer in physical format, the same shall be provided.
- 7.3 All owners of the shares, Registered or Unregistered (except the Promoter and the Acquirers) who own the shares any time prior to the Closing of the tendering period are eligible to participate in the Offer as per the procedure set out in paragraph 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.
- 7.4 Accidental omission to dispatch this DLOF or the non-receipt or delayed receipt of this DLOF will not invalidate the Offer in anyway.
- 7.5 Subject to the conditions governing this Offer, as mentioned in the DLOF, 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.
- 7.6 The equity shares offered under this Offer should be free from all lien, charges, equitable interest, encumbrances and to be offered together with, if any, of all rights of dividends, bonus or rights from the now and hereafter.
- 7.7 This Offer is not conditional upon any minimum level of acceptance i.e. it is not a conditional offer.
- 7.8 **Locked-in Shares**
- As on the date of this DLOF, no equity shares of the Target Company are subject to lock-in.
- 7.9 **Eligibility for accepting the Offer:**
- The Offer is made to all the public shareholders (except the Promoter and the Acquirers) whose names would appear in the register of shareholders on Thursday, March 12, 2026 i.e. the Identified Date, and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).
- 7.10 Statutory and other approvals:**
- 7.10.1 As on the date of this DLOF, there are no statutory or other approvals required to implement the Offer. If any statutory approvals are required or become applicable prior to the completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- 7.10.2 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 being required are refused. In the event of withdrawal, a PA will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which the DPS has appeared.
- 7.10.3 In case of delay in receipt of the statutory approval of SEBI or any other statutory approval that becomes applicable prior to the completion of the Offer, SEBI may, if satisfied that delayed 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 at the rate of ten percent per annum (10% P.A.) in terms of Regulation 18 (11) and (11A) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful 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.
- 7.10.4 As on the date of this DLOF, no approval is required from any bank or financial institutions for this Offer.
- 7.10.5 The Target Company is not required to obtain NOC from any regulatory/ govt. authority for effecting changes in control.
- 7.10.6 The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.
- 7.11 The marketable lot for the equity shares of the Target Company for the purpose of this Offer shall be 1 (One) equity share. (Source: www.bseindia.com).

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER:

- 8.1 All the public shareholders (registered or unregistered) of equity shares whether holding equity shares in dematerialised form or physical form, (except the Promoter and the Acquirers) are eligible to participate in the Offer any time before closure of the tendering period.
- 8.2 There shall be no discrimination in the acceptance of locked-in and non-locked-in shares in the Offer. The residual lock-in period shall continue in the hands of the Acquirers. The shares to be acquired under the Offer must be free from all liens, charges and encumbrances and will be acquired together with the rights attached thereto.
- 8.3 Persons who have acquired the equity shares of the Target Company but whose names do not appear in the register of members of the Target Company as on the Identified Date or unregistered owners or those who have acquired the equity shares of the Target Company after the Identified Date or those who have not received the Letter of Offer, may also participate in this Offer.
- 8.4 The Open offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchange in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI Master circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated 16 February 2023, issued by the SEBI.
- 8.5 BSE Limited shall be the Stock Exchange for the purpose of tendering shares in the Open Offer.
- 8.6 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**”).
- 8.7 The Acquirers have appointed Nikunj Stock Brokers Limited as the Buying Broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:
Name: Nikunj Stock Brokers Limited
Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi- 110007
SEBI Registration No.: INZ000169335
Contact No.: +91 9811322534
Email-Id: ig.nikunj@nikunjonline.com
Website: www.nikunjonline.com
Contact Person: Mr. Pramod Kumar Sultania
- 8.8 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI’s press release dated December 03, 2018 bearing reference number PR 49/ 2018, requests for transfer of securities shall not be processed unless the securities in dematerialised form with a depository w.e.f. April 01, 2019. However, in accordance with SEBI circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an Open Offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding equity shares in physical form as well are eligible to tender their equity shares in this Offer as per the provisions of the SEBI (SAST) Regulations.
- 8.9 All the equity shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers (“**Selling Brokers**” or “**Seller Member**”) within the normal trading hours of the Secondary Market, during the Tendering period.
- 8.10 A separate Acquisition Window will be provided by BSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
- 8.11 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.
- 8.12 Shareholders can tender their shares only through a Broker with whom the shareholder is registered as a client.
- 8.13 In the event Selling Member/ Selling Brokers of any eligible shareholder is not registered with BSE trading member/ stock broker, then that eligible shareholder can approach any BSE registered stock broker and can register himself by using quick Unique Client Code (UCC) facility through that BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the eligible shareholder is unable to register himself by using quick UCC facility through any other BSE registered stock broker, then that eligible shareholder may approach the Buying Broker, viz. Nikunj Stock Brokers Limited, to register himself by using quick UCC facility. The public shareholder approaching BSE registered stock-broker (with whom he does not have an account) / Nikunj Stock Brokers Limited may have to submit following details:

I. In case of Public Shareholder being an individual:

(a) If Public Shareholder is registered with KYC Registration Agency (“KRA”):

Forms required:

1. Central Know Your Client (“CKYC”) form including Foreign Account Tax Compliance Act (“FATCA”), In Person Verification (“IPV”), Original Seen and Verified (“OSV”) if applicable.
2. Know Your Client (“KYC”) form documents required (all documents self- attested):
 - Bank details (cancelled cheque);
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement).

(b) If Public Shareholder is not registered with KRA:

Forms required:

1. CKYC form including FATCA, IPV, OSV if applicable.
2. KRA form.
3. KYC form documents required (all documents self-attested):
 - Permanent Account Number (“PAN”) card copy;
 - Address proof;
 - Bank details (cancelled cheque);
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

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

II. In case of Public Shareholder, being a Hindu Undivided Family (“HUF”):

(a) If Public Shareholder is registered with KRA:

Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KYC form documents required (all documents self-attested):
 - Bank details (cancelled cheque);
3. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

(b) If Public Shareholder is not registered with KRA:

Forms required:

1. CKYC form of karta including FATCA, IPV, OSV if applicable.
2. KRA form.
3. KYC form documents required (all documents self-attested):
 - PAN card copy of HUF & karta;
 - Address proof of HUF & karta;
 - HUF declaration;
 - Bank details (cancelled cheque);
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement).

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

III. In case of Public Shareholder other than Individual and HUF:

(a) If Public Shareholder is KRA registered:

Forms required:

1. KYC form documents required (all documents certified true copy):
 - Bank details (cancelled cheque).
2. Demat details for Equity Shares in demat mode (demat master /latest demat statement).
3. FATCA, IPV, OSV if applicable.
4. Latest list of directors/authorised signatories/partners/trustees.
5. Latest shareholding pattern.
6. Board resolution.
7. Details of ultimate beneficial owner along with PAN card and address proof.
8. Last 2 years financial statements.

(b) If Public Shareholder is not KRA registered:

Forms required:

1. KRA form.

2. *KYC form documents required (all documents certified true copy):*
 - PAN card copy of company/ firm/trust;
 - Address proof of company/ firm/trust;
 - Bank details (cancelled cheque);
3. *Demat details for Equity Shares in demat mode (demat master /latest demat statement).*
4. *FATCA, IPV, OSV if applicable.*
5. *Latest list of directors/authorised signatories /partners/trustees.*
6. *PAN card copies & address proof of directors/authorised signatories/ partners/trustees.*
7. *Latest shareholding pattern.*
8. *Board resolution/partnership declaration.*
9. *Details of ultimate beneficial owner along with PAN card and address proof.*
10. *Last 2 years financial statements.*
11. *Memorandum of association/partnership deed /trust deed.*

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

It may be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

8.14 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) Under the existing mechanism, the shares tendered by the shareholders, on its acceptance will be directly transferred to the account maintained by the Clearing Corporation.
- c) As per SEBI Master Circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released.
- d) The revised process, applicable to all the tender offers for which Public Announcement is made on or after October 15, 2021.
- e) There is no change in existing Early Pay-in process by investors and custodians.
- f) Shareholders should therefore ensure to give the instructions in the Depository systems well in advance to ensure all their DEMAT bids placed by the Trading Members are accepted before issue closure time.
- g) Custodian(s) should deposit shares/ Units through the Early Pay-in mechanism provided by Depositories system before confirmation of the bid orders placed by the Trading Members the bids/ orders.
- h) On the date of settlement all blocked equity shares will be transferred to the Clearing Corporation and the lien on the excess equity shares will be cancelled.
- i) 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.
- j) 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.
- k) 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.

8.15 Procedure to be followed by the registered shareholders holding equity shares in physical form:

- a) All the Public Shareholders holding equity shares in physical form, who wish to accept the Offer and tender their equity shares in the Open Offer can send/deliver the Form of Acceptance-cum-Acknowledgment duly signed along with all the relevant documents (envelope should be super-scribed “**GL - Open Offer**”) by registered post with acknowledgement due or by courier, at their own risk and cost, to the following collection centre of the Registrar to the Offer during the working hours on or before the date of closure of the Tendering Period.

City	Contact Person	Address	Tel. No.	E-mail Id	Mode of Delivery
Chennai	Mr. Vignesh Balaji R	Subramanian Building No. 1, Club House Road, Chennai- 600002	044-40020728	vigneshbalaji@cameoin.dia.com	Hand delivery/ courier/registered post

Note: Business Hours: Monday to Friday 10 AM to 5 PM, except Saturdays, Sundays and public holidays.

- b) Shareholders who are holding physical equity shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
- The Form of Acceptance-cum-Acknowledgement duly signed (by all public shareholders in case shares are in joint names) in the same order in which they hold the equity shares;
 - Original Share Certificates;
 - Valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders) in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirers;
 - Self-attested copy of the shareholder’s PAN card;
 - Any other relevant document such as (but not limited to):
 - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized copy of death certificate/ succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
 - In addition to the above, if the address of the shareholder has undergone a change from the address registered in the register of members of the Target Company, the shareholder will be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- c) The Investor should approach the Seller Member (Trading Member of the Exchange) with his physical share certificate(s), transfer deed etc. as specified in the Letter of Offer/ Offer Documents/ Prospectus.
- d) The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of shares etc.
- e) The Seller Member/ Investor has to deliver the shares & documents along with TRS to the Registrar & Transfer Agent (RTA). Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.
- f) The holders of physical equity shares shall ensure that the bidding form, together with the share certificate and transfer deed, is received by the share transfer agent appointed for the purpose before the last date of tendering period.
- g) 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: (i) valid Aadhar Card; (ii) Voter Identity Card; or (iii) Passport.
- h) 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.
- i) One copy of the TRS will be retained by RTA and RTA is to provide acknowledgement of the same to the Seller Member/ Investor.

- j) The Seller Member's shall be able to view in his terminal such physical share bids as Provisional bids.
- k) The verification of physical certificates shall be completed on the day on which they are received by the RTA.
- l) The reasons for RTA rejection will be available as download to the Seller Member.
- m) As and when the RTA confirms the records, such bids will be treated as confirmed and displayed on Exchange website.
- n) In the Seller Member's terminal such physical share bids will be moved from Provisional bids to confirmed bids.
- o) On acceptance of physical shares by the RTA, the funds received from Buying Broker by the Clearing Corporation (ICCL) will be released to the Seller Member(s) as per secondary market pay out mechanism.
- p) Any excess physical shares pursuant to acceptance/ allotment or rejection will be returned back to the Investors directly by RTA.

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

8.17 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.

8.18 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 CSE website (www.cse-india.com) or Merchant Banker website (www.vccorporate.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 and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

8.19 No indemnity is needed from the unregistered shareholders.

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

8.21 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.

8.22 Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of equity shares (including demat equity shares, physical equity shares and locked-in equity shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those equity shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, 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.

8.23 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 or client account(s) 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 finalized, 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. Any excess physical equity shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

8.24 Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demats and physical equity shares shall be affected 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 the SEBI in terms of Regulation 18 (11) and (11A) of the SEBI (SAST) Regulations.

9. NOTES ON TAXATION

- 9.1. 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. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the 'Situs' of such shares. 'Situs' of the shares is generally where a company is 'incorporated'. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be 'situated' in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act, 1961 ("IT Act").
- 9.2. 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.
- 9.3. 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 Securities Transaction Tax ("STT") is set out below.
- 9.4. Taxability of capital gain in the hands of the equity shareholders:
 - i. The Finance Act, 2024, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 12.5% (Twelve and half percent only) (On or after July 23, 2024) 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 ₹1,25,000/- (Rupees One Lakh and Twenty-Five Thousand 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 20% (Twenty percent only) for equity 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 equity shareholders, in absence of any specific provision under the IT Act, the Acquirers shall not deduct tax on the consideration payable to resident equity shareholders pursuant to the Offer. However, in case of non-resident equity 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 equity shareholders. It is therefore recommended that the non-resident equity shareholder may consult their custodians/authorized dealer's/ tax advisors appropriately.
- v. The tax implications are based on provisions of the IT Act as applicable as on date of this DLOF. 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.
- vi. Notwithstanding the details given above, all payments will be made to the equity shareholders subject to compliance with prevailing tax laws. The final tax liability of the equity shareholder shall remain of such equity shareholder and the said equity shareholder will appropriately disclose the amounts received by it, pursuant to this Offer, before the Indian income tax authorities.

THE ABOVE DISCLOSURES 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 REGULATOR NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, THE EQUITY 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 THE MANAGER TO THE OFFER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY EQUITY SHAREHOLDER AS A REASON OF THIS OFFER.

10. DOCUMENTS FOR INSPECTION:

Copies of the following documents will be available for inspection at the Registered office of the Manager to the Offer, i.e., VC Corporate Advisors Private Limited at 31, Ganesh Chandra Avenue, 2nd Floor, Suite No.- 2C, Kolkata-700 013 on any working day between 10.00 a.m. and 2.00 p.m. and also on the website of the target Company and the Manager to the Offer at www.grameva.in and www.vccorporate.com respectively, during the period the Offer is open i.e., from Monday, March 30, 2026 to Wednesday, April 15, 2026.

- i) Audited Annual Reports of GL for the financial years ended March 31, 2023, March 31, 2024, March 31, 2025 and un-audited and limited reviewed financial results for the six months period ended September 30, 2025 as certified by the statutory auditor and Management of GL.
- ii) Audited Annual Reports of Jagsakti Merchandise Private Limited and Ros Advisory Private Limited [*formerly known as Ros Insurance Advisors Private Limited*] for the financial years ended March 31, 2023, March 31, 2024, March 31, 2025 and un-audited financial results for the six months period ended September 30, 2025 as certified by the statutory auditor and Management of JMPL and RAPL, respectively.
- iii) Memorandum and Articles of Association of GL including Certificate of Incorporation.
- iv) Certificate of incorporation, Memorandum and Articles of Association of Jagsakti Merchandise Private Limited and Ros Advisory Private Limited [*formerly known as Ros Insurance Advisors Private Limited*].
- v) Certificate from Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt.

Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, vide their certificate dated January 31, 2026 bearing UDIN 26508381KGKKVT7824 certifying that sufficient resources are available with the Acquirers for fulfilling the obligations under this "Offer" in full.

- vi) Certificate from Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, certifying the networth of Mrs. Maneesha Singh, vide their certificate dated January 31, 2026 bearing UDIN 26508381VSMTYG8125.
- vii) Certificate from Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, certifying the networth of Jagsakti Merchandise Private Limited, vide their certificate dated January 31, 2026 bearing UDIN 26508381XWTOVQ7292.
- viii) Certificate from Mr. Sundeep Kr. Tayal (Membership No.: 508381), Partner of M/s Tayal and Associates, Chartered Accountants, (FRN No.: 022183N), having their Head Office at 77, Dayapuri, Modinagar, Distt. Ghaziabad, Pin- 201204, Phone No.: 9717543100/ 9868047390/ 8800517040, Email: casun_tayal@yahoo.co.in, certifying the networth of Ros Advisory Private Limited [*formerly known as Ros Insurance Advisors Private Limited*], vide their certificate dated January 31, 2026 bearing UDIN 26508381QVBWY6874.
- ix) Valuation Certificate from Mr. Hansraj Jaria, Registered Valuer- Securities or Financial Assets, IBBI Registration No.: IBBI/RV/03/2020/13544, ICSI RVO COP No.: ICSIRVO/COP/SFA0620/167, having office situated at 36, Abinash Sashmal Lane, Belehata, Phoolbagan (Near Pawanputra Hotel) Kolkata-700010, West Bengal, India, Telephone No.: 033-46009667, Mobile No.: 9836400884/ 9831648654, Email Id: hansrajaria@gmail.com, vide certificate dated January 31, 2026 through his Valuation Report bearing UDIN F007703G003765314 certifying that the fair value of equity shares of the Target Company is Rs. 26.21 per equity share.
- x) Valuation Certificate from Mr. Rajesh Chaturvedi (Membership No.: 52809), Proprietor of M/s. Rajesh Chaturvedi & Associates, Chartered Accountants (Firm Registration No.: 316131E), having its administrative office situated at 643A, Block O, New Alipore, Ground Floor, Kolkata- 700053 and registered office situated at 337, Parnashree, Kolkata- 700060, vide his certificate dated August 12, 2017, i.e., prior to the past violations of the Open Offer, certifying that the fair value of equity shares of the Target Company is Rs. 11.71 per equity share
- xi) Copy of the letter received from ICICI Bank Limited confirming opening of Escrow Account, the required amount kept in the escrow account and marked lien in favour of Manager to the Offer.
- xii) Copy of Share Purchase Agreement dated January 31, 2026 between the Seller and the Acquirer I which triggered the Open Offer.
- xiii) Copy of the Memorandum of Understanding between the Acquirers and the Manager to the Offer, dated January 31, 2026.
- xiv) Copy of the recommendations to be published on or before [•] made by the Committee of Independent Directors of the Target Company.
- xv) Copy of the Public Announcement dated January 31, 2026, Corrigendum to the PA dated February 05, 2026, published copy of the Detailed Public Statement dated February 06, 2026 and Issue of Offer Opening Public Announcement to be published on [•].
- xvi) Copy of the SEBI Observation letter no. [•] dated [•] received from SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations.
- xvii) Copy of consent letters received from the Buying Broker and Registrar to the Offer for their respective association in the Open Offer.

11. DECLARATION BY THE ACQUIRERS:

- 11.1. In accordance with Regulation 25(3) of the SEBI (SAST) Regulations, the Acquirers (including their Directors) accept full responsibility for the information contained in the Public Announcement, Corrigendum to the Public Announcement, Detailed Public Statement and this Draft Letter of Offer except that pertains to the Target Company and also for the obligations of the Acquirers laid down in the SEBI (SAST) Regulations and the Acquirers would be responsible for ensuring compliance with the SEBI (SAST) Regulations.
- 11.2. The information pertaining to the Target Company and/or Seller (including their Directors) contained in the Public Announcement or Corrigendum to the Public Announcement or the Detailed Public Statement or this Draft Letter of Offer has been obtained from publicly available sources or provided by the Target Company and/or the Seller, as the case may be, and the accuracy thereof has not been independently verified by the Acquirers or the Manager to the Offer. The Acquirers and the Manager to the Offer do not accept any responsibility with respect to such information relating to the Target Company and/or the Seller.
- 11.3. The information contained in this Draft Letter of Offer is as on the date of this Draft Letter of Offer, unless expressly stated otherwise.

On behalf of Acquirers:

**Sd/-
Maneesha Singh
Acquirer I**

**For Jaksakti Merchandise Private Limited
Sd/-
Ramakar Singh
Director
DIN: 10417215
Acquirer II**

**For Ros Advisory Private Limited
Sd/-
Ramakar Singh
Director
DIN: 10417215
Acquirer III**

Date: 13.02.2026

Place: Kolkata