

Draft Letter of Offer (“DLOF”)

THIS DOCUMENT IS IMPORTANT AND REQUIRES IMMEDIATE ATTENTION

This Draft Letter of Offer (“LOF”) is being sent to you as Equity Shareholder(s) of Orient Tradelink Limited (“Target Company”). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have sold your Equity Shares in the Target Company, please hand over this LOF, the accompanying Form of Acceptance-cum-Acknowledgement (as defined herein below) and the transfer deed to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

Mr. Aushim Parshottam Khetarpal

Address - House No. 5/4, Sarvapriya Vihar, Hauz Khas, Delhi 110016

Tel: +91- 9999313918 **Email** – orient.tradelink@gmail.com

To the Equity Shareholders of

Orient Tradelink Limited (“Target Company”)

Registered Office - 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off:

C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad GJ 380009

Tel: +91 -079-30025866, **Email** - orient.tradelink@gmail.com

Corporate Identification Number: L65910GJ1994PLC022833

To acquire upto 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing 20% of the total Voting Share Capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer (“Voting Share Capital”), from the eligible shareholders of the Target Company for cash at a price of Rs. 8.97/- per equity share.

Please Note:

1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (“SEBI SAST Regulations, 1997” or “Regulations”) have since been replaced by the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“SEBI SAST Regulations, 2011” or “New Regulations”). However, since the Consent Order was passed on July 23, 2013 in respect of settling the adjudication proceedings initiated vide SCN bearing no. EAD-5/VSS/RK/121111/2008 dated March 24, 2008, prior to the New Regulations coming into force, this Offer is continued to be made in accordance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (except the procedural part).
2. This Offer is being made in compliance with Regulation 10 & 12 and other applicable provisions as required under the SEBI SAST Regulations, 1997 and amendments thereto.
3. As of the date of this Letter of Offer, to the best of the knowledge of the Acquirer, there are no regulatory or statutory approvals required by the Acquirer for this Offer. If any other statutory approvals become applicable prior to completion of the Offer, the Offer would also be subject to such other statutory approvals.

4. Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the PA/DPS/Letter of Offer, can withdraw the same upto three working days prior to the Offer Closing Date.
5. This Offer is not a competitive bid and there has been no competitive bid as on the date of this Letter of Offer.
6. As the Offer Price cannot be revised during seven working days prior to the Offer Closing Date, it would, therefore, be in the interest of Shareholders to wait till the commencement of that period to know the final Offer Price of each bid and tender their acceptance accordingly.
7. The Offer is not conditional upon any minimum level of acceptance.
8. A Copy of Public Announcement, Detailed Public Statement and Letter of Offer (including Form of Acceptance cum Acknowledgement and Form of Withdrawal) is also available on SEBI's website: www.sebi.gov.in

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>Fastrack Finsec Category-I Merchant Banker</p> <p>Fast Track Finsec Private Limited B-502, Statesman House, 147 Barakhamba Road, New Delhi- 110001 Tel: +91 11 43029809, Email: mb@ftfinsec.com Website: www.ftfinsec.com Contact Person: Mr. Pawan Kumar Mahur SEBI Reg. No: INM000012500 CIN: U65191DL2010PTC200381</p>	 <p>Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020 Tel: +91 11 26812682-83 Email: viren@skylinerta.com Website: www.skylinerta.com Contact Person: Mr. Virender Rana SEBI Reg. No: INR000003241 CIN: U74899DL1995PTC071324</p>
Offer opens on: Monday, February 18, 2019	Offer Closes on: Sunday, March 17, 2019

TENTATIVE SCHEDULE OF MAJOR ACTIVITIES OF OPEN OFFER		
Activities	Date	Day
Public Announcement date (PA)	January 04, 2019	Friday
Publication of Detailed Public Statement (DPS)	January 11, 2019	Friday
Filing of this Draft Letter of Offer (DLOF) with SEBI	January 18, 2019	Friday
Identified date/Specified date (for the purpose of determining the names of shareholders to whom the Letter of Offer (LOF) will be sent)	January 18, 2019	Friday
Last Date for receipt of SEBI observations on this DLOF	February 05, 2019	Tuesday
Last date for a competitive bid, if any	NA	
Date by which LOF will be dispatched to shareholders	On or before February 08, 2019	Friday
Date of publication of opening of Open Offer public announcement in the newspapers in which the DPS was published	February 16, 2019	Saturday
Offer Opening Date	February 18, 2019	Monday
Date by which the Committee of Independent Directors of the Target Company shall give its recommendation to the Public Shareholders for this Open Offer	March 01, 2019	Friday
Last date for revising the offer price /Number of shares	March 09, 2019	Saturday
Last date for withdrawal of acceptance by the shareholders	March 13, 2019	Wednesday
Offer Closing Date	March 17, 2019	Sunday
Date by which the acceptance/ rejection would be intimated and the corresponding payment for the acquired shares and /or the share certificate for the rejected shares will be dispatched.	March 30, 2019	Saturday

**The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations and the same are subject to revision.*

RISK FACTORS RELATING TO THE OFFER AND PROBABLE RISK INVOLVED IN ASSOCIATING WITH THE ACQUIRER

- The acceptance of Shares of non-resident Shareholders who validly tender their Shares under this Offer shall be subject to the receipt of approval from the RBI, if such non-resident Shareholders are bound by the terms of the RBI approval granted to them to not transfer the Shares without prior RBI approval. Such non-resident Shareholders are advised to apply for and obtain the necessary RBI approval and provide a copy thereof along with the Form of Acceptance cum Acknowledgement.
- The Acquirer will have the right to make payment to the resident Shareholders and non-resident Shareholders in respect of whom no approval is required from the RBI and not accept Shares from such non-resident Shareholders in respect of whom prior approval of the RBI is required in the event of the aforesaid RBI approval being refused or delayed.
- In the event of regulatory approvals not being received in a timely manner or litigation leading to a stay on the Offer or the Securities and Exchange Board of India instructing that the Offer should not proceed, the Offer process may be delayed beyond the schedule indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders whose Shares have been accepted in the Offer as well as the return of the Shares not accepted by the Acquirers may be delayed. Shareholders should note that after the last date for withdrawal of acceptances under the Offer, Shareholders who have lodged the Shares will not be able to withdraw them even if the acceptance of Shares under the Offer and dispatch of consideration gets delayed.
- The Shares tendered in the Offer will be held in trust by the Registrar to the Offer till the completion of the Offer formalities, and the Shareholders will not be able to trade such Shares. During such period there may be fluctuations in the market price of the Shares. Accordingly, the Acquirers make no assurance with respect to the market price of the Shares both during the Offer period and upon the completion of the Offer and disclaim any responsibility with respect to the decision by any Shareholder on whether to participate or not to participate in the Offer.
- In the event of oversubscription to the Offer, the acceptance of the Shares tendered will be on a proportionate basis and will be contingent upon the level of subscription. The unaccepted Shares will be returned to the Shareholders in accordance with the schedule of activities for the Offer.

OTHER PROBABLE RISKS INVOLVED

- The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in this Letter of Offer, the Public Announcement and Detailed Public Statement and anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) would be doing so at his/her/their own risk.
- The Acquirer expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- The Acquirer also make no assurances with respect to its investment/ divestment decisions relating to its proposed shareholding in the Target Company.

The risk factors set forth above are not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirer but are only indicative. They 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 by a Shareholder in the Offer. The Shareholders are advised to consult their stockbroker, investment consultant or tax advisor, if any, for further risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this DLOF, all references to “Rupees” or “Rs.” are references to the Indian Rupee(s) (**“Rs.”**).

In this DLOF, any discrepancy in any table between the total and sums of the amounts listed is due to rounding off.

INDEX

Sr. No.	Subject	Page No.
A.	Abbreviations/ Definitions	8
1.	Disclaimer Clause	9
2.	Details of the Offer	11
3.	Background of the Acquirer	14
4.	Background of the Target Company	16
5.	Offer Price & Financial Arrangements	21
6.	Terms & Conditions of the Offer	23
7.	Procedure of Acceptance and Settlement of the Offer	25
8.	Documents for Inspection	33
9.	Declaration by the Acquirer	34
10.	Form of Acceptance cum Acknowledgement	35
11.	Form of withdrawal	39
12.	Form SH-4	42

ABBREVIATION / DEFINITIONS

Acquirer	Mr. Aushim Khetarpal
Act	The Companies Act 2013, as amended from time to time
Applicable Interest (if any)	As may be determined by the Corporation Finance Department, SEBI
BSE	BSE Limited
CCI	Competition Commission of India
CIN	Corporate Identification Number
DIN	Director Identification Number
DLOF	Draft Letter of Offer
CDSL	Central Depository Services (India) Limited
Detailed Public Statement (DPS)	Detailed Public Statement in connection with the Open Offer, published on behalf of the Acquirer on January 11, 2019 in Financial Express- English (All editions), Jansatta- Hindi (All editions), Financial Express- Gujrati (Ahmedabad)
DP	Depository Participant
Equity Share(s)	Fully paid-up equity shares of Target Company of face value of Rs. 10 each
Escrow Agreement	Escrow Agreement dated December 13, 2018 entered into between the Acquirer, Escrow Agent and Manager to the Offer
Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999 and the Rules and Regulations framed thereunder, as amended or modified from time to time
FII/FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined in FEMA
FOA or Form of Acceptance	Form of Acceptance- cum - Acknowledgment annexed to this Letter of Offer
FOW or Form of Withdrawal	Form of Withdrawal annexed to this Letter of Offer
Issued Equity Share Capital	1,09,65,000 Equity shares of Rs. 10/- each
“INR” or “Rs.”	Indian Rupees
LOF	Letter of Offer
Manager to the Offer	Fast Track Finsec Private Limited
MOU	Memorandum of Understanding
NRI	Non-Resident Indian as defined in FEMA
NSE	National Stock Exchange of India Limited
NSDL	National Securities Depository Limited
Offer Opening date	February 18, 2019
Offer Closing date	March 17, 2019
Offer Price	Rs. 8.97/- (Rupees Eight Point Ninety Seven Paise Only) per Equity Share payable in cash including applicable interest as determined by the Corporation Finance Department, SEBI
Shareholder	Those registered shareholders (except Acquirer) who are holding Share(s) as on January 18, 2019 and

	continue to hold the same share(s) till the date of offering those Share(s) in this Offer
Public Announcement /PA	Public Announcement of the Offer made by the Acquirer to the Shareholders of Orient Tradelink Limited
Promoter / Promoter Group	Mr. Aushim Khetarpal <i>(Source Shareholding pattern for quarter ended September, 2018 on BSE website)</i>
RBI	Reserve Bank of India
Registrar to the Offer/ RTA	Skyline Financial Services Private Limited
Rupees or Rs	Indian Rupees
SARFAESI Act	The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 and amendments thereof
SCN	Show Cause Notice
SEBI	Securities and Exchange Board of India
SEBI Order / Consent Order	SEBI Order No. CO/IVD/ 51 /JULY/2013 dated July 23, 2013
SEBI SAST Regulations, 1997 Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and amendments thereof
SEBI SAST Regulations, 2011 / New Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.
Specified Date	Date for the purpose of determining the names of Shareholders, as appearing in the Register of Members of the Target Company, to whom the Letter of Offer would be sent as on January 18, 2019.
Stock Exchange	BSE Limited
Target Company	Orient Tradelink Limited
Tendering Period	Period expected to commence from February 18, 2019 and close on March 17, 2019, both days inclusive
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations in Mumbai

Note:

- a. *Specified 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 registered or unregistered Shareholders are eligible to participate in the Offer any time before the Offer Closing Date.*
- b. *All capitalized terms used in this DLOF and not specifically defined herein shall have the meaning ascribed to them in the SEBI (SAST) Regulations.*
- c. *In this DLOF, any reference to the singular will include the plural and vice-versa.*

1. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED

PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE EQUITY SHAREHOLDERS OF ORIENT TRADELINK LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER/ MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER/ MANAGER TO THE OFFER, FAST TRACK FINSEC PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 18, 2019 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 (ERSTWHILE 1997) / SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT (S) THEREOF. THE FILLING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER.”

2. DETAILS OF THE OFFER

2.1 Background of the offer:

- 2.1.1 This Open Offer is being made pursuant to the Regulation 10 and other provisions of Chapter III and in compliance with the Securities & Exchange Board of India, (Substantial Acquisition of Shares and Takeover) Regulation, 1997 and subsequent amendments thereof.
- 2.1.2 On March 24, 2008 SEBI initiated the SCN bearing no. EAD-5/VSS/RK/121110/2008 for the alleged violation of regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and regulation 13(4) and 13(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
- 2.1.3 Another SCN bearing no. EAD-5/VSS/RK/121111/2008 for the alleged violation of Regulation 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
- 2.1.4 On October 29, 2008 SEBI issued Show cause notice (SCN) bearing no. IVD/ID7/SG/KM/142792/2008 for alleged violation of regulation 4(b), 4(c), 4(d) and 4(e) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 read with regulation 13(2) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- 2.1.5 Investigation of SEBI revealed that the Acquirer has violated the provisions of Regulation 10 and 12 of the of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and Regulation 13(4), 13(5) & 13(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and regulation 4(b), 4(c), 4(d) and 4(e) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995 read with Regulation 13(2) of the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

In view of the above, Acquirer file the consent Application No. 1931, 1973 and 1974 of 2010 for settling the adjudication proceedings initiated against the aforesaid SCN(s) and SEBI vide its powers conferred in SEBI Act, 1992, passed the Order No. CO/IVD/51 /JULY/2013 dated July 23, 2013:

Para 10 of the SEBI Order has been divided into four part and the abstract of point no. 1 is reproduced herein: -

Shri. Aushim Khetarpal to make an open offer to the shareholders of Orient Trade Link Limited as specified in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as existed at the time of alleged violation, including the applicable interest, if any, as decided by the Corporation Finance Department, SEBI. As voluntarily proposed by Shri Aushim Khetarpal, the

shall also make a voluntary open offer to the shareholders of Divine Entertainment Limited.*

****Divine Entertainment Limited was delisted from the stock exchange.***

- 2.1.6 The Acquirer have appointed Fast Track Finsec Private limited as the Manager to the Offer to comply with Part 10 para 1 of SEBI Order mentioned above.
- 2.1.7 This Offer is being made by Acquirer to comply with Para 10 of the SEBI Order No. CO/IVD/ 51 /JULY/2013 dated July 23, 2013, for acquisition of upto 21,93,000 (Twenty One Lakh Ninety Three Thousand Only) Equity Shares which represent 20% of the issued equity share capital of the Target Company.
- 2.1.8 In terms of provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011, the previous operation of the repealed regulations or anything duly done or suffered there under, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations has never been repealed. The obligations of the Acquirers under Regulation 10 of the SEBI (SAST) Regulations 1997 to make Open Offers as stated above, is being complied with now and therefore the Offer is being made with a delay.
- 2.1.9 As on the date of this DLOF, the Acquirer hold 13,33,017 (Thirteen Lakh Thirty Three Thousand Seventeen) Equity Shares in Target Company representing 12.16% of the present fully paid-up equity share capital of Target Company.
(Source – Shareholding Pattern filed with BSE as on September 30, 2018)
- 2.1.10 The Offer is not subject to any minimum level of acceptances from shareholders and is not a conditional Offer.
- 2.1.11 This is not a competitive bid.
- 2.1.12 As on the date of this DLOF, Fast Track Finsec Private Limited, the Manager to the Offer does not hold any equity share in the Target Company. The Manager to the Offer declares and undertakes not to deal in the equity shares of Target Company as prescribed in SEBI (SAST) Regulations, 2011.
- 2.1.13 The Offer is not as a result of global acquisition resulting in indirect acquisition of Target Company.
- 2.1.14 The Acquirer have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11, 11B read with Section 19 of the Securities and Exchange Board of India, 1992 (“SEBI Act”) and Regulation 44 and 45 of the SEBI (SAST) Regulations, 1997 read with Regulations 32 and 35 of the SEBI (SAST) Regulations, 2011. However, as per SEBI Order No. CO/IVD/ 51 /JULY/2013 dated July 23, 2013 Acquirer was prohibited from buying, selling or dealing in securities for a period of four years from the date of the said SEBI Order.

2.1.15 Mr. Aushim Khetarpal is the Managing Director of Orient Tradelink Limited.

2.1.16 The Board of Target Company/ Committee will come out with a recommendation for the Offer before the date of commencement of Offer.

2.2 Details of the proposed offer

2.2.1 In compliance with Regulation 14(3) of SEBI (SAST) Regulations, 2011, the DPS was published in the following newspapers on January 11, 2019:

Newspaper	Language	Editions
The Financial Express	English	All Editions
Jansatta	Hindi	All Editions
The Financial Express	Gujrati	Ahmedabad

2.2.2 A copy of the Public Announcement for the Open Offer is also available on the website of SEBI at www.sebi.gov.in.

2.2.3 The Acquirer are making an open offer to the Public Shareholders of Target Company to acquire 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) fully paid-up equity shares of Rs. 10/- each, (“the offer”) representing 20% of the share capital at Rs. 8.97/- per equity shares from the Equity Shareholders including simple interest as directed by the SEBI, payable in cash. This Offer is being made in compliance with the SEBI Order dated July 23, 2013 and in compliance with Regulation 10 of erstwhile SEBI (SAST) Regulations 1997 read with Regulation 35(2)(b) of SEBI (SAST) Regulations 2011.

2.2.4 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company.

2.2.5 The Acquirer will acquire upto 21,93,000 equity shares that are validly tendered in accordance with the terms of the Open Offer at the Offer Price. In the event the Equity Shares tendered in the Open Offer are more than the Equity Shares proposed to be acquired under the Open Offer, the acquisition of Equity Shares from the Eligible Shareholders will be on a proportionate basis.

2.2.6 The shares will be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all the rights attached thereto, including the right to all dividends, bonus and rights declared hereafter.

2.2.7 The Offer is not subject to any minimum level of acceptances. The Acquirer will accept all equity shares of Target Company in terms of this Offer upto a maximum of 21,93,000 fully paid-up equity shares of Rs.10/- each, representing 20% of the total issued equity share capital of the Target Company.

2.2.8 Since the date of the PA to the date of this DLOF, the Acquirer have not acquired any shares of Target Company.

- 2.2.9 The consideration will be paid in Cash. There is no differential price since entire consideration is payable in cash.
- 2.2.10 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer have appointed, Fast Track Finsec Private Limited, as the Manager to the Offer.
- 2.2.11 Upon completion of the Open Offer, assuming full acceptances, the Acquirer will hold 35,26,017 (Thirty Five Lakh Twenty Six Thousand Seventeen) equity shares of the Target Company, representing a total of 32.16% of the Present Voting Paid-Up Share Capital of the Target Company.

2.3 Objects of the offer

- 2.3.1 In order to comply above said SEBI Order, Acquirers are making the Public Announcement for acquisition up to 21,93,000 (Twenty One lakhs Ninety Three Thousand) which represent 20% of total issued equity share capital of the Target Company.
- 2.3.2 The prime object of the offer is to give a fair exit opportunity to the Shareholders of the Target Company at current date in accordance with the provisions of the SEBI (SAST) Regulations, 2011.
- 2.3.3 As on the date of DLOF, the Acquirers does not have any plan to dispose-off or otherwise encumber any assets of the Target Company in the next two years 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 operations, assets, investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

3. BACKGROUND OF THE ACQUIRER

3.1 Mr. Aushim Khetarpal (“Acquirer”).

3.2 Mr. Aushim Khetarpal aged about 58 years, son of Late Shri Parshotam Sarup Khetarpal is residing at House No. 5/4, Sarvapriya Vihar Hauz Khas, Delhi 110016, Mobile no. +91-9999989427. He is the Managing Director of Orient Tradelink Limited. He is an actor and producer. He belongs to the Promoter and Promoter Group of the Target Company.

3.3 Mr. Aushim Khetarpal is director in Divine Entertainment Limited, YS Buildwell Private Limited, Orient Tradelink Limited and AUM Sportainment Private Limited.

3.4 As on the date of PA, Mr. Aushim Khetarpal holds 13,33,017 Equity Shares representing 12.16% of the present issued paid up Equity Share Capital of the Target Company.

3.5 Mr. Aushim Khetarpal is a director in the following companies:

Name of Company	Current Designation	Date of Appointment
Divine Entertainment Limited	Director	01.04.2004
Orient Tradelink Limited	Managing Director	01.05.2002
AUM Sportainment Private Limited	Director	22.09.2006
YS Buildwell private Limited	Director	28/06/2010

3.6 He is presently not prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 (“SEBI Act”) as amended or under any of the Regulations made under the SEBI Act.

3.7 He is not in the list of ‘wilful defaulters’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by RBI.

3.8 Mr. Ashok Mahajan (Membership No. 537289) Partner of M/s AM Sharma & Associates, Chartered Accountants, having office at 32, Balaji Complex, Laxmi Nagar, Delhi- 110092, Tel. No.: 8968280348, Email Id: am.sharmaassociates@gmail.com, has certified, vide certificate dated December 15, 2018 that the net worth of Mr. Aushim Khetarpal is Rs. 10,01,62,526/- (Rupees Ten Crore One Lakh Sixty Two Thousand Five Hundred Twenty Six Only).

3.9 Other Information about the Acquirer:

3.9.1 There is no agreement amongst the Acquirer and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other persons / entities propose to participate in the acquisition.

3.9.2 The Acquirer belongs to promoter and Promoters Group of the Target Company as per the Shareholding Pattern filed by the Target Company to BSE Limited for the quarter ended September 30, 2018.

3.9.3 The Acquirer undertake that they will not sell, dispose off or otherwise encumber any substantial assets of Target Company except with the prior approval of the shareholders.

3.9.4 All the investment/cost towards the Open Offer and expenses of the Open Offer shall be borne Mr. Aushim Khetarpal.

3.9.5 This Offer is being made to the Shareholders of the Target Company, in compliance with SEBI Order No. CO/IVD/ 51 /JULY/2013 dated July 23, 2013 under Regulation 10 of the SEBI (SAST) Regulations.

3.9.6 As on the date of DLOF, the Acquirer does not have any plan to dispose off or otherwise encumber any assets of the Target Company in the next two years 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 operations, assets,

investments, liabilities or otherwise of the Target Company for commercial reasons and operational efficiencies.

The Acquirer undertakes not to sell, dispose of or otherwise encumber any substantial assets of the Target Company except with the prior approval of the shareholders of the Target Company and in accordance with and subject to the applicable laws, permissions and consents, if any.

- 3.9.7 If the acquisition made in pursuance of this public offer results in the public shareholding in the Target Company being reduced below the minimum level required as per the Listing Agreement, the Acquirer shall take necessary steps to facilitate compliance of the Target Company with the relevant provisions thereof, within the time period mentioned therein.

4. BACKGROUND OF THE TARGET COMPANY – ORIENT TRADELINK LIMITED (“TARGET COMPANY” or “OTL”)

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

4.1 Brief History and Main Areas of Operations:

- 4.1.1 Orient Tradelink Limited, a company originally incorporated as a Public Limited company under the Companies Act, 1956 vide certificate of Incorporation dated August 22, 1994 as Orient Tradelink Limited. The CIN No. of the Company is L65910GJ1994PLC022833.
- 4.1.2 Presently, Registered Office of the Target Company is situated at 801-A, 8th Floor, Mahalay Building, Behind Fairdeal House, Off: C. G. Road, Swastik Cross Roads Navrangpura Ahmedabad, Gujrat- 380009.
- 4.1.3 As on date of this DLOF the Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- each and the Issued, Subscribed and Paid-up Capital of the Target Company is 10,96,50,000/- (Rupees Ten Crores Ninety Six Lakhs Fifty Thousand) divided into 1,09,65,000 (One Crore Nine Lakhs Sixty Five Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each.
- 4.1.4 Presently 1,09,65,000 (One Crore Nine Lakhs Sixty Five Thousand) Equity Shares of the Target have been listed on BSE Limited (“BSE”)
- 4.1.5 As on the date of this Draft Letter of Offer, the Board of Directors of the Target Company comprises of 6 (Six) Directors. The details of the Board of Directors are as given below:

Name	Designation	Residential Address	Date of Appointment	DIN
Aushim Parshottam Khetarpal	Managing Director	House No.5/4, Sarvapriya Vihar Hauz Khas, Delhi 110016	01/05/2002	00060319
Anish Vinodchandra Shah	Director	24 Gyanmandir, SOC Opp Navkar Jain Temple B/H Tele Exchange Vasna, Ahmedabad-380007	04/12/2018	00372544
Harshad Chimanlal Shah	Director	B/2/2, Shailly Tower, Opp Ketav Petrol Pump Ambavadi, Ahmedabad 380015	30/04/2007	01758843
Anita Khetarpal	Director	S-524, Greater Kailash Part-1 New Delhi 110048	01/04/2007	02909051
Sunil Arora	Director	154, 2 nd Floor, Sant Nagar, East of Kailash, New Delhi 110065	30/09/2010	03517899
Mahesh Kumar Verma	Director	D-3, Street No. 2 Brijpuri Dayalpur East Delhi 110094	01/08/2017	07892196

(Source: MCA website)

As on the date of PA, none of the director except Mr. Aushim Khetarpal who is also the Acquirer, were representatives of the Acquirer.

4.1.6 The equity shares of Target Company are listed at BSE. The Scrip Code is 531512.

4.1.7 There are no outstanding convertible instruments such as warrants/FCDs/PCDs etc of the Target Company.

(Source: Annual Report for the year ended March 31, 2018)

- 4.1.8 As on the date of this DLOF, the share capital structure 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	1,09,65,000	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	1,09,65,000	100.00
Total Voting Rights in the Target Company	1,09,65,000	100.00

- 4.1.9 As on the date of this DLOF, details of issued and paid up equity share capital history of Target Company are as follows:

Date of Allotment	No. of shares issued	Cumulative no. of shares
22/08/1994	200	200
10/09/1994	500	700
04/03/1995	10,99,300	11,00,000
10/03/1995	5,24,000	16,24,000
01/07/1995	3,76,000	20,00,000
02/02/1996	89,65,000	1,09,65,000

- 4.1.10 Presently, the shares of the Target Company are not suspended for trading from the Stock Exchange. As per information provided to us, no punitive action has been taken against the Target Company by the Stock Exchange except in the manner as referred in said SEBI order.
- 4.1.11 There has been no merger/ demerger or spin off in the Target Company during the last 3 years.
- 4.1.12 The Target Company does not have any partly paid equity shares. There are no outstanding warrants or options or similar instrument, convertible into equity shares at a later stage.
- 4.1.13 In the past, non-compliance / delayed compliances has been observed on the part of the Target Company and Promoter/ Promoter Group of the Target Company, with respect to compliance with the applicable provisions of chapter II of the SEBI (SAST) Regulations 1997, Chapter V of SEBI (SAST) Regulations, 2011 and Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- 4.1.14 The Target company was suspended from the stock exchange from October 29, 2002 to August 22, 2017.
- 4.1.15 Brief financial details of the Target Company as per the audited accounts for the last three financial year ended March 31, 2018, March 31, 2017, March 31, 2016 and unaudited & certified financials for the three months period ended on September 30, 2018 preceding the date of DLOF are as follows:

Profit & Loss Statement for the financial years ended	For the 3 months ended 30.09.2018 (Unaudited)	31.03.2018 (Audited)	31.03.2017 (Audited)	31.03.2016 (Audited)
Income from Operations	5,04,35,500	22,24,05,787	8,76,87,253	7,23,10,926
Other Income	0.00	61,676	3,50,000	55,23,304
Total Income	5,04,35,500	22,24,67,462	8,80,37,253	7,78,34,230
Total Expenditure	4,58,33,625	21,72,38,813	8,33,64,372	9,29,49,361
Profit/(Loss) before Tax	46,01,875	52,28,649	46,72,881	(1,51,15,130)
Provision for Tax/ Tax Expenses	14,26,581	16,20,881	14,24,481	Nil
Profit/(Loss) after tax	31,75,294	36,07,768	32,48,400	(1,51,15,130)

Balance Sheet as at	For the 3 months ended 30.09.2018 (Unaudited)	31.03.2018 (Audited)	31.03.2017 (Audited)	31.03.2016 (Audited)
Balance Sheet Statement				
Sources of fund				
Paid up Share Capital	10,96,50,000	10,96,50,000	10,96,50,000	10,96,50,000
Reserves and Surplus (excluding revaluation reserve)	(2,87,51,186)	(3,65,97,353)	(3,87,83,919)	(4,17,99,877)
Net Worth	8,08,98,814	7,30,52,647	7,08,66,081	6,78,50,123
Long Term Borrowing	8,08,48,106	8,45,62,885	6,37,08,005	2,79,31,340
Deferred Tax Liability	29,095	14,50,297	20,095	53,207
Current Liabilities	30,70,60,325	44,12,79,654	22,57,81,365	16,90,25,526
Total	46,88,36,340	60,03,45,483	36,03,84,547	26,48,60,196
Fixed assets	15,49,69,868	15,88,47,144	11,14,90,691	7,01,74,668
Non-Current Investments	-	-	-	1,10,58,812
Current Assets	31,38,66,472	44,14,98,339	24,88,93,856	18,36,26,716
Total	46,88,36,340	60,03,45,483	36,03,84,547	26,48,60,196

Other Financial Data for the financial years ended	For the 3 months ended 30.09.2018 (Unaudited)	31.03.2018 (Audited)	31.03.2017 (Audited)	31.03.2016 (Audited)
Dividend (%)	Nil	Nil	Nil	Nil
Earning Per Share (Rs.)	0.29	0.33	0.30	(1)

The audited standalone financial for the quarter ended March 31, 2018 is certified by Mr. Kamal Kumar (Membership No. 502549), Partner of M/s Mittal Nirbhay & Co., Chartered Accountants, Auditors of Target Company, vide Auditors certificate dated May 29, 2018.

4.1.16 Pre and Post-Offer Shareholding Pattern of Target Company
(Based on issued equity share capital)

Shareholder's category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares /voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in open offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and offer		
	(A)		(B)		(C)		(A)+(B)+(C) = D		
(1) Promoter Group	No.	%	No.	%	No.	%	No.	%	
a. Parties to agreement, if any	N.A.		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
b. Promoters other than (a) above	13,33,017	12.16	N.A.	N.A.	N.A.	N.A.	35,26,017	32.16	
Total 1 (a+b)	13,33,017	12.16	Nil	Nil	Nil	Nil	35,26,017	32.16	
(2) Acquirer	N.A.	N.A.	N.A.	N.A.	Nil	Nil	NA	NA	
(3) Parties to agreement other than (1) & (2)									
(4) Public (other than parties to agreement, Acquirer & (PAC)									
a) FI/MF/FII/Banks, SFI	-	-	-	-	-	-	-	-	
b) Any Others	96,31,983	87.84	Nil	Nil	0		(.)	(.)	
Total (4) (a+b)	96,31,983	87.84	Nil	Nil	21,93,000		74,38,983	67.84	
Total No. of Shareholders in Public category	407	100	N.A.	N.A.	(.)		(.)	(.)	
Grand Total (1+2+3+4)	1,09,65,000	100			21,93,000		1,09,65,100	100	

4.1.17. Since the date of PA and upto the date of this DLOF, the Acquirer have not acquired any shares of Target Company.

4.1.18 Upon completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will not fall below the minimum public shareholding requirement as per the Securities Contract (Regulations) Rules as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

4.1.19 There are certain instances of non-compliances / delayed compliance of Chapter II of SEBI SAST Regulations, 1997 and Chapter V of SEBI SAST Regulations, 2011 by the promoters of the Target Company.

4.2. Status of Corporate Governance

The Target Company has complied with the conditions of Corporate Governance as stipulated under Regulation 15(2) of SEBI (LODR) 2015. Mr. Kamal Kumar (Membership No. 502549), partner of M/s Mittal Nirbhay & Co., Chartered Accountants (Firm Regn. No. 013097C), has certified compliance of conditions of Corporate Governance as per their certificate dated May 29, 2018 attached with Annual Report for the year ended March 31, 2018 of the Target Company.

5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1. Justification of Offer Price:

5.1.1. The Equity Shares of the Target Company are presently listed on BSE.

5.1.2 The Offer Price of Rs. 8.97 (Rupees Eight Point Ninety Seven Paise Only) per Equity Share including simple interest as directed by the SEBI.

5.1.3. Since the date of PA and upto the date of this Draft LOF, the Acquirer have not acquired any shares of Target Company.

5.1.4. The Acquirer have not entered into any agreement for payment of non-compete fee.

5.1.5. The Acquirer would be responsible for ensuring compliance with the Regulations for the consequences arising out of the acquisition of shares, if any, made after the date of PA in terms of SEBI (SAST) Regulations 2011.

5.1.6. It will be ensured that the Offer Price shall not be less than the highest price paid by the Acquirer for any acquisition of shares of the Target Company from the date of PA up to seven working days prior to the closure of the offer.

5.1.7. If there is any upward revision in the Offer Price up to seven working days prior to the date of Closure of the Offer or withdrawal of the Offer, the same would be informed by way of Public Announcement in the same Newspapers where Detailed Public Statement have appeared and such revised Offer Price would be payable to all the shareholders who have tendered their shares any time during the Offer and accepted under the Offer.

5.2. Offer Price for Shareholders

5.2.1. The Offer is being made by the Acquirer in compliance with Regulation 10 & 12 of the SEBI SAST Regulations, 1997. The Draft Letter of Offer was submitted to SEBI by Fast Track Finsec Private Limited, Manager to the Offer.

5.2.2. Due to the events as described in this DLOF, the offer to shareholders was not so far made by Acquirer and offer did not open. Thus, there has been a delay in the process of open offer. The Acquirer is now giving this Offer at an offer price of Rs. 8.97/- per Equity Share including simple interest as directed by the SEBI, in cash.

5.2.3. As described above, only Shareholders whose Shares (which are determined as forming part of their holdings as on January 18, 2019) are tendered and accepted in the Offer will be

eligible for receiving Applicable Interest under the Offer. Such eligibility for interest will be determined on the basis of the Register of Members/ Register of Beneficial Owners as maintained by the Registrars and Share Transfer Agents of Target Company and as provided by the depositories i.e. CDSL/ NSDL.

5.2.4. The Offer Price does not warrant any adjustments for Corporate Actions.

5.2.5. In case of Shares held in Demat form, buy/sell of Shares will be determined based on weekend positions as provided by the depositories. This will be subject to availability of beneficiary positions for the earlier periods.

5.2.6. As described above, Shareholders whose Shares (which are determined as forming part of their holdings as on January 18, 2019) are tendered and accepted in the Offer will be eligible for receiving Applicable Interest under the Offer. Such eligibility for interest will be determined on the basis of the Register of Members/ Register of Beneficial Owners as maintained by the Registrars and Share Transfer Agents of Target Company and as provided by the depositories in the following manner:

I. List of Members of the Target Company as on January 18, 2019.

II. Details of all the transfers/transmissions/deletions/transpositions, for Shares held in physical form that have taken place since January 18, 2019 till the Offer Closing Date.

III. Beneficiary position data as downloaded by the Registrar & Share Transfer Agent from time to time since January 18, 2019 till the Offer Closing Date, excluding for the period for which such data is not available with the said Registrar.

IV. Register of Members and Register of Beneficiary Owners as on the Offer Closing Date.

V. Details of dematerialization and rematerialization requests that have been confirmed to the depositories on the Offer Closing Date.

VI. Details of the changes, if any, on account of consolidation of holdings in one or more folios and split of holdings in case of Shares held in physical form.

5.3. Financial arrangements:

5.3.1. As per Draft Letter of Offer filed with SEBI by Manager to Offer i.e Fast Track Finsec Private Limited, the maximum consideration payable by the Acquirer to acquire 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing 20% of the total Voting Share Capital of the Target Company at the Offer Price of Rs. 8.97/- per equity share plus applicable interest as directed by SEBI.

5.3.2. The maximum consideration payable by the Acquirer to acquire 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) Equity shares at the Offer Price of Rs. 8.97/- per equity share including simple interest as directed by SEBI for the shares tendered in the Offer (assuming full acceptance) would be Rs. 1,96,71,210 (Rupees One Crore Ninety Six Lakh Seventy One Thousand Two Hundred Ten Only), assuming all Shares are tendered by the Shareholders ("**Maximum Consideration**").

5.3.3. The Acquirer, the Manager to the Offer and ICICI Bank Limited, a banking company incorporated under the laws of India, have entered into an Escrow Agreement, for the purpose of this Offer. Pursuant to the Escrow Agreement and in compliance with the SEBI (SAST) Regulations, 2011, the Acquirer have opened an Escrow Account in the name and style as

“OTL - Open Offer Escrow Account”. The Acquirer has deposited Rs. 2,00,000/- (Rupees Two Lakh Only) and 3,00,000 Equity Shares of Orient Tradelink Limited with appropriate margin, with the Merchant Banker being more than 25% of the total consideration payable to the shareholders under the Offer. The Manager to the Offer is duly authorised by the Acquirer to realise the value of the Escrow Account and operate the Escrow Account in terms of the Regulations.

5.3.4. In terms of Regulation, it is confirmed that the Acquirer have made firm financial arrangements to meet their Offer obligations in full. The financial obligations of the Acquirer under the Offer will be fulfilled through internal resources and borrowings in the normal course of business.

5.3.5. Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer and confirms that firm arrangements for funds and money for payment through verifiable means are already in place to fulfill the Offer obligations.

6. TERMS AND CONDITIONS OF THE OFFER

6.1. Operational terms and conditions:

6.1.1. The Offer is being made in compliance with the provisions of Regulation 10 and Regulation 12 and other applicable provisions of the SEBI (SAST) Regulations, 1997 for the purpose of substantial acquisition of the Shares.

6.1.2. This Offer is not subject to any minimum level of acceptances of shares and is not a competing offer in terms of the Regulations. The Acquirers and PAC will acquire all the Shares that are validly tendered in terms of the Regulations. The Acquirer will acquire all the shares that are validly tendered in terms of this Offer upto a maximum of 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) Equity Shares. Thus, the Acquirer will proceed with the Offer even if they are unable to obtain acceptance to the full extent of the Shares for which this Offer is made.

6.1.3. The acceptance of the Offer is entirely at the discretion of the Shareholders and each Shareholder holding the Shares to whom this Offer is being made is free to offer his shareholding in Target Company, in whole or in part while accepting the Offer.

6.1.4. Accidental omission to dispatch this Letter of Offer or any further communication to any person to whom this Offer is made or the non-receipt of this Letter of Offer by any such person shall not invalidate the Offer in any way.

6.1.5. The Offer is subject to terms and conditions set out in this Letter of Offer, the Form of Acceptance cum Acknowledgement, the Public Announcement, the Detailed Public Statement and any other Public Announcements that may be issued with respect to the Offer.

6.1.6. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of the Target Company (except the Acquirer) whose name appear on the Register of Members and to the beneficial owners of the shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on January 18, 2019 ("Specified Date").

6.1.7. This Offer is subject to the receipt of the statutory and other approvals as mentioned in para 6.4 of this DLOF. In terms of SEBI (SAST) Regulations, 2011, the Acquirer will have the right not to proceed with the Offer in the event that any statutory approval that may be required is refused. Any such withdrawal will be notified in the form of a Public Announcement in the same newspapers in which the DPS had appeared.

6.1.8. The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance cum Acknowledgement and sent along with the other documents duly filled in and signed by the applicant Shareholder(s).

6.1.9. The Shares tendered under this Offer should be free from any charge, lien or encumbrance of any kind whatsoever. Applications in respect of the Shares that are the subject matter of any litigation, wherein the Shareholders may be prohibited from transferring the Shares during the pendency of the said litigation, are liable to be rejected, if directions or orders regarding these Shares are not received together with the Shares tendered under the Offer.

6.1.10. If the aggregate of the valid responses to the Offer exceeds 21,93,000 (Twenty One Lakhs Ninety Three Thousand Only) Equity Shares, then the Acquirer shall accept the Shares received on a proportionate basis in accordance with SEBI (SAST) Regulations, 2011. The market lot for trading in the Shares on the Stock Exchanges is 1 (One).

6.1.11. The Acquirer, Manager to the Offer or Registrar to the Offer will not be responsible for any loss of Share Certificate(s) and Open Offer acceptance documents during transit and the Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

6.1.12. The Shareholders who have accepted the Offer by tendering the requisite documents, in terms of the Letter of Offer, can withdraw the same upto three working days prior to the Offer Closing Date.

6.1.13. Incomplete acceptances, including non-submission of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.

6.1.14. Copies of PA and DPS are available on the website of SEBI. Incomplete acceptances, including non-submission of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.

6.1.15. The instructions, authorisations and provisions contained in the Form of Acceptance constitute part of the terms of the Open Offer.

6.2. Locked-in Shares:

There are no locked-in shares of the Target Company.

(Source: Shareholding Pattern quarter ending September 30, 2018 on BSE Website)

6.3. Eligibility for accepting the Offer:

6.3.1 The Offer is made to all the shareholders (except the Acquirer) whose names appeared in the register of shareholders on January 18, 2019 and also to those beneficial owners (“**Demat holders**”) of the equity shares of the Target Company, whose names appears

as beneficiaries on the records of the respective Depository Participants (DP) at the close of the business hours on January 18, 2019 and also to those persons who own shares any time prior to the closure of the Offer.

6.3.2 None of the Acquirer, the Manager to the Offer or the Registrar to the Offer accepts any responsibility for any loss of documents during transit and public shareholders are advised to adequately safeguard their interest in this regard.

6.3.3 The acceptance of equity shares tendered in the Open Offer will be made by the Acquirer in consultation with the Manager to the Offer.

6.4. Statutory and other approvals:

6.4.1. To the best of knowledge and belief of the Acquirer, as of the date of this Letter of Offer, there are no further statutory approvals required to implement the Offer. However, in case of any regulatory or statutory approval being required at a later date before the Offer Closing Date, the Offer shall be subject to all such approvals and the Acquirer shall make the necessary applications for such approval.

6.4.2. In case of non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of SEBI (SAST) Regulations, 2011. Further, if delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 18(11) of the Regulations will also become applicable.

6.4.3. To the best of knowledge and belief of the Acquirer, no consents are required by the Acquirer from any financial institution or banks for the Offer.

7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

7.1. The Letter of Offer will be mailed to the Shareholders (except Acquirer), whose names appear on the register of members of the Target Company and in the beneficial records of the respective depositories, as on the close of business on the Specified Date i.e. January 18, 2019.

7.2. Every Shareholder (except Acquirer) in the Target Company, regardless of whether she / he held Shares on the Specified Date, or has not received the Letter of Offer, is entitled to participate in the Offer.

7.3. Shareholders can also download the Letter of Offer and the Form of Acceptance cum Acknowledgement from the SEBI website at www.sebi.gov.in and send in their acceptances by filling the same.

7.4. The Shareholders should also provide all relevant documents, as applicable, which are necessary to ensure transferability of the Shares in respect of which the application is being sent including the documents as mentioned in this Letter of Offer. Such documents may include, but are not limited to:

- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder) if the Shareholder has expired;

- Duly attested power of attorney if any person apart from the Shareholder has signed;
- Share certificate along with Share Transfer Deed(s) or photocopy of the delivery instruction in “Off-Market” mode or counterfoil of the delivery instruction in “Off-Market” mode, duly acknowledged by the relevant depository participant, if applicable;
- In case of body corporate the necessary corporate authorization (including certified copy of board and / or general meeting resolution(s) and signature(s) of the authorized signatories duly attested);
- No objection certificate from the respective lender, if the Shares in respect of which the acceptance is sent, were under any charge, lien or encumbrance.
- Any other relevant documents, as applicable.

7.5 In the case of shares held in dematerialized form, Depository Participant (“DP”) name, DP ID, beneficiary account number together with photocopy or counterfoil of the delivery instruction slip in “off- market” mode duly acknowledged by the DP for transferring the Equity Shares in favour of “Skyline-OTL-Open Offer-Escrow Demat Account” filed in as per the instructions given below:

Depository Participant (“DP”) Name:	K K Securities Limited
DP ID:	IN300468
Client ID:	10103653
Account Name:	“Skyline-OTL-Open Offer-Escrow Demat Account”
Depository:	NSDL

7.6. The Shareholders, who qualify and wish to avail this Offer should forward Form of Acceptance cum Acknowledgement and other relevant documents (as set out in para 7.4 of this Letter of Offer) to the Registrar to the Offer at **M/s Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020, Tel No. +91-11-26812682-83, Fax No. +91-11-26812683, Email: viren@skylinerta.com, website: www.skylinerta.com**, by Registered Post or Courier at the applicants sole risk on or before the Offer Closing Date in accordance with the procedures as specified in this Letter of Offer and the Form of Acceptance cum Acknowledgement. **The relevant documents should NOT be sent to the Acquirer, Target Company or the Manager to the Offer.**

7.7. Acceptances may be sent by Registered Post or Courier or by hand delivery so as to reach the Registrar to the Offer on or before the Closing of the Offer.

Delivery made by Registered Post or Courier would be received on all working days except Sunday & Public Holidays.

7.8. **For Shares held in physical form**, Shareholders should send all the relevant documents mentioned below:

7.8.1. Form of Acceptance cum Acknowledgement duly completed (in English) and signed (by all the Shareholders in the same order in which Shares are held as per the Register of Members of Target Company in case the Shares are in joint names) as per the specimen signature(s) lodged with Target Company and witnessed.

7.8.2. Share Certificate(s)

7.8.3. Valid Share Transfer Deed(s) duly signed as transferors (by all Shareholders in the same order in which Shares are held as per the Register of Members of Target Company in case the Shares are in joint names) as per the specimen signature(s) lodged with Target Company and duly witnessed at the appropriate place. The Share Transfer Deed i.e. **(Form SH-4)** should be left blank, except the signature portion and witness portion as mentioned above. Attestation, where required (thumb impression, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public office and authorised to use the seal of his office of a member of a recognised Stock Exchange under their seal of office and membership number or manager of the transferor's bank.

7.8.4. In case the Shares stand in the name of a sole Shareholder, who is deceased, then the Form of Acceptance cum Acknowledgement must be signed by the legal representative(s) of the deceased and submitted along with a certified or attested true copy of the probate /letter of administration/ succession certificate, while accepting this Offer.

7.8.5. In case of registered Shareholder, non-receipt of the aforesaid documents, but receipt of the Share certificates and the duly completed transfer deed, the Offer shall be deemed to be acceptance of the Offer. Notwithstanding that the signature(s) of the transferor(s) has /have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) recorded with OTL or are not in the same order, such Shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such Shares.

7.8.6. Duly attested power of attorney, if any person other than the Shareholder has signed the Form of Acceptance cum Acknowledgement and Share Transfer Deed(s).

7.8.7. In case of companies, the necessary corporate authorisations including the following:

- a) Board resolution authorising such acceptance /power to sell the Shares.
- b) Board resolution authorising execution of transfer documents.
- c) Signature(s) of the Authorised Signatories duly attested.

7.9. For Shares held in dematerialised Form:

7.9.1. The Registrar to the Offer i.e. Skyline Financial Services Private Limited has opened a Special Depository Account with K K Securities Limited (Registered with NSDL) as mentioned herein above, styled as "Skyline-OTL- Open Offer- Escrow Demat Account". (hereinafter referred to as "**Special Depository Escrow Account**")

7.9.2. Beneficial Owners should send to the Registrar to the Offer, Form of Acceptance cum Acknowledgement duly completed (in English) and signed (by all the Shareholders in the same order in which Shares are held as per the Register of Members of Target Company in case the Shares are in joint names) as per the specimen signature(s) lodged with respective depositories.

7.9.3. Along with the Form of Acceptance cum Acknowledgement, Shareholders should also send a photocopy of the Delivery Instruction in "Off-Market" mode or counterfoil of the delivery instruction in "Off-Market" mode, duly acknowledged by the relevant Depository Participant ("**DP**") in favour of "OTL - Open Offer Escrow A/c" filled in as per the instructions given hereunder:

DP Name	K K Securities Limited
DP ID	IN300468
Client ID	10103653
Account Name	“Skyline-OTL-Open Offer-Escrow Demat Account”
Depository	NSDL

7.9.4. For each delivery instruction, the Beneficial Owner should submit separate Form of Acceptance cum Acknowledgement.

7.9.5. The Beneficial Owners who hold Shares in demat form are required to execute a trade by tendering the Delivery Instruction for debiting their Beneficiary Account with the concerned DP and crediting the Special Depository Escrow Account.

7.9.6. Beneficial Owners having their beneficiary account in CSDL/NSDL have to use inter-depository delivery instruction slip for the purpose of crediting their Shares in favour of the Special Depository Escrow Account with CDSL/NSDL.

7.9.7. In case of non-receipt of the aforesaid documents, but receipt of the Shares in the Special Depository Escrow Account, the Acquirer may deem the Offer to have been accepted by the Beneficial Owner.

7.9.8. The Beneficial Owners should ensure that the credit for the delivered Shares should be received in the Special Depository Escrow Account on or before the Offer Closing Date. In order to ensure this, beneficial owners are advised to tender the delivery instructions at least 1 working day prior to Offer Closing Date. It is the sole responsibility of the Shareholders to ensure credit of their Shares in the Special Depository Escrow Account, on or before 5:00 pm on the Offer Closing Date.

7.10. Unregistered Shareholders should enclose:

7.10.1. Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

7.10.2. Share certificate(s)

7.10.3. Valid Share Transfer Deed(s). The details of buyer should be left blank failing which the same will be considered invalid under the Offer.

7.10.4. Original contract note issued by the broker of a recognised stock exchange, through whom the Shares were acquired.

7.10.5. No indemnity is required from unregistered owners. The unregistered Shareholders should not sign the Share Transfer Deed and the Share Transfer Deed should be valid for transfer.

7.10.6. A self-certified photocopy of the PAN card.

7.11. Unregistered Shareholders who have tendered their Shares for registration should enclose:

7.11.1. Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein by the person accepting the Offer.

7.11.2. Valid Share Transfer Deed(s) duly executed by the unregistered owner.

7.11.3. Unregistered Shareholders who have lodged their Shares for transfer with Target Company must also send the acknowledgement, if any, received from Target Company towards such lodging of Shares.

7.12. The Shares are traded in compulsorily dematerialized mode and the minimum marketable lot is 1 (one).

7.13. The Shareholders holding Shares in physical form, who have sent their Shares for dematerialization need to ensure that the process of getting the Shares dematerialized is completed well in time so that the credit in the Special Depository Escrow Account should be received on or before the Offer Closing Date or else the Acquirer reserve the right to reject such Shares.

7.14. Shareholders who have sent their Share Certificates for dematerialization: Such Shareholders need to ensure that the process of getting their Shares dematerialized is completed in time and shares are transferred to the Special Depository Escrow Account on or before 5:00 pm on the Offer Closing Date. Alternatively, if the Shares sent for dematerialization are yet to be processed by the Shareholder's DP, the Shareholder can withdraw its dematerialization request and tender the Share certificate(s) in this Offer as per the mentioned procedure.

7.15. Unregistered Shareholders, if they so desire, may also apply on the Form of Acceptance cum Acknowledgement downloaded from SEBI's website (www.sebi.gov.in).

7.16. Non-Resident Shareholders:

If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs and FPIs) were required to obtain any approvals (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such previous approvals and/or relevant documents are not submitted, the Acquirers and PAC reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or on non-repatriable basis.

7.17. The Form of Acceptance cum Acknowledgement along with other relevant documents should not be sent to the Acquirer or to Target Company or to the Manager to the Offer. The same should be sent to the Registrar to the Offer.

7.18 Procedure for acceptance of the Offer by Shareholders who do not receive the Letter of Offer:

7.18.1. In case of non-receipt of the Letter of Offer, Shareholders may obtain a copy of the same by writing to the Registrar to the Offer, Skyline Financial Services Private Limited, marking the envelope "**Skyline-OTL-Open Offer-Escrow Demat Account**". Alternatively, Shareholders may send their acceptance to the Registrar to the Offer, on a plain paper stating their name, address, folio nos., distinctive Nos., no. of Shares held, no. of Shares tendered (along with documents as mentioned at above mentioned paras of this Letter of Offer if Shares are in physical form) and DP name, DP ID, beneficiary account number (along with documents as mentioned at para 7.8 of this Letter of Offer if Shares are in dematerialized form) so as to reach the Registrar to the Offer on or before the Offer Closing Date.

7.18.2. Shareholders whose names do not appear on the Register of Members of Target Company on the Specified Date are also eligible to participate in the Offer. Unregistered Shareholders can send in writing to the Registrar to the Offer on plain paper their name, address, number of Shares held, number of Shares tendered, distinctive numbers, folio number, together with the original Share Certificate(s), valid Share Transfer Deed(s) duly executed in favour of the unregistered owner(s) as the proposed transferee(s) along with self-attested copy of PAN card of all the transferees, along with the application and the original contract note(s) issued by the broker through whom they acquired the Shares. No indemnity is required in this regard.

7.19. In case of physical Shares, the Registrar to the Offer will hold in trust the share certificates, Form of Acceptance cum Acknowledgement duly filled in and the Share Transfer Deed(s) on behalf of Shareholders who have accepted the Offer, till the Cheques/Drafts/ECS/RTGS/NEFT credit for the consideration and /or the share certificates are posted.

7.20. In case of dematerialized Shares, the Shares would reside in the Special Depository Escrow Account. The Registrar to the Offer will debit the Special Depository Escrow Account to the extent of payment of consideration made by the Acquirer and give instructions for credit of the beneficial account of Acquirer.

7.21. Barring un-foreseen circumstances and factors beyond their control, the Acquirer intend to complete all formalities pertaining to the Offer, including dispatch/transfer of consideration to the Shareholders whose Offers are accepted in the Offer, on or before the date as mentioned under heading "A SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OFFER" of this Letter of Offer.

7.22. In case of physical Shares, to the extent the Shares are not accepted under the Offer, the rejected Share Certificates, Share Transfer Deed(s) and other documents, if any, will be returned by Registered Post or Courier by the Registrar to the Offer to the Shareholders /unregistered owners at their sole risk. For the physical Shares accepted under the Offer, the Registrar to the Offer shall take action for transferring the Shares to the Acquirer after the consideration Cheques/Drafts/ECS/RTGS/NEFT credit are released to the Shareholders concerned.

7.23. The Shares held in dematerialized form to the extent not accepted under the Offer will be released to the Beneficial Owner's Depository Account with the respective DP of the Beneficial Owner, at the sole risk of the Beneficial Owner. An intimation to that effect will be sent to the Beneficial Owner by ordinary post or Courier. For the Shares lying in the Special Depository Escrow Account, the Registrar to the Offer shall take action for transferring the Shares to

Acquirers and PAC after the consideration Cheques/Drafts/ECS/RTGS/NEFT credit are released to the Beneficial Owners.

7.24. Compliance with Tax requirements / Tax Deduction at Source:

- In case of resident Shareholders – the Acquirer shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer. Such resident Shareholder will be liable to pay tax on their income as per the provisions of the Act as applicable to them.
- In case of non-resident Shareholders – the Acquirer will deduct income-tax at source at the applicable rates under the Income Tax Act on the consideration payable to non-resident Shareholders pursuant to the Offer if shares are held for a period of 12 months or less.
- In case of interest payments, if any, by the Acquirer and for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates under the Income Tax Act.
- Notwithstanding the details given above, all payments will be made to Shareholders subject to compliance with prevailing tax laws.
- The tax deducted by the Acquirer and while making payment to a shareholder may not be the final tax liability of such shareholder and shall in no way discharge the obligation of the shareholder to appropriately disclose the amounts received by it, pursuant to this Offer, before the income tax authorities.
- The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS AND PAC DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER.

7.25. Withdrawal of the Offer: In terms of SEBI (SAST) Regulations, 2011, the Shareholders desirous of withdrawing their acceptance tendered in the Offer can do so up to three working days prior to Offer Closing Date. The withdrawal option can be exercised by submitting the Form of Withdrawal, so as to reach the Registrar to the Offer at Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase- 1, New Delhi- 110020 by Registered Post or Courier or by hand delivery on or before three working days prior to Offer Closing Date.

7.25.1. Shareholders should enclose the following:

For Shares held in Physical Form:

a) Registered Shareholders should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance cum Acknowledgement /plain paper application submitted and the acknowledgement slip in original.
- In case of partial withdrawal, Valid Share Transfer Form(s) duly signed as transferors by all registered Shareholders (in case of joint holdings) in the same order and as per

specimen signatures registered with Target Company and duly witnessed at the appropriate place.

b) Unregistered owners should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance cum Acknowledgement/plain paper application submitted and the acknowledgement slip in original.

For Shares in Demat form:

Beneficial Owners should enclose:

- Duly signed and completed Form of Withdrawal
- Copy of the Form of Acceptance cum Acknowledgement /Plain Paper application submitted and the acknowledgement slip in original.
- Photocopy of the delivery instruction slip in "Off-Market" mode or counterfoil of the delivery instruction slip in "Off-Market" mode, duly acknowledged by the DP.

7.25.2. The withdrawal of Shares will be available only for the Share Certificates / Shares that have been received by the Registrar to the Offer or credited to the Special Depository Escrow Account.

7.25.3. The intimation of returned Shares to the Shareholders will be sent at the address as per the records of Target Company / depositories, as the case may be.

7.25.4. The Form of Withdrawal along with enclosures should be sent to the Registrar to the Offer only.

7.25.5. In case of partial withdrawal of Shares tendered in physical form, if the original Share certificates are required to be split, the same will be returned on receipt of Share Certificates from Target Company. The facility of partial withdrawal is available only to Registered Shareholders / Beneficial Owners. In case of partial withdrawal, the earlier Form of Acceptance cum Acknowledgement will stand revised to that effect.

7.25.6. The Shareholders holding Shares in dematerialized form are requested to issue the necessary standing instruction for receipt of the credit in their DP Account.

7.25.7. In case of non-receipt of the Form of Withdrawal, the withdrawal option can be exercised by making an application on plain paper along with the following details:

- In case of physical Shares: Name, Address, Distinctive Nos., Certificate Nos., Folio No., No. of Shares tendered and withdrawn.
- In case of dematerialized Shares: Name, Address, No. of Shares tendered, DP name, DP ID, beneficiary account no. and a photocopy of delivery instructions slip in "off-market" mode or counterfoil of the delivery instruction slip in "off-market" mode, duly acknowledged by the DP, in favour of the Special Depository Escrow Account.

7.25.8. The physical Shares withdrawn by the Shareholders would be returned by registered post.

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

7.26. Payment of Consideration: Payment of consideration will be made by crossed account payee Cheques/Drafts/ECS/RTGS/NEFT. In case of payment by Cheques/Drafts, same will be sent by Registered Post/ Speed Post, to those shareholders / unregistered owners & at their sole risk, whose shares/ share certificates & other documents are found in order & accepted by Acquirers and PAC in part or in full except in case of joint holders, Cheques/Drafts/ECS/RTGS/NEFT in the name of first holder. It is advised that shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that same can be incorporated in the cheques / Drafts. In order to get payment through ECS/RTGS/NEFT mode shareholders are requested to provide their Bank Details like Account Number, Name of the Bank and its address, IFSC Code of Bank, Branch code etc.

8. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection to the Shareholders at the office of the Manager to the Offer, i.e. Fast Track Finsec Private Limited at B 502, B Wing, Statesman House, 147, Barakhamba Road, New Delhi- 110001 from 10.30 a.m. to 3.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer.

- i) Letter of Appointment of Fast Track Finsec Private Limited as Manager to the Offer.
- ii) Certificate of incorporation, Memorandum and Articles of Association of Orient Tradelink Limited.
- iii) Copy of Net Worth Certificate issued by M/s AM Sharma & Associates dated December 15, 2018 of Mr. Aushim Khetarpal, Orient Tradelink Limited certifying the adequacy of financial resources of the Acquirer to fulfill the Open Offer obligations.
- iv) Copy of Certificate issued by Fast Track Finsec Private Limited, Manager to the Offer certifying that the Acquirer has adequate resources to meet the financial requirements of the Open Offer in full.
- v) Copy of audited balance sheet ended March 31, 2018, March 31, 2017, March 31, 2016 and unaudited & certified financials for the three months period ended on September 30, 2018 of Target Company.
- vi) Copy of Annual Reports for the financial year ended March 31, 2016, March 31, 2017 and March 31, 2018 of Target Company.
- vii) Copy of Escrow Agreement entered into between the Acquirer, the Manager to the Offer and ICICI Bank Limited, Mumbai for opening of Escrow Account.
- viii) Copy of the PA for the Offer.
- ix) Copy of the DPS for the Offer.

x) A Copy of the recommendation made by the committee of independent directors of the Target Company published in the newspaper on [•]; and

xi) Copy of SEBI Observation Letter No. [•], dated [•].

9. DECLARATION BY THE ACQUIRERS AND PAC

The Acquirer accepts full responsibility for the information contained in this Draft Letter of Offer (other than information pertaining to the Target Company which has been compiled from information published or publicly available sources or provided by the Target Company) and also for the obligations of the Acquirer as laid down in the SEBI (SAST Regulations and subsequent amendments made thereto). The Acquirer would be responsible for ensuring compliance with the concerned SEBI (SAST) Regulations.

Executed by the Acquirer acting through their duly authorised representatives.

On behalf of the Acquirer

Place: New Delhi

Date: January 18, 2019

OFFER

Open On : Monday, February 18, 2019

Close On : Sunday, March 17, 2019

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

Date:

To,

SKYLINE FINANCIAL SERVICES PVT. LTD.
Regd. Off.: D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I,

Subject: Open Offer by Mr. Aushim Parshottam Khetarpal (hereinafter referred to as "The ACQUIRER") to the shareholders of Orient Tradelink Limited ("Target Company" or "Target" "OTL") to acquire from them upto 21,93,000 equity shares having face value of Rs. 10/- each representing 20% of the capital of Target Company at offer price as mentioned in the Draft Letter of Offer.

I/We refer to the Draft Letter of Offer for acquiring the equity shares held by us in Orient Tradelink Limited I/We, the undersigned have read the Draft Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

SHARES IN PHYSICAL FORM

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

Sr. No.	Ledger No.	Folio	Certificate(s) No.	Distinctive No. (s)	No. of Shares
TOTAL NO. OF EQUITY SHARES					

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

I/ We confirm that the Offer is hereby accepted by me/us and that the equity shares which are being tendered herewith by me/ us under this offer are free from liens, charges and encumbrances of any kind whatsoever.

I/We note and understand that the original share certificate(s) and valid share transfer deed(s) will be held in trust by the Registrar to the Offer until the time the Acquirer make payment of the Offer Price mentioned in the Draft Letter of Offer.

I/We also note and understand that the Acquirer will pay the consideration only after documents are found valid and approved by the Acquirer.

SHARES IN DEMATERIALIZED FORM

I/We hold equity shares in dematerialized form accept the Offer and enclose the photocopy of delivery instruction slips duly acknowledged by the DP in respect of my/ our equity shares as detailed below:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares
CLIENT NAME:				
ID:				
CLIENT ID:				
DEPOSITORY:				
DEPOSITORY ESCROW ACCOUNT:				

I/We have done an off market transaction for crediting the Shares to the special account opened for the purposes of the Offer, for which necessary instructions have been given to my/our DP.

I/We note and understand that the Shares would reside in the depository account opened for the purpose of this Offer until the time the Acquirer accepts the Shares and makes the payment of purchase consideration as mentioned in the Draft Letter of Offer.

I/We confirm that the equity shares of Orient Tradelink Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Draft Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.

I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post/Speed Post as may be applicable at my/our risk, the draft/cheque/warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below. I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Draft Letter of Offer and

I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Yours faithfully,

Signed and Delivered

	Full Name of Holder	Address	Signature
First/ Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings all must sign. Enclose duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s). A corporation must affix its common seal and enclose necessary certified corporate authorizations. Non-resident shareholders with repatriable benefits must enclose appropriate documentation.

Place:

Date:

Bank Details

So as to avoid fraudulent encashment in transit, and also to enable payment through ECS the shareholder(s) may, at their option, provide details of bank account of the first/sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

I/we permit the Acquirer or the Manager to the Offer to make the payment of Consideration through Electronic Clearing Service (ECS) of the Reserve Bank of India based on the Bank Account Details provided below and a photo copy of cheque is enclosed.

Savings/Current/(Others; please specify) : _____

Name of the Bank Branch: _____

Account Number: _____

IFSC Code of Bank _____

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

Acknowledgement slip

Ledger Folio No. _____ DP ID _____ Client ID _____

Received from _____ an application for sale of _____ Equity Share(s) of Orient Tradelink Limited together with _____ share certificate(s) bearing Certificate Numbers _____ and _____ transfer deed(s)/ photocopy of “Off-market” delivery instruction duly acknowledged by the DP.

Note: All future correspondence, if any, should be addressed to the Registrar to the Offer at the address mentioned above.

Date of receipt

Signature of the official

OFFER

Opens On – February 18, 2019
Last date of Withdrawal – March 13, 2019
Closes on – March 17, 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION

(Please send this form with enclosures to the Registrar to the Offer)

FORM OF WITHDRAWAL

Form :

Name

Status : Resident / Non-resident

Full Address _____

To

SKYLINE FINANCIAL SERVICES PVT. LTD.

Regd. Off.: D-153 A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Sub: Open Offer by Mr. Aushim Kheterpal (hereinafter referred to as "The ACQUIRER") to the shareholders of Orient Tradelink Limited ("Target Company" or "Target" "POLO") to acquire from them upto 21,93,000 equity shares having face value of Rs. 10/- each representing 20% of the equity and voting share capital of Target Company at offer price of Rs. 8.97/- per Equity Share.

Dear Sir,

I/We refer to the Draft Letter of Offer dated January 18, 2019 constituting an offer to acquire the equity shares held by me/us in Orient Tradelink Limited. Capitalized terms used but not defined herein have the meaning ascribed to them in the Draft Letter of Offer.

I/We the undersigned, have read the Draft Letter of Offer and understood its contents including the terms and conditions mentioned therein.

I/We hereby consent unconditionally and irrevocably to withdraw my/our equity shares from the Offer and I/We further authorize the

Acquirers to return to me/us, the tendered Share Certificate(s)/ share(s) at my/our sole risk.

I/We note that upon withdrawal of my/our equity shares from the Offer, no claim or liability shall lie against the Acquirers/Manager to the Offer/ Registrar to the Offer.

I/We note that this Form of Withdrawal should reach to the Registrar to the Offer on or before the last date of withdrawal i.e. Wednesday, March 13, 2019.

I/We note that the Acquirer/Manager to the Offer/Registrar to the Offer shall not be liable for any postal delay/loss in transit of the equity shares held in physical form and also for the non-receipt of equity shares held in dematerialized form in the DP account due to inaccurate/incomplete particulars/instructions.

I/We also note and understand that the Acquirer will return the original share certificate(s), share transfer deed(s)/equity shares in dematerialized form only on completion of verification of the documents, signatures and beneficiary position as available with the depositories from time to time.

SHARES IN PHYSICAL FORM

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger No.	Folio	Certificate No	Distinctive No.	No. of shares
1.					
2.					
3.					
Total No. of Equity shares					

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

SHARES IN DEMATERIALIZED FORM

I/We hold equity shares in dematerialized form and had executed an Off- market transaction crediting the equity shares to the “**OTL - Open Offer Escrow Account**”. Please find enclosed a copy of depository delivery instruction slips duly acknowledged by the DP. The particulars of the account form which my/our equity shares have been tendered as follows:

DP Name	DP ID	Client ID	Beneficiary Name	No. of Equity Shares
DP :				
ID				
Client ID				
Depository				
Depository Escrow Account				

I/We note that the equity shares will be credited back only to that depository account, from which the equity shares have been tendered and necessary standing instructions have been issued in this regards.

I/We confirm that the particulars given above are true and correct.

In case of dematerialized equity shares, I/We confirm that the signatures have been verified by the DP as per their records and that the same have been duly attested.

Yours faithfully,
Signed and delivered

	Full Name of Holders	Address	Signatures
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			

Note: In case of joint holdings, all shareholders must signed. A body corporate must affix its stamp.

Place:

Date:

----- tear along this line -----

Acknowledgement slip

Received Form of Withdrawal from Mr./Mrs./M/s _____

Ledger Folio No. _____ DP ID _____ Client
ID _____

Number of shares tendered _____ Number of share withdrawn

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the
Companies (Share Capital and Debentures) Rules 2014]

Date of execution.....

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:
Name of the company (in full):
Name of the Stock Exchange where the company is listed, if any:

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures

Distinctive Number	From				
	To				
Corresponding Certificate Nos:					

TRANSFEROR’S PARTICULARS

Registered Folio Number		Attestation: I hereby attest the signature of the Transferor(s) herein mentioned.
Name(s) in full	Seller Signature (s)	Signature: Name: Address: Seal
1.		
2.		
3.		
I, hereby confirm that the Transferor has signed before me. Name and Address of Witness	Witness Signature	

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TRANSFeree'S PARTICULARS

	1	2	3
Name in full			
Father's/ mother's/ Spouse name			
Address, Mobile/Ph. No. E-mail ID			
Occupation			
Existing folio no., if any			
PAN No.			
Signature			

Folio No. of Transferee : _____ Specimen Signature of Transferee

Existing Folio No. If any

1. _____

2. _____

Value of stamp affixed: _____ (Rs.) 3. _____

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN CARD of all the Transferees (For all listed Cos).
- (4) Other, Specify.....

Stamps:

--

For office use only

Checked by _____ Signature tallies by

Entered in the Register of Transfer on _____ vide Transfer
No. _____ Approval Date _____ Power of attorney/Probate/Death
Certificate/Letter of administration Registered on
_____ at No. _____