

**DRAFT LETTER OF OFFER****THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Draft Letter of Offer (“**DLOF**”) (as defined below) will be sent to you as a Public Shareholder (as defined below) of Ace Software Exports Limited (hereinafter, referred to as “**Target Company**” or “**Company**”). If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer (as defined below) or Registrar to the Offer (as defined below). In case you have recently sold your Equity Shares (as defined below) of the Company, please hand over this DLOF and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

**OPEN OFFER****BY****Amit Mansukhlal Mehta (“Acquirer”)**

Residing at 833, Takshashila Society -2, Near Phulchhab Press, Opp. Star Plaza, Rajkot- 360001, Gujarat, India;

Tel. no. 0281-2477987, Email: [amit@aceinfoaway.com](mailto:amit@aceinfoaway.com)

**AND****Vaishali Amit Mehta (“PAC”)**

Residing at 833, Takshashila Society -2, Near Phulchhab Press, Opp. Star Plaza, Rajkot- 360001, Gujarat, India;

Tel. no. 0281-2477987, Email: [vmehta2223@gmail.com](mailto:vmehta2223@gmail.com)

to acquire up to 16,02,560 (Sixteen Lakhs Two Thousand Five Hundred Sixty) fully paid-up equity shares of face value of ₹10/- each representing the entire public shareholding constituting 25.04% of the Emerging Voting Capital (as defined below) of the Target Company at a price of ₹ 35/- (Rupees Thirty-Five Only) per Equity Share (“**Offer Price**”) from the Public Shareholders of

**ACE SOFTWARE EXPORTS LIMITED**

**Registered Office:** 801 Everest Commercial Complex, Opp. Shastri Maidan, Rajkot, Gujarat, India, 360001.

**Website:** [www.acesoftex.com](http://www.acesoftex.com); **Tel. No:** 0281-2226097; **Email:** [investorinfo@acesoftex.com](mailto:investorinfo@acesoftex.com); **CIN:** L72200GJ1994PLC022781

**PLEASE NOTE**

- This Open Offer (as defined below) is being made by the Acquirer and PAC pursuant to and in compliance with Regulations 3(2) and 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended. (“**SEBI (SAST) Regulations**”)
- This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
- As on the date of this Draft Letter of Offer (“**DLOF**”), to the best knowledge of the Acquirer and PAC, there are no statutory or other approval(s) required to complete the Underlying Transaction (as defined below) and the Open Offer. However, in case of any further statutory approval(s) being required by the Acquirer or PAC at a later date, the Open Offer shall be subject to such approvals and the Acquirer and PAC shall make necessary applications for such approvals.
- Where any statutory or other approvals extend to some but not all of the Public Shareholders, the Acquirer and PAC shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals or other approvals are required in order to complete this Open Offer.
- Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer and PAC are permitted to revise the Offer Price at any time prior to the commencement of the last 1 (One) Working Day (as defined below) before the commencement of the Tendering Period (as defined below). In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer and PAC shall (i) make corresponding increase to the escrow account, (ii) make a public announcement in the same newspapers in which the DPS (as defined below) was published, and (iii) simultaneously notify SEBI (as defined below), BSE (as defined below) and the Target Company at its registered office. Such revision would be done in compliance with other requirements prescribed under the SEBI (SAST) Regulations. The same price shall be payable by the Acquirer and PAC for all the Equity Shares tendered anytime during the Open Offer.
- This Open Offer is not a competing offer in terms of Regulation 20 the SEBI (SAST) Regulations.**
- There has been no Competing Offer as on the date of this DLOF.**
- If there is a competing offer at any time hereafter, the offers under all subsisting bids will open and close on the same date.
- A copy of Public Announcement (“**PA**”) and Detailed Public Statement (“**DPS**”) are available on the website of Securities and Exchange Board of India (“**SEBI**”) at [www.sebi.gov.in](http://www.sebi.gov.in) on the website of Manager to the Offer i.e. [www.vivro.net](http://www.vivro.net) and a copy of this DLOF and LOF (including Form of Acceptance-cum-Acknowledgement) will be available on the website of SEBI at i.e. [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of Manager to the Offer i.e. [www.vivro.net](http://www.vivro.net).

All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the address mentioned below:

**MANAGER TO THE OFFER****VIVRO****Vivro Financial Services Private Limited**

Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad – 380007. Gujarat. India.

**Tel. No.:** +91 79- 4040 4242;

**Website:** [www.vivro.net](http://www.vivro.net)

**SEBI Reg. No.:** MB/INM000010122

**Email:** [investors@vivro.net](mailto:investors@vivro.net)

**Contact Person:** Shivam Patel

**OFFER OPENS ON:** Thursday, February 29, 2024

**REGISTRAR TO THE OFFER****Accurate.****Accurate Securities & Registry Private Limited**

B 1105-1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad – 380051.

**Tel. No.:** +91-79-48000319

**Website:** [www accuratesecurities.com](http://www accuratesecurities.com)

**SEBI Reg. No.:** INR000004173

**Email:** [investor@accuratesecurities.com](mailto:investor@accuratesecurities.com)

**Contact Person:** Ankur Shah

**OFFER CLOSES ON:** Thursday, March 14, 2024

## TENTATIVE SCHEDULE OF MAJOR ACTIVITIES OF THE OPEN OFFER

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

Activity	Day and Date*
Issue of Public Announcement	Saturday, January 06, 2024
Publication of this DPS in newspapers	Friday, January 12, 2024
Last Date of filing of Draft Letter of Offer with SEBI	Friday, January 19, 2024
Last date for Public Announcement for competing offer	Monday, February 05, 2024
Last date for receipt of comments from SEBI on the draft letter of offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	Monday, February 12, 2024
Identified Date*	Wednesday, February 14, 2024
Last date for dispatch of the Letter of Offer to the Public Shareholders	Thursday, February 22, 2024
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Monday, February 26, 2024
Last date for upward revision of the Offer Price and/or the offer Size	Tuesday, February 27, 2024
Date of publication of opening of Open Offer public announcement in the newspaper in which DPS has been published	Wednesday, February 28, 2024
Date of commencement of Tendering Period (“Offer Opening Date”)	Thursday, February 29, 2024
Date of Closure of Tendering Period (“Offer Closing Date”)	Thursday, March 14, 2024
Last date of communicating of rejection/acceptance and completion of payment of consideration for accepted tenders or return of unaccepted shares	Monday, April 01, 2024
Last date for publication of post Open Offer public announcement in the newspaper in which DPS has been published	Monday, April 08, 2024
Last Date of Filing the Final report to SEBI	Monday, April 08, 2024

*\*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/ regulatory approvals and may have to be revised accordingly. 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 Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by email. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirer, PAC and promoter and promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

## **RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION, THE OPEN OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATION WITH THE ACQUIRER AND PAC:**

**The risk factors set forth below are not a complete analysis of all risks in relation to the Open Offer or in association with the Acquirer and PAC but are only indicative in nature. The risk factors set forth below are limited to transactions in relation to the acquisition of shares pursuant to the Underlying Transaction and the Open Offer and do not pertain to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by Public Shareholders in the Open Offer. Public Shareholders are advised to consult their stockbrokers, tax advisors or investment consultants for understanding further risks with respect to their participation in the Open Offer.**

For capitalized terms used herein, please refer to the “Definitions” chapter below.

### **1. Relating to the Underlying Transaction**

- 1.1. The obligation of the Acquirer and PAC to subscribe to Equity Shares pursuant to Preferential Allotment by the Company is conditional upon (a) Target Company fulfilling each of the conditions set out in the SSA (*as defined below*) to the satisfaction of the Acquirer and PAC, which include, among others:
  - a) Obtaining ‘in-principle’ approval from BSE for issue and allotment of the Subscription Shares to the Acquirer and PAC.
  - b) Obtaining shareholders’ approval for the Preferential Issue.
- 1.2. The transactions contemplated under the SSA are subject to completion risks as would be applicable to similar transactions.
- 1.3. In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent and other conditions as stated in Clause are not satisfactorily complied with for reasons beyond the control of the Acquirer and PAC, the Open Offer would stand withdrawn. The Acquirer and PAC reserve the right to withdraw the Offer in accordance with Regulation 23(1) of the SEBI (SAST) Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- 1.4. If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

### **2. Relating to the Open Offer**

- 2.1. To the best of the knowledge of the Acquirer and the PAC, as on the date of this DLOF, there are no statutory or other approvals required for the acquisition of the Offer Shares that are to be validly tendered pursuant to the Open Offer or to complete this Open Offer other than as indicated in Clause 3.1.5 of this DLOF. However, in the event that (a) any statutory approvals being required by the Acquirer and PAC at a later date, this Offer shall be subject to such approvals and the Acquirer and PAC shall make the necessary applications for such approvals and in case of delay in receipt of any such statutory approvals; (b) there is any litigation leading to a stay on the Open Offer; or (c) SEBI instructs the Acquirer and PAC not to proceed with the Open Offer, then the offer process may be delayed beyond the schedule of activities indicated in this DLOF. Consequently, the payment of consideration to the Public Shareholders whose Equity Shares have been accepted in this Open Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. In case of delay, due to non-receipt of statutory approval(s) in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to any wilful default or negligence on the part of the Acquirer and PAC, grant extension for the purpose of completion of this Open Offer subject to Acquirer and PAC agreeing to pay interest to the Public Shareholders, as may be specified by SEBI.

- 2.2. Where the required statutory or other approvals apply to some but not all of the Public Shareholders, the Acquirer and the PAC will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.
- 2.3. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer and PAC, then the Acquirer and the PAC shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer and the PAC (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
- 2.4. Equity Shares, once tendered, cannot be withdrawn by the Public Shareholders, even if the acceptance of their Equity Shares in this Open Offer and payment of consideration are delayed. The tendered Equity Shares and documents will be held in trust by the Clearing Corporation/Registrar to the Offer until such time as the process of acceptance of tenders and the payment of consideration is completed. Once tendered, Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. Neither the Acquirer nor the Manager to the Offer make any assurance with respect to the market price of the Equity Shares, both during the period that the Open Offer is open and upon completion of the Open Offer and disclaim any responsibility with respect to any decision taken by the Public Shareholders with respect to whether or not to participate in the Open Offer. The Public Shareholders will be solely responsible for their decisions regarding their participation in this Open Offer.
- 2.5. NRIs, OCBs and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required, including without limitation, approval from the RBI, if any, to tender the Equity Shares held by them in this Offer and submit such approvals/exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs ) had required any approvals (including from the RBI or any other regulatory authority/body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring/holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered in this Offer.
- 2.6. The information contained in this DLOF is as of the date of this DLOF unless expressly stated otherwise. The Acquirer, PAC and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this DLOF.
- 2.7. Public Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choice, if any, for assessing further risks with respect to their participation in this Open Offer, and related transfer of Equity Shares to the Acquirer. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of any other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, PAC and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this DLOF.
- 2.8. In the event that either: (a) there is any injunction or stay on this Open Offer or any litigation that restricts or restrains the Acquirer and PAC from performing any of their obligations hereunder; or (b) SEBI instructs the Acquirer and PAC to suspend this Open Offer, then this Open Offer process may be delayed beyond the dates indicated in the tentative schedule of major activities of the Open Offer disclosed in this DLOF (on page number 1. In the event of any delay in proceeding with this Open Offer, the payment of consideration to the Public Shareholders whose Equity Shares are accepted in this Open Offer as well as the return of the Equity Shares not accepted in this Open Offer, may be delayed. In the event SEBI instructs the Acquirer and PAC to not proceed

with this Open Offer, then this Open Offer process shall be withdrawn and the Acquirer and PAC (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

- 2.9. In relation to the Open Offer, the Acquirer, the PAC and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, DLOF, LOF or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirer, the PAC, or the Manager to the Offer in relation to the Open Offer (other than information pertaining to the Target Company which have been obtained from publicly available sources or provided by the Target Company). Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.
- 2.10. None of the Acquirer, the PAC, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, etc.) and Public Shareholders are advised to adequately safeguard their interest in this regard.
- 2.11. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Public Shareholders whose names appear on the register of members of the Target Company, as of the Identified Date, subject to Regulation 18(2) of the SEBI (SAST) Regulations, viz. provided that where local laws or regulations of any jurisdiction outside India may expose the Acquirer, the PAC, the Manager to the Offer or the Target Company to material risk of civil, regulatory or criminal liabilities in the event the LOF in its final form were to be sent without material amendments or modifications into such jurisdiction and the Public Shareholders resident in such jurisdiction hold Equity Shares entitling them to less than 5% of the voting rights of the Target Company, the Acquirer may refrain from sending the LOF into such jurisdiction, provided further that, subject to applicable law, every person holding Equity Shares, regardless of whether he, she or it held Equity Shares on the Identified Date or has not received the LOF, shall be entitled to tender such Equity Shares in acceptance of the Offer.
- 2.12. This DLOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the LOF residing in jurisdictions outside India should inform themselves of and comply with any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PAC or the Manager to the Offer to any new or additional registration requirements. This DLOF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

### **3. Relating to Acquirer and PAC**

- 3.1. The Acquirer, PAC and Manager to the Offer make no assurance with respect to future performance of the Target Company. The Acquirer, PAC and Manager to the Offer disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in this Open Offer.
- 3.2. The Acquirer, PAC and the Manager to the Offer make no assurance with respect to Acquirer and PAC investment/divestment decisions relating to their proposed shareholding in the Target Company.
- 3.3. The Acquirer, PAC and the Manager to the Offer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Open Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Public Shareholder on whether to participate or not to participate in this Open Offer.
- 3.4. For the purpose of disclosures in the DLOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. The accuracy of such details of the Target Company has not been independently verified by the Acquirer, the PAC, and the Manager to the Offer.

## **NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES**

This DLOF 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 offer or solicitation. Potential users of the information contained in this DLOF are requested to inform themselves about and to observe any such restrictions. This DLOF has not been filed, registered or approved in any jurisdiction outside India. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, PAC or the Manager to the Offer to any new or additional registration requirements.

The Open Offer described in this DLOF 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 DLOF 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 DLOF 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 DLOF 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**

In this DLOF, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping. All references to “INR” or “Rs.” or “Rupees” are references to the Indian Rupees.

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## 1. DEFINITIONS

Acquirer	Amit Mansukhlal Mehta
Board of Directors	The Board of Directors of the Target Company
BSE / Stock Exchange	BSE Limited
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation/ (ICCL)	Indian Clearing Corporation Limited
Companies Act	The Companies Act, 2013 as applicable, as amended or modified from time to time.
Depositories	CDSL and NSDL
DIN	Director Identification Number
DLOF / Draft Letter of Offer	This Draft Letter of Offer dated January 19, 2024.
DPS/ Detailed Public Statement	Detailed Public Statement relating to the Open Offer published on behalf of the Acquirer and PAC on January 12, 2024, in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Rajkot Mirror (Gujrati) (Rajkot Edition) and Navshakti (Marathi) (Mumbai Edition).
DP	Depository Participant
EPS	Earnings per share
Emerging Voting Capital	Emerging Voting Capital shall mean the total voting equity share capital of the Target Company expected as of the 10th (Tenth) working day from the closure of the tendering period for the Offer i.e 64,00,000 Eq shares . This includes 17,20,000 Equity Shares to be allotted by the Target Company to the Acquirer, PAC, certain existing members of Promoter and Promoter Group and certain Public Shareholders pursuant to Preferential Allotment, subject to the approval of the shareholders of the Target Company and other statutory/ regulatory approvals.
Equity Share(s)	Fully paid-up equity shares of the Target Company of face value of ₹ 10/- each.
Escrow Account	Escrow Account shall have the meaning assigned to such term in Clause 6.2.2
Escrow Agreement	Escrow Agreement shall have the meaning assigned to such term in Clause 6.2.2
Escrow Banker / Escrow Agent	Escrow Banker shall have the meaning assigned to such term in Clause 6.2.2
Escrow Demat Account	As has been defined in Clause 3.1.4 of this DLOF.
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time.
Form of Acceptance / FOA	Form of Acceptance-cum-Acknowledgement
Identified Date	The date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period for the purposes of determining the Public Shareholders to whom the LOF shall be sent
Income Tax Act	Income Tax Act, 1961, as amended and modified from time to time
ISIN	International Securities Identification Number
Manager to the Offer / Manager / Merchant Banker / Vivro	Vivro Financial Services Private Limited
Maximum Consideration	The maximum consideration payable under this Offer, assuming full acceptance is ₹ 5,60,89,600 (Rupees Five Crore Sixty Lakhs Eighty-Nine Thousand Six Hundred Only)
N.A.	Not Applicable
NEFT	National electronic funds transfer
NOC	No objection Certificate

NRI	Non-Resident Indian as defined under FEMA
NSDL	National Securities Depository Limited
OCB(s)	Overseas Corporate Bodies
Offer / Open Offer	Open Offer being made by the Acquirer and PAC to the Public Shareholders of Target Company for acquisition of up to 16,02,560 Equity Shares representing the entire public shareholding constituting 25.04% of the Emerging Voting Capital of the Target Company at Offer Price of ₹ 35/-.
Offer Period	Period from the date of release of Public Announcement to the date of payment of consideration to the Public Shareholders whose Equity Shares are validly accepted under the Offer or the date on which the Offer is withdrawn.
Offer Price	Offer Price shall have the meaning assigned to such term in Clause 3.1.3
Offer Shares	Offer Shares shall have the meaning assigned to such term in Clause 3.1.3
Offer Size	Offer Size shall have the meaning assigned to such term in Clause 3.1.3
PA / Public Announcement	Public Announcement dated January 06, 2024, issued by Manager to the Offer on behalf of the Acquirer and PAC.
Persons Acting in Concert / PAC	Vaishali Amit Mehta
Promoters and Promoters group	Vikram Bhupatbhai Sanghani, Sanjay Harilal Dhamsania (Jointly with Madhavi Sanjay Dhamsania), Jhamkunver H Dhamsania, Jay Bhupatbhai Sanghani (Jointly with Vikram Bhupatbhai Sanghani), Dhamsania Sanjay Harilal – HUF, Dhamsania Harilal Thakarshi- HUF, Vikram Bhupatbhai Sanghani -HUF, Rahul Jayantibhai Kalaria, Harsha Rahul Kalaria, Pushpaben Jayantibhai Kalaria, Jayantibhai Bhagvanjibhai Kalaria-HUF, Bina Vikram Sanghani, Dev Vikram Sanghani (Jointly with Vikram Bhupatbhai Sanghani), Jayantibhai Bhagvanjibhai Kalaria, Sohail Vikrambhai Sanghani, Rahul Jayantibhai Kalaria- HUF, Samishaben Ajaykumar Patel and Madhavi Sanjay Dhamsania.
Preferential Allotment	Preferential Allotment shall have the meaning assigned to such term in Clause 3.1.1.
Public Shareholders	All the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer, the PAC, existing members of the promoter and promoter group of the Target Company and persons deemed to be acting in concert with such parties to the SSA, pursuant to and in compliance with the SEBI (SAST) Regulations.
RBI	The Reserve Bank of India
Registrar to the Offer	Accurate Securities & Registry Private Limited
Rs. / Rupees / ₹ / INR	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendment thereto
SEBI Master Circulars	SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
SSA	Share Subscription Agreement shall have the meaning assigned to such term in Clause 3.1.1
Subscription Shares	12,47,360 Equity Shares representing 19.49% of the Emerging Voting Capital of the Target Company.

Target Company / TC / Company	Ace Software Exports Limited
Tendering Period	Period within which Public Shareholders of Target Company may tender their Equity Shares in acceptance to the Offer i.e., the period commencing from Thursday, February 29, 2024 and closing on Thursday, March 14, 2024, both days inclusive.
TRS	Transaction Registration Slip
Underlying Transaction	Underlying Transaction shall have the meaning assigned to such term in Clause 3.1.1
Working Days	Working days of SEBI as defined in the SEBI (SAST) Regulations.

*Note: All capitalized terms used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations. In this DLOF, any reference to the singular will include the plural and vice-versa.*

## 2. DISCLAIMER CLAUSE

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS 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 PUBLIC SHAREHOLDERS OF ACE SOFTWARE EXPORTS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, THE PAC 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 DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND THE PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND THE PAC DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER “VIVRO FINANCIAL SERVICES PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 19, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND THE PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.**

### **General Disclaimer**

This DLOF together with the PA dated January 06, 2024 and the DPS that was published on January 12, 2024 in connection with the Offer, has been prepared for the purposes of compliance with SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside India. Neither the delivery of this DLOF and/or the LOF, under any circumstances, create any implication that there has been no change in the affairs of the Target Company and /or the Acquirer and /or the PAC, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirer and the PAC are under any obligation to update the information contained herein at any time after the date of DLOF. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Public Shareholders whose names appear in the register of members of the Target Company, as of the Identified Date. However, receipt of the LOF by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this DLOF and/or the LOF under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them, and shall be construed by them as being sent for information purposes only. Accordingly, no such Public Shareholder may tender his, her or its Equity Shares in this Offer in such jurisdiction. Persons in possession of the PA, the DPS, this DLOF, the LOF and/or any other advertisement/publication made or delivered in connection with the Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

### 3. DETAILS OF THE OPEN OFFER

#### 3.1. Background of the Offer

3.1.1. The Board of Directors of the Target Company, at its meeting held on January 06, 2024 inter-alia approved the execution of the Share Subscription Agreement (“SSA”) amongst the Acquirer, PAC and the Target Company in terms of which, the Company, subject to, inter alia, receipt of approval from the shareholders of the Target Company, fulfilment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, for the issuance and allotment of 12,47,360 Equity Shares representing 19.49% of the Emerging Voting Capital of the Target Company (“**Subscription Shares**”) at a price of ₹ 35/- per Equity Share by way of allotment on preferential basis to the Acquirer and PAC for a total consideration of ₹ 4,36,57,600/- in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder and Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force. (hereinafter referred to as “**Underlying Transaction**”)

It is clarified that simultaneously with the preferential issue of Equity Shares to the Acquirer and PAC, the Target Company also proposed to issue 3,12,330 Equity Shares to Rahul Jayantibhai Kalaria and 50,000 Equity Shares to Kalaria Rahul Jayantilal – HUF by way of preferential allotment for cash at the price of ₹ 35/- (Rupees Thirty-Five only) per Equity Share, who are part of the Promoter and Promoter Group and 70,000 Equity Shares to Palavoor Muthiah Anavaratham and 40,310 Equity Shares to Sanghavi Nischal Arvindbhai who are a part of Public Shareholders and not related to the Acquirer / PAC/ Promoter/ Promoter Group.

3.1.2. This Open Offer is a mandatory Open Offer, being made by the Acquirer and PAC to the Public Shareholders of the Target Company in compliance with Regulations 3(2) and Regulations 4 and other applicable provisions of the SEBI (SAST) Regulations triggered upon the execution of SSA to acquire substantial shareholding, management and control along with existing Promoter and Promoter Group.

3.1.3. This Open Offer is being made by the Acquirer and PAC to the Public Shareholders to acquire up to 16,02,560 Equity Shares (“**Offer Shares**”) representing the entire Public Shareholding constituting 25.04% of the Emerging Voting Capital the Target Company at a price of ₹ 35/- (Rupees Thirty-Five only) per Equity Shares (“**Offer Price**”) from the Public Shareholders of the Target Company, aggregating to a total consideration of ₹ 5,60,89,600/- (Rupees Five Crore Sixty Lakhs Eighty-Nine Thousand Six Hundred Only) (assuming full acceptance) (“**Offer Size**”), payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

3.1.4. The Equity Shares issued and allotted to the Acquirer and PAC under the Preferential Allotment will be kept in a separate demat escrow account in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations (“**Demat Escrow Account**”). Upon completion of the Open Offer by the Acquirer and completion of all the Offer-related formalities, the said Equity shares will be transferred to the respective DP accounts of the Acquirer and PAC and the demat escrow account shall be closed.

#### 3.1.5. The salient features of the SSA are as follows:

3.1.5.1. Subject to the terms and conditions agreed between the Parties to the SSA and their respective rights and obligations the Acquirer and PAC agree to subscribe to and the Target Company agrees to issue 12,47,360 Equity Shares on Preferential Allotment basis to the Acquirer and PAC, free and clear from all Encumbrances against payment of Preferential Allotment Consideration by the Acquirer and PAC in compliance with the Act, SEBI (ICDR) Regulations and applicable law.

3.1.5.2. The consummation of the Underlying Transaction is subject to the fulfilment of the conditions precedent: as specified under the SSA, including the following key conditions precedent: a) increase in authorised share capital b) receipt of approval from the shareholders of the Target Company for the Preferential Allotment, c)

receipt of In-Principle approval from the Stock Exchange for the Preferential Allotment, d) the allotment of the Subscription Shares will be undertaken within the timelines prescribed under the SEBI (ICDR) Regulations, e) allotment of Equity Shares to the Acquirer pursuant to the Preferential Allotment shall be kept into a demat escrow account in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations.

3.1.5.3. The Company shall take all actions as required under the SEBI (LODR) Regulations for the classification of the Acquirer and PAC as 'Promoter' along with existing Promoters and Promoters Group.

3.1.6. There are no selling shareholders in the Underlying Transaction.

3.1.7. The Acquirer and PAC and the Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.8. Post completion of the Underlying Transaction, the Acquirer and PAC will hold 19.49% shareholding of the Emerging Voting Capital along with joint management and control of the Target Company and shall be classified as the promoters of the Target Company along with the existing Promoter and Promoter Group of the Target Company in accordance with SEBI (SAST) Regulations and SEBI (LODR) Regulations.

3.1.9. The Offer is not pursuant to any open market purchase or a global acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company.

3.1.10. Apart from the consideration of ₹ 35/- (Rupees Thirty-Five Only) per Equity Share, no other compensation, directly or indirectly, is payable to Company under SSA or otherwise. The total consideration is payable in cash for both the Underlying Transaction and the Equity Shares acquired under the present Offer.

3.1.11. The Acquirer and PAC do not have any nominee directors or representatives on the Board of Directors of the Target Company as on the date of this DLOF. However, on consummation of the Underlying Transaction and the Open Offer, the Target Company may appoint Acquirer as a board member or Key Managerial Personnel, subject to approval of shareholders and applicable laws.

3.1.12. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS was published. A copy of the same shall be sent to SEBI, the Stock Exchange and the Manager to the Offer and in case of a competing offers to the Managers to the Open Offer for every competing offer.

## 3.2. Details of the Proposed Offer

3.2.1. In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirer and PAC have made a Detailed Public Statement within 5 (five) working days from the date of PA. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement was published in the following newspapers on January 12, 2024:

Name of the Newspaper	Edition
Financial Express (English)	All
Jansatta (Hindi)	All
Rajkot Mirror (Gujarati)	Rajkot
Navshakti (Marathi)	Mumbai

3.2.2. Simultaneously, a copy of DPS was sent through the Manager to the Offer to: (i) SEBI, (ii) BSE and (iii)

Target Company. A copy of the PA and DPS are also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on website of Manager to the Offer i.e., [www.vivro.net](http://www.vivro.net)

- 3.2.3. The Acquirer and PAC are making this Open Offer to acquire up to 16,02,560 Equity Shares, representing the entire public shareholding constituting 25.04% of the Emerging Voting Capital of the Target Company at an Offer Price of ₹ 35/- per Equity Shares, aggregating to ₹ 5,60,89,600/- (assuming 100% acceptance) (“**Offer Consideration**”) in cash, subject to the terms and conditions mentioned in PA, the DPS and this DLOF and in accordance with the applicable provisions of the SEBI (SAST) Regulations.
- 3.2.4. Persons may be deemed to be acting in concert with the Acquirer and/or the PAC in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations, however, such deemed PACs are not acting in concert with the Acquirer and/or the PAC for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 3.2.5. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Open Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the Public Announcement, Detailed Public Statement and this Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
- 3.2.6. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the Public Shareholders who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares acquired by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and PAC reserve the right to reject such Offer Shares.
- 3.2.7. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 3.2.8. This is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations and there has been no competing offer as on the date of this DLOF.
- 3.2.9. The Acquirer and PAC have not acquired any Equity Shares of the Target Company from the date of the PA up to the date of this DLOF.
- 3.2.10. As on the date of this DLOF, there are no outstanding partly paid-up shares in the Target Company. There is no differential pricing in the Offer.
- 3.2.11. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer and PAC will hold 28,49,920 (Twenty Eight Lakh Forty-Nine Thousand Nine Hundred Twenty) Equity Shares representing 44.53% of the Emerging Voting Capital of the Target Company after the closure of the Tendering Period and the promoter and promoter group shareholding along with the Acquirer and PAC will reach to 64,00,000 (Sixty-Four Lakh) Equity Shares representing 100% of the Emerging Voting Capital of the Target Company.
- 3.2.12. As per Regulation 38A of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Target Company is required to maintain at least 25.00% public shareholding as determined in accordance with SCRR, on a continuous basis for listing.

However, pursuant to completion of this Open Offer and the Underlying Transaction contemplated in the SSA, the public shareholding in the Target Company may fall below the minimum public shareholding (“MPS”) requirement as per Rule 19A of SCRR read with SEBI (LODR) Regulations. In such an event, Acquirer or PAC will sell such number of Equity Shares to comply with the above requirements within the time permitted under the SCRR.

- 3.2.13. The Acquirer and PAC intend to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 3.2.14. The Acquirer, PAC and existing Promoter and Promoter Group shall not be eligible to make a voluntary delisting offer under the SEBI (Delisting of Equity Shares) Regulations, 2021, unless a period of twelve months have elapsed from the date of completion of the Offer Period as per regulation 7(5) of SEBI (SAST) Regulations.
- 3.2.15. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Vivro Financial Services Private Limited as the Manager to the Offer.
- 3.2.16. As on the date of this DLOF, the Manager to the Offer, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirer and PAC and the Target Company in any manner whatsoever. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

### **3.3. Object of the Acquisition/Offer**

- 3.3.1. The prime objective of the Acquirer and PAC for the acquisition of Equity Shares is to have substantial holding of Equity Shares and voting rights along with the existing promoter and promoter group of the Target Company. Following the completion of the Open Offer, the Acquirer intend to join the management of the Target Company in their efforts towards the sustained growth of the Target Company. The Acquirer will continue the existing lines of business of the Target Company and may diversify its business activities in future into alternate or complimentary lines of business as deliberated by the Board of the Target Company and in compliance with applicable laws and regulations as well as with the prior approval of shareholders, as applicable.
- 3.3.2. In terms of the Regulation 25(2) of the SEBI (SAST) Regulations, the Acquirer and PAC have no intention to alienate any material assets of the Target Company by way of sale, lease, encumbrance or otherwise for a period of 2 years from the closure of this Open Offer, except: (a) in the ordinary course of business; (b) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the operations of the Target Company; and (c) as already agreed, disclosed and/or publicly announced by the Target Company. If the Acquirer and PAC intend to alienate any material asset of the Target Company, the Acquirer undertakes that they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company, by way of a special resolution passed by postal ballot, in terms of Regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.
- 3.3.3. The Acquirer has not formulated any proposal as on the date of this DLOF which may have an adverse material impact on the employees of the Target Company and the locations of its places of business.

## **4. BACKGROUND OF THE ACQUIRER AND THE PAC**

### **4.1. Amit Mansukhlal Mehta (“Acquirer”)**

- 4.1.1. Amit Mansukhlal Mehta, is an India resident, aged 49 years, having residential address at 833, Takshashila Society -2, Near Phulchhab press, Opp. Star Plaza, Rajkot- 360001, Gujarat, India. Email id: [amit@aceinfo.com](mailto:amit@aceinfo.com). He holds the degree of Bachelor of Business Administration from Saurashtra University and has an experience of more than 24 years in the field of web/software development, Digital Marketing, e-

commerce and CAD & Architectural Services.

- 4.1.2. The Acquirer does not hold any Equity Shares of the Target Company and has not acquired any Equity Shares of the Target Company during the 12 (Twelve) months period prior to the date of the Public Announcement.
- 4.1.3. Acquirer does not holds any directorship in any listed companies. Further, the Acquirer is a whole-time director in Ace Infoway Private Limited.
- 4.1.4. As of the date of this DLOF, there are no directors representing Acquirer on the board of the Target Company.
- 4.1.5. The Acquirer is spouse of PAC.
- 4.1.6. As of the date of this DLOF, Acquirer does not have any relationship with or interest in the Target Company except for the Underlying Transaction, as detailed in Clause 3.1.1, that has triggered this Open Offer.
- 4.1.7. The Acquirer is not part of any group.
- 4.1.8. The net worth of the Acquirer as on January 9, 2024, is ₹ 16,81,16,375 (Rupees Sixteen Crores Eighty-One Lakhs Sixteen Thousand Three Hundred and Seventy-Five Only) as certified vide certificate bearing unique document identification no. (“UDIN”) 24142191BKAF0V9951 dated January 9, 2024, issued by CA Rutvik S Thakkar (Membership No.: 142191) proprietor of Rutvik S Thakkar & Co., Chartered Accountants, FRN: 136756W, having their office at 203, Scarlet Gateway, Opp. Riviera Antilla, Prahladnagar Corporate Road, Satellite, Ahmedabad – 380 015, Tel. no.: 079-48917200, email ID: [rutvikt@gmail.com](mailto:rutvikt@gmail.com).
- 4.1.9. The Acquirer has undertaken that he will not sell the Equity Shares of the Target Company, if any held by him during the Offer Period in terms of regulation 25(4) of the SEBI (SAST) Regulations.
- 4.1.10. The Acquirer has undertaken that if he acquires any Equity Shares of the Target Company during the Offer Period, he shall disclose such acquisition to the Stock Exchange where the Equity Shares of the Target Company are listed and to the Target Company within 24 hours of such acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, he has also undertaken that he will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.
- 4.1.11. As on the date of this DLOF, the Acquirer is not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.1.12. As on the date of this DLOF, the Acquirer is not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.1.13. As on the date of this DLOF, the Acquirer is not categorized / declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 4.2. **Vaishali Amit Mehta (“PAC”)**
  - 4.2.1. Vaishali Amit Mehta, is an India resident, aged 46 years, having residential address at 833, Takshashila Society - 2, Near Phulchhab press, Opp. Star Plaza, Rajkot- 360001, Gujarat, India. Email id: [ymehta2223@gmail.com](mailto:ymehta2223@gmail.com). She holds the degree of Bachelor of Commerce from Saurashtra University and has an experience of 15 years as a data research analyst.

- 4.2.2. PAC does not hold any Equity Shares of the Target Company and has not acquired any Equity Shares of the Target Company during the 12 (Twelve) months period prior to the date of the Public Announcement.
- 4.2.3. PAC does not hold any directorship in any listed companies. Further, PAC is not a whole-time director in any company.
- 4.2.4. As of the date of this DLOF, there are no directors representing PAC on the board of the Target Company.
- 4.2.5. The PAC is spouse of the Acquirer.
- 4.2.6. As of the date of this DLOF, PAC does not have any relationship with or interest in the Target Company except for the Underlying Transaction, as detailed in Clause 3.1.1, that has triggered this Open Offer.
- 4.2.7. The PAC is not part of any group.
- 4.2.8. The net worth of the PAC as on January 9, 2024, is ₹ 4,66,52,538 (Rupees Four Crores Sixty-Six Lakhs Fifty-Two Thousand Five Hundred and Thirty-Eight Only) as certified vide certificate bearing unique document identification no. (“UDIN”) 24142191BKAFOW8274 dated January 9, 2024, issued by CA Rutvik S Thakkar (Membership No.: 142191) proprietor of Rutvik S Thakkar & Co., Chartered Accountants, FRN: 136756W, having their office at 203, Scarlet Gateway, Opp. Riviera Antilla, Prahladnagar Corporate Road, Satellite, Ahmedabad – 380 015, Tel. no.: 079-48917200, email ID: [rutvikt@gmail.com](mailto:rutvikt@gmail.com).
- 4.2.9. The PAC has undertaken that she will not sell the Equity Shares of the Target Company, if any held by her during the Offer Period in terms of regulation 25(4) of the SEBI (SAST) Regulations.
- 4.2.10. The PAC has undertaken that if she acquires any Equity Shares of the Target Company during the Offer Period, she shall disclose such acquisition to the Stock Exchange where the Equity Shares of the Target Company are listed and to the Target Company within 24 hours of such acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, she has also undertaken that she will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.
- 4.2.11. As on the date of this DLOF, the PAC is not prohibited by SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 4.2.12. As on the date of this DLOF, the PAC is not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.2.13. As on the date of this DLOF, the PAC is not categorized / declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- 4.3. Except PAC, there are no other person acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer and/or PAC in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations (“Deemed PACs”), however, such Deemed PACs are not acting in concert with the Acquirer and/or PAC for the purposes of this Open Offer.

## 5. BACKGROUND OF THE TARGET COMPANY

*(Information relating to the Target Company mentioned under this section has been sourced from the Target Company and/or information published by the Target Company and/or publicly available sources)*

- 5.1. The Target Company was incorporated on August 17, 1994, as Ace Software Exports Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The Corporate Identification Number of the Target Company is L72200GJ1994PLC022781. There has been no change in the name of the Target Company since its incorporation.
- 5.2. The registered office of the Target Company is situated at 801, “Everest”, Opp. Shashtri Maidan, Rajkot-360001 (Gujarat). Tel. No.: 0281- 2226097, Email id: [investorinfo@acesoftex.com](mailto:investorinfo@acesoftex.com) , website: [www.acesoftex.com](http://www.acesoftex.com).
- 5.3. The Target Company is engaged in the business of Document Management, Digital Publishing and Data Conversion and Technological solutions.
- 5.4. The Equity Shares of the Target Company are listed and traded on BSE Limited (Security Symbol: ACESOFT, Security Code: 531525). The ISIN of the Equity Shares is INE849B01010.
- 5.5. The Equity Shares are infrequently traded on BSE within the meaning of the explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations as on the date of the DLOF.
- 5.6. As on the date of this DLOF, the authorized share capital of the Target Company is ₹ 6,00,00,000 (Rupees Six Crore Only) comprising of 60,00,000 (Sixty Lakhs) Equity Shares of the face value of ₹ 10/- each. Further, the Board of Directors has approved the increase in authorised share capital of the Company to ₹11,00,00,000 (Rupees Eleven Crore Only) comprising of 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of the face value of ₹ 10/- each, subject to approval of the members of the Company. The issued, subscribed, paid up and voting equity share capital of the Target Company is ₹ 4,68,00,000 (Rupees Four Crores Sixty-Eight Lakhs Only) comprising of 46,80,000 (Forty-Six Lakhs Eighty Thousand Only) Equity Shares of face value of ₹ 10/- each.
- 5.7. Share capital structure of the Target Company as on the date of DLOF is as follows:

<b>Paid-up Equity Shares of the TC</b>	<b>No. of Equity Shares/ voting rights</b>	<b>% of Equity Shares/ voting rights</b>
Fully paid-up Equity Shares of face value of ₹ 10/-	46,80,000	100.00
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	46,80,000	100.00
Total voting rights in Target Company	46,80,000	100.00

- 5.8. As on the date of this DLOF, the Emerging Voting Capital of the Target Company is as follows:

<b>Particulars</b>	<b>No. of Equity Shares</b>	<b>% of Emerging Voting Capital*</b>
Fully paid-up Equity Shares as on date	46,80,000	73.13
Equity shares proposed to be allotted pursuant to the preferential issue approved by the Board of Directors of the Target Company on January 6, 2024 (subject to receipt of requisite statutory/ regulatory approvals and shareholders' approval)	17,20,000	26.88
<b>Emerging Voting Capital</b>	<b>64,00,000</b>	<b>100.00</b>

- 5.9. As per the shareholding pattern filed by the Target Company with the Stock Exchange for the quarter ended September 30, 2023, the Target Company has disclosed that: (i) there are no partly paid up Equity Shares; (ii) it has not issued any convertible securities; (iii) it has not issued any warrants; (iv) there are no locked in Equity

Shares of the Target Company, and (v) there are no Equity Shares held by promoters which are pledged or otherwise encumbered.

- 5.10. There are no outstanding shares of the Target Company that have been issued but are not listed on the Stock Exchange.
- 5.11. The trading of Equity Shares is currently not suspended on the Stock Exchange. The Equity Shares have not been delisted from any stock exchange in India.
- 5.12. The Target Company has complied with the listing requirements and no penal/punitive actions have been taken by the Stock Exchange.
- 5.13. There have been no mergers/demergers/spin-offs involving the Target Company during the last 3 (three) years.
- 5.14. The composition of the board of directors of the Target Company are as below:

S. No.	Name	DIN	Date of appointment	Designation
1.	Vikram Bhupat Sanghani	00183818	March 29, 2005	Joint Managing Director
2.	Sanjay Harilal Dhamsania	00013892	October 15, 2007	Joint Managing Director
3.	Dharamsibhai Ramjibhai Vadalia	00015165	September 25, 2001	Non-Executive - Independent Director
4.	Pratik Chandulal Dadhania	02931106	January 30, 2010	Non-Executive - Independent Director
5.	Vimal Lalajibhai Kalaria	00029395	August 25, 2003	Non-Executive - Independent Director
6.	Dhara Rupeshkumar Shah	06983857	September 29, 2014	Non-Executive - Independent Director

- 5.15. As of the date of this DLOF, there are no directors representing the Acquirer or the PAC on the board of the Target Company.
- 5.16. Target Company is not a wilful defaulter and fugitive economic offender in terms of Regulation 2(1)(ze) and 2(1)(ja) of the SEBI (SAST) Regulations.
- 5.17. The financial information of the Target Company based on its audited consolidated financial statements as of and for the financial years ended on March 31, 2023, March 31, 2022, and March 31, 2021, and for the period ended September 30, 2023, as per the unaudited consolidated limited reviewed financials, is as set out below:

*(Amount in Lakhs, except provided otherwise)*

Particulars	Half-year ended September 30, 2023 (Unaudited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
<b>Profit and Loss Statement</b>				
<b>Revenue from operations</b>	<b>388.87</b>	<b>1,032.35</b>	<b>978.45</b>	<b>885.00</b>
Other Income	122.10	43.95	80.87	66.01
<b>Total Income</b>	<b>510.47</b>	<b>1,076.30</b>	<b>1,059.32</b>	<b>951.01</b>
Total Expenses excluding Interest, depreciation, and tax	422.96	999.14	1,066.51	967.21
<b>Profit / (Loss) before Depreciation, Interest, Tax and Exceptional Items</b>	<b>87.51</b>	<b>77.16</b>	<b>(7.19)</b>	<b>(16.20)</b>
Depreciation and amortization expense	15.56	57.76	64.27	64.17

Particulars	Half-year ended September 30, 2023 (Unaudited)	Financial year ended March 31, 2023 (Audited)	Financial year ended March 31, 2022 (Audited)	Financial year ended March 31, 2021 (Audited)
Finance costs	0.31	7.07	9.37	10.61
<b>Profit/(Loss) before Tax and Exceptional Items</b>	<b>71.64</b>	<b>12.33</b>	<b>(80.83)</b>	<b>(90.98)</b>
Exceptional Items	-	-	-	-
<b>Profit/(Loss) before Tax</b>	<b>71.64</b>	<b>12.33</b>	<b>(80.83)</b>	<b>(90.98)</b>
Tax Expenses (Net) (Income Tax & Deferred Tax)	-	0.85	-	4.90
<b>Profit/(Loss) after Tax</b>	<b>71.64</b>	<b>11.48</b>	<b>(80.83)</b>	<b>(95.98)</b>
<b>Balance Sheet</b>				
<b>Sources of Funds</b>				
Paid up share capital	468.00	468.00	468.00	468.00
Reserves and surplus/Other Equity (excluding revaluation reserve)	1,677.23	1,527.89	1,488.02	1,497.88
<b>Net Worth<sup>(1)</sup></b>	<b>Not Applicable</b>	<b>1,635.31</b>	<b>1,620.71</b>	<b>1,670.76</b>
Non-controlling interest	6.13	5.95	51.24	78.37
Secured Loans	-	-	84.91	104.99
Unsecured Loans	-	-	91.69	85.69
Provisions	-	0.15	-	-
Other Liabilities	113.65	103.39	147.09	170.62
<b>Total</b>	<b>2,265.01</b>	<b>2,105.38</b>	<b>2,330.95</b>	<b>2,405.55</b>
<b>Uses of funds</b>				
Net Fixed assets <sup>(2)</sup>	416.05	452.31	834.53	899.97
Investments	1,095.36	743.54	650.43	251.18
Other Non-current Assets <sup>(3)</sup>	167.27	182.38	187.22	496.40
Current assets	586.32	727.15	658.77	758.00
<b>Total</b>	<b>2,265.01</b>	<b>2,105.38</b>	<b>2,330.95</b>	<b>2,405.55</b>
<b>Other Financial Data</b>				
<b>Dividend (%) (% of face value)</b>	Nil	Nil	Nil	Nil
<b>Basic Earnings Per Share</b>	1.53	0.25	(1.73)	(2.05)
<b>Diluted Earnings Per Share</b>	1.53	0.25	(1.73)	(2.05)
<b>Return on Net worth (%) <sup>(4)</sup></b>	Not Applicable	0.70%	Not Applicable	Not Applicable
<b>Book value Per Share <sup>(5)</sup></b>	Not Applicable	34.94	34.63	35.70

**Notes:**

- 1) Net Worth excludes Capital Reserve, Capital Reserve on Consolidation and other Comprehensive Income.
- 2) Net Fixed Assets include property, plant and equipment, right-of-use assets, capital work-in-progress, other intangible assets and intangible assets under development.
- 3) Other non-current assets shall mean total non-current assets less net fixed assets and non-current investments.
- 4) Return on net worth is calculated as Profit After Tax for the year/ Closing net worth for the year.
- 5) Book Value per share is calculated as closing net worth/ No. of equity shares outstanding at the end of the year.

5.18. As on the date of this DLOF, shareholding in the Target Company before and after the Offer (assuming full acceptance in the Offer) is given in the table below:

Shareholders' 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)	
	No.	% <sup>(1)</sup>	No.	% <sup>(2)</sup>	No.	% <sup>(2)</sup>	No.	% <sup>(2)</sup>
<b>1. Promoter and Promoter Group</b>								
(a) Parties to Agreement, if any	-	-	-	-	-	-	-	-
(b) Promoters and Promoters Group other than (a) above	31,87,750	68.11	3,62,330 <sup>(4)</sup>	5.66	-	-	35,50,080	55.47
<b>Total - 1 (a+b)</b>	<b>31,87,750</b>	<b>68.11</b>	<b>3,62,330</b>	<b>5.66</b>	-	-	<b>35,50,080</b>	<b>55.47</b>
<b>2. Acquirer and PAC</b>								
(a) Acquirer	-	-	8,47,360 <sup>(3)</sup>	13.24	16,02,560	25.04	24,49,920	38.28
(b) PAC	-	-	4,00,000 <sup>(3)</sup>	6.25	-	-	4,00,000	6.25
<b>Total - 2 (a+b)</b>	-	-	<b>12,47,360<sup>(3)</sup></b>	<b>19.49</b>	<b>16,02,560</b>	<b>25.04</b>	<b>28,49,920</b>	<b>44.53</b>
<b>Total Promoter and Promoter Group (1+2)</b>	<b>31,87,750</b>	<b>68.11</b>	-	-	-	-	<b>64,00,000</b>	<b>100.00</b>
<b>3. Parties to agreement other than (1) &amp; (2)</b>	-	-			-	-	-	-
<b>4. Public (other than parties to agreement, Acquirer &amp; PAC's)</b>								
a) FIs/MFs/FIIs/Banks, SFIs	-	-	-	-	-	-	-	-
b) Others	14,92,250	31.89	1,10,310 <sup>(4)</sup>	1.72	(16,02,560)	(25.04)	-	-
<b>Total (4) (a + b)</b>	<b>14,92,250</b>	<b>31.89</b>	-	-	<b>(16,02,560)</b>	<b>(25.04)</b>	-	-
Total No. of Shareholders in Public category (except the Acquirer and Promoter Group)	3,531							
<b>GRAND TOTAL (1 + 2 + 3 + 4)</b>	<b>46,80,000</b>	<b>100.00</b>	-	-	-	-	<b>64,00,000</b>	<b>100.00</b>

1. Calculated basis total number of Equity Shares as on September 30, 2023.
2. Calculated on the basis of the Emerging Voting Capital of the Target Company.
3. The board of directors in their meeting held on January 6, 2024, has resolved to issue and allot 8,47,360 Equity Shares representing 13.24% of the Emerging Voting Capital to the Acquirer and 4,00,000 Equity Shares representing 6.25% of the Emerging Voting Capital to the PAC, totaling to 12,47,360 Equity Shares representing 19.49% of the Emerging Voting Capital of the Target Company.
4. Simultaneously with the preferential issue of Equity Shares to the Acquirer and PAC, the Board of Directors of the Target Company, at its meeting held on January 06, 2024 also proposed to issue 3,12,330 Equity Shares to Rahul Jayantibhai Kalaria and 50,000 Equity Shares to Kalaria Rahul Jayantilal – HUF by way of preferential allotment, who are part of the Promoter and Promoter Group and 70,000 Equity Shares to Palavoor Muthiah Anavaratham and 40,310 Equity Shares to Sanghavi Nischal Arvindbhai who are a part of Public Shareholders and not related to the Acquirer / PAC/ Promoter/ Promoter Group.

5.19. As on the date of this LOF, the Target Company, its Promoters and Directors are not categorized as a wilful

defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

- 5.20. As on the date of this LOF, the Target Company, its Promoters and Directors are not categorized / declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

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

6.1.2. The traded turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA (i.e. January 01, 2023, to December 31, 2023) is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA ("A")	Total no. of listed Equity Shares ("B")	Traded turnover (% (A/B))
BSE Limited	3,51,578	46,80,000	7.51%

(Source: [www.bseindia.com](http://www.bseindia.com))

6.1.3. Based on the above information, the Equity Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.4. The Offer Price of ₹ 35/- (Rupees Thirty-Five Only) per Equity Share is justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price (in ₹ per Equity Share)
A	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer;	35.00
B	The volume-weighted average price paid or payable for acquisitions, whether by the acquirers or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of the public announcement;	Not Applicable
C	The highest price paid or payable for any acquisition, whether by the acquirers or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the public announcement;	Not Applicable
D	The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded;	Not Applicable <sup>(1)</sup>
E	Where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies;	₹ 34.62
F	the per share value computed under sub-regulation (5), if applicable	Not Applicable <sup>(2)</sup>

(1) Not Applicable as the Equity Shares are infrequently traded.

(2) Not Applicable since the acquisition is not an indirect acquisition.

- 6.1.5. The fair value of Equity Shares of the Target Company is ₹ 34.62 per Equity Share (Rupees Thirty-Four and Paise Sixty-Two Only) as certified by CA Akshat Jain, (Membership No. 178972) proprietor of Akshat P. Jain & Associates, Chartered Accountants, FRN: 152039W, having its office at B-801, Sunteck City Av 1, Oshiwara, Mumbai - 400062, India, Tel. no. 9892647408, email ID: [apjassociates@outlook.com](mailto:apjassociates@outlook.com) vide their certificate dated January 06, 2024 bearing UDIN: 24178972BJZYHX5113.
- 6.1.6. In view of the parameters considered and presented in the aforesaid table, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to F above i.e., ₹ 35/- per Equity Share. Accordingly, the Offer Price of ₹ 35/- (Rupees Thirty-Five Only) is justified in terms of the SEBI (SAST) Regulations.
- 6.1.7. Since the date of the PA and as on the date of this DPS, there have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, etc. where the record date for effecting such corporate actions falls prior to 3 Working Days before the commencement of the Tendering Period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.8. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer or PAC during the Offer period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, Acquirer and PAC shall not acquire any Equity Shares of the Target Company after the third Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
- 6.1.9. If the Acquirer and/or the PAC acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer along with the PAC shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 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 Exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 6.1.10. The Acquirer is permitted to revise the Offer Price upward at any time up to one Working Day prior to the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such upward revision in the Offer Price, the Acquirer shall make further deposits into the Escrow Account, make a public announcement in the same newspapers where the original Detailed Public Statement has been published and simultaneously inform SEBI, BSE and Target Company at its registered office of such revision.
- 6.1.11. As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18 of SEBI (SAST) Regulations and all other applicable provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

## 6.2. Financial Arrangements:

- 6.2.1 The total funding requirements for this Offer is ₹ 5,60,89,600/- (Rupees Five Crore Sixty Lakhs Eighty-Nine Thousand Six Hundred Only), assuming full acceptance i.e., for the acquisition of 16,02,560 Equity Shares at the Offer Price of ₹ 35/- per Equity Share (“**Maximum Open Offer Consideration**”).
- 6.2.2 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account

under the name and style of “Amit Mehta Ace Software Open Offer - Escrow Account” (“**Escrow Account**”) with “ICICI Bank Limited” through its branch situated at Capital Markets Division, 5<sup>th</sup> Floor, 163, H. T. Parekh marg, Backbay Reclamation, Churchgate, Mumbai 40020 (“**Escrow Banker**”) pursuant to an escrow agreement dated January 06, 2024 (“**Escrow Agreement**”). In accordance with the Regulation 17(3)(a) of the SEBI (SAST) Regulations, the Acquirer has made therein a cash deposit of ₹ 1,41,00,000 (Rupees One Crore Forty-One Lakh Only) in the Escrow Account, which is more than 25% of the total consideration payable in the Offer, assuming full acceptance. In terms of the Escrow Agreement, the Manager to the Offer has been authorized by the Acquirer to operate the Escrow Account in accordance with the SEBI (SAST) Regulations. The cash deposit has been confirmed by the Escrow Banker by way of a confirmation letter dated January 10, 2024.

6.2.3 The Acquirer has duly authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.4 The Acquirer has confirmed that it has adequate financial resources to meet the obligations under the Open Offer and has made firm financial arrangements for fulfilling the payment obligations under this Open Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations and the Acquirer is able to implement this Open Offer.

6.2.5 After considering the aforementioned, CA Rutvik S. Thakkar, proprietor of Rutvik S. Thakkar & Co. Chartered Accountants, FRN: 136756W, having its office at 203, Scarlet Gateway, Opp. Riviera Antilla, Prahaladnagar, Corporate Road, Satellite, Ahmedabad - 380015, Gujarat, India. Tel. no. 079-48917200, email id: [rutvikt@gmail.com](mailto:rutvikt@gmail.com), by their certificate dated January 06, 2024, bearing UDIN 24142191BKAF0U7647 have certified that the Acquirer and the PAC, have made firm financial arrangements to meet their financial obligations under the Open Offer.

6.2.6 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer and the PAC to implement the Offer in accordance with the SEBI (SAST) Regulations. The Manager to the Offer confirms that firm arrangement for the funds and money for payment through verifiable means are in place to fulfill the obligation under the Open Offer.

6.2.7 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulations 17(2) and 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

## **7. TERMS AND CONDITIONS OF THE OFFER**

### **7.1 Operational terms and conditions**

7.4.1 The Open Offer is being made by the Acquirer and PAC to: (a) all the Public Shareholders, whose names appear in the register of the members of the Target Company as of the close of business on the Identified Date; (b) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (c) those persons who acquire the Equity Shares any time prior to the Offer Closing Date but who are not the registered Public Shareholders.

7.4.2 The LOF along with Form of Acceptance will be sent to all Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories at the close of business hours on the Identified Date.

7.4.3 The LOF shall be sent through electronic means to those Public Shareholder(s) who have registered their email ids with the depositories and also will be dispatched through physical mode by registered post / speed post / courier to those Public Shareholder(s) who have not registered their email ids and to those Public Shareholder(s) who hold Equity Shares in physical form. Further, on receipt of request from any Public Shareholder to receive

a copy of LOF in physical format, the same shall be provided. In case of non-receipt of LOF and the Acceptance Form, please follow the procedure mentioned in paragraph 8.12.

- 7.4.4 Accidental omission to dispatch the LOF to any Public Shareholder entitled to this Open Offer or non-receipt of the LOF by any Public Shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.4.5 The Acquirer and PAC are making this Offer to all Public Shareholders to acquire up to 16,02,560 Equity Shares, constituting 25.04% of the Emerging Voting Capital, subject to the terms and conditions mentioned in the PA, DPS and the LOF.
- 7.4.6 In terms of the indicative schedule of major activities, the Tendering Period for the Open Offer is expected to commence on Thursday, February 29, 2024, and close on Thursday, March 14, 2024.
- 7.4.7 The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that they have good title on the Offer Shares. The Equity Shares tendered under this Open Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attaching thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholders shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 7.4.8 This Open Offer is not conditional upon any minimum level of acceptance.
- 7.4.9 The Identified Date for this Open Offer as per the indicative schedule of major activities is Wednesday, February 14, 2024.
- 7.4.10 The marketable lot for the Equity Shares for the purpose of this Open Offer shall be 1. Public Shareholders can participate in the Offer by offering their shareholding in whole or in part.
- 7.4.11 This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.4.12 All the Equity Shares validly tendered under this Offer will be acquired by the Acquirer and PAC in accordance with the terms and conditions set forth in the PA, DPS and LOF.
- 7.4.13 In terms of Regulation 18(9) of SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Open Offer shall not be entitled to withdraw such acceptance during the Tendering Period or thereafter.
- 7.4.14 Copies of PA and DPS are available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and copies of DLOF and LOF will be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).
- 7.4.15 The Acquirer and PAC reserve the right to revise the Offer Price and/or the number of Offer Shares upwards at any time prior to the commencement of 1 Working Day prior to the commencement of the Tendering Period, i.e., up to Tuesday, February 27, 2024, in accordance with the SEBI (SAST) Regulations. In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer and PAC shall (i) make a corresponding increase to the escrow amount, (ii) make a PA in the same newspapers in which the DPS was published, and (iii) simultaneously notify Stock Exchange, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirer and PAC would pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer in accordance with the terms of the LOF.
- 7.4.16 The instructions, authorizations and provisions contained in the FOA constitute part of the terms of the Open Offer. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the LOF along with the FOA. Alternatively, the LOF along with the FOA will also be available at SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)), and the Public Shareholders can also apply by downloading such forms from the website.

- 7.4.17 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/ attachment orders/ restrictions from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during the pendency of the said litigation, are liable to be rejected.
- 7.4.18 The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer has up to 10 Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 7.2 **Locked in Equity Shares:** As on the date of this DLOF, there are no Equity Shares of the Target Company which are under Lock-in. However, the locked-in Equity Shares, if any, may be tendered in the Open Offer and transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager to the Open Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares.
- 7.3 **Eligibility for accepting the Offer.**
- 7.4.1 All the Public Shareholders, registered or unregistered, of the Target Company, except the Acquirer, PAC and members of the promoter group, owning Equity Shares at any time before the date of closure of the Offer, are eligible to participate in the Offer.
- 7.4.2 Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the LOF, may also participate in this Offer.
- 7.4.3 The acceptance of this Open Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Open Offer which is conditional or incomplete in any respect will be rejected without assigning any reasons whatsoever.
- 7.4.4 The acceptance of the Offer made by the Acquirer and PAC is entirely at the discretion of the Public Shareholders of the Target Company.
- 7.4.5 The acceptance of Equity Shares tendered in the Open Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.4.6 All the Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer or PAC reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and PAC reserves the right to reject such Offer Shares.
- 7.4.7 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI 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 Open Offer as per the provisions of the SEBI (SAST) Regulations.

7.4.8 None of the Acquirer, PAC, Manager to the Offer or Registrar to the Offer accept any responsibility for any loss of Equity Share certificates, Offer acceptance forms, share transfer forms etc. during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.4.9 This DLOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of this DLOF, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

#### 7.4 **Statutory and other Approvals:**

7.4.1 To the best of the knowledge and belief of the Acquirer and PAC, as on the date of this DLOF, there are no other statutory or other approvals required to implement the Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.

7.4.2 If any of the statutory approvals, are not met for reasons outside the reasonable control of the Acquirers, the Acquirers in terms of Regulation 23 of SEBI (SAST) Regulations will also have a right not to proceed with the Offer in the event the statutory approvals are refused. In the event of withdrawal, a public announcement will be made within two Working Days of such withdrawal, in the same newspapers in which the DPS was published and such announcement will also be sent to SEBI, BSE and the Target Company at its registered office.

7.4.3 In case of delay in receipt of any statutory approval(s) (including RBI approval under FEMA Regulations for the Equity Shares tendered by non-resident Public Shareholders, as applicable) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

7.4.4 Non-resident Indians (“**NRIs**”), erstwhile overseas corporate bodies (“**OCBs**”) and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/ exemptions required (including without limitation, the approval from RBI, if any, to tender the Equity Shares held by them in the Open Offer and submit such approvals/ exemptions along with the documents required to accept this Open Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors (“**FIIs**”) and foreign portfolio investors (“**FPIs**”)) had acquired any approvals (including from RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approval. Accidental omission to dispatch the LOF to any Public Shareholder entitled to this Open Offer or non-receipt of the LOF by any Public Shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.4.5 Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer subject to receipt of approval from the RBI under FEMA and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval for tendering the Equity Shares held by them in the Open Offer.

- 7.4.6 No approval is required from any bank or financial institutions for this Offer to the best of the knowledge of the Acquirer and PAC.
- 7.4.7 There are no conditions stipulated in the SSA between the Seller and the Acquirers, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the offer might be withdrawn under regulation 23(1)(c) of the SEBI (SAST) Regulations.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1. The Open Offer will be implemented by the Acquirer and PAC through stock exchange mechanism made available by the BSE in the form of separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and SEBI circulars CIR/CFD/POLICY/CELL/1/2015, dated April 13, 2015; SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 (“**SEBI Circulars**”) in which SEBI has changed the process of tendering of shares in open Offers by marking lien in the Demat account of the Shareholders and on such terms and conditions as may be permitted by law from time to time.
- 8.2. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the Open Offer. The facility for acquisition of Equity Shares through Stock Exchange mechanism pursuant to the Offer shall be available on the BSE in the form of a Separate Acquisition Window.
- 8.3. The Acquirer and PAC have appointed “Pravin Ratilal Share And Stock Brokers Limited” (“**Buying Broker**”) for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:

<b>Name:</b>	Pravin Ratilal Share and Stock Brokers Limited
<b>Communication Address:</b>	Sakar-1, 5th Floor, Opp Gandhigram Railway Station, Navrangpura, Ahmedabad - 380009
<b>Contact Person:</b>	Shannon Khokharia
<b>Telephone:</b>	079-26553758
<b>Email ID:</b>	<a href="mailto:cs@prssb.com">cs@prssb.com</a>
<b>SEBI Reg. No.</b>	INZ000206732

- 8.4. All Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective Stock Brokers (“**Selling Broker(s)**”), during the normal trading hours of the secondary market during the Tendering Period. The Selling Brokers can enter bids for dematerialized as well as physical Equity Shares.
- 8.5. The Selling Broker would be required to place a bid on behalf of the Public Shareholders who wish to tender their Equity Shares in the Open Offer using the acquisition window of the BSE. Based on the bid, Equity Shares would be marked as lien in the respective Demat accounts of Public Shareholders by Depositories.
- 8.6. The cumulative quantity tendered shall be displayed on the BSE website throughout the trading session, at specific intervals, during the Tendering Period.
- 8.7. Modification/cancellation of orders will not be allowed during the Tendering Period.
- 8.8. Public Shareholders can tender their Equity Shares only through a stock-broker with whom the Public Shareholders is registered as client (KYC Compliant).
- 8.9. In the event the Selling Broker is not registered with BSE or if the Public Shareholder does not have any

stockbroker, then that Public Shareholder can approach any BSE registered stock-broker and can make a bid by using quick unique client code facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The requirement of documents and procedures may vary from broker to broker.

**8.10. Procedure for tendering Equity Shares held in dematerialized form:**

8.10.1. The Public Shareholders who are holding the Equity Shares in dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their Selling Brokers indicating the details of Equity Shares they intend to tender in the Open Offer.

8.10.2. Based on the bid placed, the lien shall be marked in the depository system by the Depositories in the Shareholders Demat Account for the Equity Shares tendered in the Open Offer. The details of Equity Shares marked as lien in the demat account of the Public Shareholders shall be provided by Depositories to the Clearing Corporation.

8.10.3. In case, the demat account of the Public Shareholders is held in one depository and clearing member pool and clearing corporation account is held with another depository, the Equity Shares tendered under this Offer shall be blocked in the Public Shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer (“**IDT**”) instruction shall be initiated by the Public Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Public Shareholder’s securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. The details of Equity Shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

8.10.4. For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.

8.10.5. Upon placing the order, the Selling Broker(s) shall provide Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered, etc. On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.

8.10.6. Upon finalization of the entitlement, only accepted quantity of Equity Shares shall be debited from the demat account of the Public Shareholders and shall be transferred to Clearing Corporations.

8.10.7. The lien marked against unaccepted shares shall be released post finalization of entitlement on settlement date.

8.10.8. In case any person has submitted Equity Shares in physical form for conversion to demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.

**The Public Shareholders holding Equity Shares in dematerialized mode are not required to fill any Form of Acceptance cum Acknowledgement. The Public Shareholders are advised to retain the acknowledged copy of the TRS till the completion of offer period.**

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

8.11.1. Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the following:

- a) 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;
- b) Original Share Certificates;
- c) Valid share transfer form (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Public Shareholders) in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place, authorizing the transfer;
- d) Self-attested copy of the Public Shareholder's PAN Card;
- e) Any other relevant documents 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.
- f) In addition to the above, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof, consisting of any one of the following documents: valid Aadhar card, Voter Identity card or Passport.

8.11.2. Selling Broker should place bid on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the bid, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered, etc.

8.11.3. After placement of order, as mentioned in paragraph 8.11.2, the Selling Broker/Public Shareholder must ensure delivery of the Form of Acceptance, TRS, original share certificate(s), valid share transfer form(s) (Form SH-4) and other documents (as mentioned in paragraph 8.11.1 either by registered post or courier or hand delivery to the Registrar to the Offer, **Accurate Securities & Registry Private Limited** at B 1105-1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad - 380051., before closure of the Tendering Period (by 5 PM). The envelope should be superscribed as "**Ace Software Exports Limited - Open Offer**". One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Brokers/Public Shareholders.

8.11.4. 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 shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical bids". Once Registrar to the Offer confirms the orders, it will be treated as "Confirmed Bids".

8.11.5. In case any person has submitted Equity Shares in physical form for dematerialization, such Public Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before the closure of Tendering Period.

8.11.6. 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.

8.11.7. Public Shareholders of the Target Company who are either non-resident Indians or Overseas Corporate Bodies and wish to tender their Equity Shareholding in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) which they would have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer and PAC reserve the sole right to reject the Equity Shares tendered by such Public Shareholders in the Open Offer.

**Equity Share Certificate(s), Transfer Form(s) (Form SH-4), Form of Acceptance and other documents, if any should not be sent to the Acquirer, PAC, the Target Company and the Manager to the Offer.**

**8.12. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:**

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

8.12.2. A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Open Offer as per the procedure mentioned in the LOF or in the Form of Acceptance. The LOF along with Form of Acceptance will be dispatched to all the Public Shareholders of the Target Company as of the Identified Date. In case of non-receipt of the LOF, such Public Shareholders of the Target Company may download the same from the SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.12.3. Alternatively, in case of non-receipt of the LOF, Public Shareholders holding Equity Shares may participate in the Offer by providing their application on plain paper, in writing, signed by all Public Shareholder, stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, Folio number, Distinctive number, number of Equity Shares tendered and accompanied with other relevant documents such as physical share certificate and transfer form (Form SH-4) in case of Equity Shares being held in physical form. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Tendering Period.

**8.13. 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 dematerialized Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Size, the Acquirer and PAC shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot. The minimum marketable lot for the purposes of acceptance of Equity Shares of the Target Company would be 1 (One) Equity Share.

**8.14. Settlement Process**

8.14.1. Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.

8.14.2. Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or

unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.

8.14.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

8.14.4. The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Public Shareholders. If the bank account details of any Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Public Shareholder holding Equity Shares in dematerialized form.

8.14.5. In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.

8.14.6. For the Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.

8.14.7. The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirer and PAC provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirer and PAC on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

8.14.8. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Public Shareholders would be transferred by the Clearing Corporation directly to the respective Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.

8.14.9. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Public Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the

share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in this Offer by Public Shareholders holding Equity Shares in the physical form.

- 8.14.10. The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 8.14.11. Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager and the Acquirer and PAC accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Public Shareholders.
- 8.14.12. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure, or neglect on the part of the Acquirer and PAC to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer and PAC pending receipt of such statutory approval(s) to make the payment of the consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer.

## **9. Note on Taxation**

- 9.1 Under existing Indian tax laws and regulations, capital gains arising from the sale of the Equity Shares of an Indian company are generally taxable in India.
- 9.2 Capital gain arising from sale of listed Equity Shares in a company made on a recognized stock exchange on or after October 1, 2004, and on which STT was paid at the time of sale, was earlier exempt from tax provided that the Equity Shares were held for more than 12 months. The Finance Act, 2017 had amended Income Tax Act, 1961 ("Income Tax Act"), to provide that the said exemption was available only if STT is paid both at the time of purchase and sale of such Equity Shares, subject to certain exceptions notified by the Central Government of India.
- 9.3 The Finance Act, 2018 has withdrawn the above capital gain tax exemption with effect from April 1, 2018, for any transfer of listed Equity Shares in a company, held for more than 12 months, on a recognized stock exchange occurring on or after April 1, 2018, the capital gain exceeding ₹ 1,00,000/- (Rupees One Lakh Only) are now taxable at a rate of 10%, subject to satisfaction of certain conditions. Further, if investments were made on or before January 31, 2018, a method of determining the cost of acquisition of such investments has been specifically laid down.
- 9.4 STT will be levied on and collected by a domestic Stock Exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less which are sold, will be subject to short term capital gains tax @15% provided the transaction is chargeable to STT.
- 9.5 Taxability of capital gain arising to a non-resident in India from the sale of Equity Shares shall be determined on the basis of provisions of the Income Tax Act or the Double Taxation Avoidance Agreement entered between India and country of which the non-resident seller is resident, subject to satisfaction of certain prescribed conditions.

9.6 **Tax deduction at source:**

- a) **In the case of resident Public Shareholders:** In absence of any specific provision under the Income Tax Act, the Acquirer and PAC shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.
- b) **In the case of non-resident Public Shareholders:** Under the existing Indian tax laws, any sum paid to a non-resident which is chargeable to tax under the provisions of Income Tax Act is subject to deduction of tax at source, except for capital gains realized by the foreign portfolio investors or such gains/income which are exempt from tax. Since the acquisition of Offer Shares pursuant to the Open Offer process is through the Stock Exchange Mechanism, the Acquirer and PAC will not be able to withhold any taxes and thus the Acquirer and PAC believe that the responsibility of withholding/discharge of the taxes due on such gains (if any) is solely on the custodians/authorized dealers/non-resident Public Shareholders without recourse to the Acquirer and PAC.
- 9.7 In the event the Acquirer or PAC are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer and PAC are entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirer and PAC, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.
- 9.8 On purchase of Offer Shares from non-resident Public Shareholders, the Acquirer and PAC would be required to deduct tax at source from the sale consideration unless the Public Shareholder obtains a Nil Deduction Certificate from the tax authorities and furnish the same prior to the remittance of the sale consideration. The amount of taxes deducted and deposited by the Acquirer or PAC, if any, can be claimed as credit by Public Shareholder against its final tax liability.
- 9.9 The above tax rates are subject to applicable rate of surcharge, health and education cess. The tax rate and other provisions may undergo changes.
- 9.10 Public Shareholders are advised to consult their tax advisor for the treatment that may be given by their respective income tax assessing authorities in their case and the appropriate course of action that they should take. The judicial and the administrative interpretation thereof, are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions, any such change could have different income tax implications.
- 9.11 This note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares. The implications are also dependent on the shareholders fulfilling the conditions prescribed under the provision of the relevant sections under the relevant tax laws. The Acquirer and PAC neither accept nor hold any responsibility for any tax liability arising to any Public Shareholders as a reason of the Open Offer.
- 9.12 Interest payment, if any: In case of interest payments by the Acquirer or PAC for delay in payment of Offer consideration or a part thereof, the Acquirer and PAC will deduct tax at source, at the applicable rates, as per the Income Tax Act.

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

## **10. DOCUMENTS FOR INSPECTION**

The following material documents will be available for inspection by Public Shareholders of the Target Company at the office of the Manager to the Offer, Vivro Financial Services Private Limited, at its office Vivro House, 11, Shashi Colony, Opp. Suvidha Shopping Center, Paldi, Ahmedabad – 380007, Gujarat on any working day between 10.30 am to 5.00 pm during the Tendering Period or the Public Shareholders of the Target Company may access the said documents by placing a request on the email id [investors@vivro.net](mailto:investors@vivro.net) and by providing details such as DP Id, client id, Folio No, etc.

- 10.1. Net-worth Certificate of the Acquirer dated January 9, 2024, issued by CA Rutvik S. Thakkar, proprietor of Rutvik S. Thakkar & Co. Chartered Accountants.
- 10.2. Net-worth Certificate of the PAC dated January 9, 2024, issued by CA Rutvik S. Thakkar, proprietor of Rutvik S. Thakkar & Co. Chartered Accountants.
- 10.3. Certificate dated January 6, 2024, issued by CA Rutvik S. Thakkar, proprietor of Rutvik S. Thakkar & Co. Chartered Accountants, certifying that the Acquirer and PAC have sufficient resources to meet the financial obligation under the Open Offer.
- 10.4. Annual reports of the Target Company for the financial years ended on March 31, 2023, March 31, 2022, and March 31, 2021 and limited review report for the six month ended September 30, 2023.
- 10.5. Confirmation Letter from ICICI Bank Limited confirming the cash deposit of ₹ 1,41,00,000 (Rupees One Crore Forty-One Lakhs Only) kept in Escrow Account opened as per the SEBI (SAST) Regulations and lien marked in favour of the Manager to the Offer.
- 10.6. Copy of the SSA dated January 6, 2024, executed among the Acquirer, PAC and the Target Company.
- 10.7. Copy of PA dated January 6, 2024, DPS published in the newspapers on January 12, 2024, and issue opening public announcement (to be issued).
- 10.8. Copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers (to be issued).
- 10.9. Copy of letter of comments from SEBI bearing ref. no [●] dated [●]
- 10.10. Copy of Escrow Agreement dated January 6, 2024, entered into between the Acquirer, Escrow Banker and Manager to the Offer.
- 10.11. RTA consent letter dated January 11, 2024.
- 10.12. Copy of Due Diligence Certificate given by Manager to the Offer dated January 19, 2024.
- 10.13. In-principle approval from BSE vide letter bearing ref. no. [●] dated [●] for Preferential Allotment.

## **11. DECLARATION BY THE ACQUIRER AND PAC**

- 11.1. The Acquirer and PAC severally and jointly accept full responsibility for the information contained in this DLOF (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company) and undertake that they are aware of and will comply severally and jointly with their obligations under the SEBI (SAST) Regulations in respect of this Open Offer.
- 11.2. The information pertaining to the Target Company contained in the Public Announcement or the Detailed Public Statement or this Draft Letter of Offer or any other advertisement/publications made in connection with the

Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirer, the PACs or the Manager. The Acquirer and PAC and the Manager do not accept any responsibility with respect to such information relating to the Target Company.

- 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.

**Issued by Manager to the Offer**

**For and on behalf of the Acquirer and the PAC:**

<b>Acquirer</b>	<b>PAC</b>
Sd/-	Sd/-
Amit Mansukhlal Mehta	Vaishali Amit Mehta

**Date:** January 19, 2024

**Place:** Rajkot

**Encl.:**

Form of Acceptance-Cum-Acknowledgement  
Share Transfer Form (SH-4)

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Public Shareholders holding shares in demat mode are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. The Public Shareholders holding physical shares (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the Letter of Offer. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

TENDERING PERIOD FOR THE OFFER	
OPENS ON	February 29, 2024
CLOSES ON	March 14, 2024

To,  
The Acquirer,  
C/o Accurate Securities & Registry Private Limited  
Unit: Ace Software Exports Ltd – Open Offer  
B 1105-1108, K P Epitome, Nr. Makarba Lake,  
Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad – 380051.  
Contact Person: Mr. Ankur Shah  
Tel: +91-79-48000319  
Email: investor@accuratesecurities.com

Dear Sir/Madam,

**SUB: OPEN OFFER TO THE SHAREHOLDERS OF ACE SOFTWARE EXPORTS LIMITED (“TARGET COMPANY”) FOR ACQUISITION OF UPTO 16,02,560 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH REPRESENTING THE ENTIRE PUBLIC SHAREHOLDING CONSTITUTING 25.04% OF THE EMERGING VOTING CAPITAL AT A PRICE OF ₹ 35/- PER EQUITY SHARE BY AMIT MANSUKHLAL MEHTA (“ACQUIRER”) AND VAISHALI AMIT MEHTA (“PAC”) PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(2) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

I/We refer to the Letter of Offer for acquiring the Equity Shares held by me/us in Ace Software Exports Limited - Open Offer.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Letter of Offer and the Offer opening public announcement cum corrigendum, and understood its contents, terms and conditions, and unconditionally accept these terms and conditions.

I/We acknowledge and confirm that all the particulars/statements given by me/us, herein are true and correct.

**Details of Public Shareholder:**

Name (in BLOCK LETTERS)	Holder	Name of the Shareholder	Permanent Account Number (PAN)
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with ISD/STD Code):		Mobile No.:
Full Address of the First Holder (with pin code)			
Email address of the First Holder			
Date & Place of incorporation (if applicable)			

**FOR EQUITY SHARES HELD IN PHYSICAL MODE:**

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

- Resident  
 Non-Resident

I/ We, holding physical shares, accept this Offer and enclose the original share certificate(s) and duly signed transfer deed(s) in respect of my / our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)					<b>TOTAL</b>

**Enclosures (whichever is applicable)**

- Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum Acknowledgement or Equity Share transfer deed(s)
- Original Equity Share certificate(s)
- Valid Equity Share transfer deed(s)
- Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- Self-attested copy of PAN card of all the transferor(s)
- Other relevant documents (please specify)

**FOR ALL PUBLIC SHAREHOLDERS:**

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to.

My/Our execution of this Form of Acceptance-cum-Acknowledgement shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are sold and transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/we will hold the Acquirers, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these Equity Shares.

I/We have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.

I/We agree that the Acquirers will pay the consideration as per secondary market mechanism, only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance-cum-Acknowledgment by the Public Shareholders, and subject to the adherence of the aforementioned Instructions. I/We undertake to return to the Acquirers any Open Offer consideration that may be wrongfully received by me/us.

I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.

I/We confirm that I/We am/are not persons acting in concert with the Acquirers.

I/We give my/our consent to the Acquirers, to file any statutory documents, if any, on my/our behalf in relation to accepting the Offer Shares in this Open Offer.

I/We confirm that I/we am/are in compliance with the terms of the Open Offer set out in the Public Announcement, the Detailed Public Statement, and the Letter of Offer.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers, to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in shares or securities.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, including but not limited to Section 281 of the Income Tax Act. I/We confirm that no notice has been issued by the income tax authorities impacting the rights to transfer the shares.

I/We note and understand that the Offer Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirers make payment of consideration as mentioned in the Letter of Offer, or the date by which other documents are dispatched to the Public Shareholders, as the case may be.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the income arising from tendering of the Offer Shares, I/We will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I/We authorize the Acquirers to acquire all the Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it/they may decide to accept, in consultation with the Manager to the Offer, and in terms of the Letter of Offer.

I/We authorize the Acquirers, and the Registrar to the Offer to return to me/us by registered post or ordinary post, unaccepted documents, if any, at my/our sole risk, without specifying the reasons thereof.

I/We, confirm that our residential status for the purposes of tax is:

- Resident
- Non-resident, if yes please state country of tax residency: \_\_\_\_\_

(If none of the above box is ticked, the residential status of the Public Shareholder will be considered as non-resident, for withholding tax purposes).

I/We, confirm that my/our status as a shareholder is: *(Please tick whichever is applicable)*

<input type="checkbox"/> Individual	<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others
<input type="checkbox"/> QFI	<input type="checkbox"/> FVCI	<input type="checkbox"/> Partnership/Proprietorship firm/LLP	<input type="checkbox"/> Private Equity Fund/AIF	<input type="checkbox"/> Pension/Provident Fund
<input type="checkbox"/> Sovereign Wealth	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs -	<input type="checkbox"/> NRIs/PIOs - non- repatriable

Fund			repatriable	
<input type="checkbox"/> Insurance Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Banks	<input type="checkbox"/> Association of person/Body of Individual
<input type="checkbox"/> Any others, please specify:	_____			

**FOR NRIs/OCBs/FIIs, FPIs AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS:**

I/We, confirm that my/our investment status is: *(Please provide supporting documents and tick whichever is applicable)*

- FDI Route
- PIS Route
- Any other - please specify \_\_\_\_\_

I/We, confirm that the Offer Shares tendered by me/us are held on: *(Please tick whichever is applicable)*

- Repatriable basis
- Non-Repatriable basis

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under the general permission of the RBI
- Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith
- Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer
- Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith

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

**All future correspondence, if any, should be addressed to the respective Selling Broker, or the Registrar to the Offer at:**

**ACCURATE SECURITIES & REGISTRY PRIVATE LIMITED**

B 1105-1108, K P Epitome, Nr. Makarba Lake,  
 Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad – 380051.  
 Contact Person: Mr. Ankur Shah  
 Tel: +91-79-48000319  
 Email: investor@accuratesecurities.com  
 SEBI Registration No.: INR000004173

**Additional confirmations and enclosures for all Public Shareholders, as applicable:**

I/We, have enclosed the following documents: *(Please tick whichever is applicable)*

- Self-attested copy of PAN card
- Self-declaration form in Form 15G/Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)
- Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum- Acknowledgement
- Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- For Mutual funds/Banks/Notified Institutions under Section 194A (3) (iii) of the Income Tax Act, attested copy of relevant registration or notification
- Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- SEBI Registration Certificate for FIIs/FPIs (mandatory to be submitted by FIIs/FPIs).
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he/it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- NOC/Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate/NIL rate on income from sale of shares and interest income, if any, wherever applicable
- Other relevant documents (Please specify) \_\_\_\_\_

**BANK DETAILS**

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

**Name of the Bank :**

**Branch Address and Pin Code :**

**Account Number :**

**IFSC Code:**

**MICR Code :**

**Type of Account- Savings/ Current/ Others (please specify) :**

Yours faithfully, Signed and Delivered,

	Full name(s) of the holder	PAN	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed, and certified copies of the necessary Board resolutions/Corporate authorizations should be attached.

Place: \_\_\_\_\_ Date: \_\_\_\_\_

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**Acknowledgement Slip – Ace Software Exports Limited - Open Offer**

Received from Mr./Ms./M/s. \_\_\_\_\_

Address: \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement for Ace Software Exports Limited - Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. \_\_\_\_\_ for \_\_\_\_\_

Equity Shares

Date of Receipt: \_\_\_\_\_ Place of Receipt: \_\_\_\_\_

Stamp of Selling Broker: \_\_\_\_\_ Signature of Official: \_\_\_\_\_

## INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated [●], 2024.

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI LODR REGULATIONS AND SEBI PR 49/2018 DATED 3 DECEMBER 2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALIZED FORM WITH A DEPOSITORY W.E.F. 1 APRIL 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED 31 JULY 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.**
5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
  - a) Original share certificate(s)
  - b) Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
  - c) Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)
  - d) This Form - for Public Shareholders holding Equity Shares in physical mode, duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
  - e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
  - f) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.**Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.**
6. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgment with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).
9. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer : i.e. Link Intime India Private Limited on or before the date of closure of the Tendering Period, at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.
10. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc
11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
12. In case of Equity Shares held in joint names, names should be filled up in the same order in the On Market Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
13. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in (*Procedure for Acceptance and Settlement*).
15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and through speed post / registered post to shareholders who do not have registered email id and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Registrar to the Offer ([www.bigshareonline.com](http://www.bigshareonline.com)), the Manager to the Offer ([investors@vivo.net](mailto:investors@vivo.net)) and BSE ([www.bseindia.com](http://www.bseindia.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares.
16. All the Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.

17. All the Public Shareholders are advised to refer to Section 8.14 (*Compliance with Tax Requirements*) in the Letter of Offer. However, it may be noted that Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances, as the details provided in Section 8.14 (*Compliance with Tax Requirements*), as referred to above, are indicative and for guidance purposes only.
18. All documents/remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
19. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System.
20. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
21. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at (*Procedure for Acceptance and Settlement*).
22. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Public Shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)), or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Offer Shares. The Letter of Offer will also be available on the website of the Registrar to the Offer ([www.bigshareonline.com](http://www.bigshareonline.com)), the Manager to the Offer ([investors@vivro.net](mailto:investors@vivro.net)) and BSE ([www.bseindia.com](http://www.bseindia.com)).
23. The Tender Form and TRS is not required to be submitted to the Acquirers, the Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill the On Market Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective On Market Form of Acceptance-cum-Acknowledgment.
24. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
25. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.
26. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.
27. **For resident Public Shareholders:**
  - Self-attested copy of PAN card
  - Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)
  - Self-declaration in Form 15G/Form 15H (in duplicate), if applicable
  - For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)
  - Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);
28. **For non-resident Public Shareholders:**
  - Self-attested copy of PAN card
  - Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirers before remitting the amount of interest
  - Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement
  - Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident
  - Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
  - Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirers.

**FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LETTER OF OFFER.**

All future correspondence, if any, should be addressed to the respective Selling Broker, or to the Registrar to the Offer at the following address:

**Accurate**

**ACCURATE SECURITIES & REGISTRY PRIVATE LIMITED**

B 1105-1108, K P Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad – 380051.

Contact Person: Mr. Ankur Shah | Tel: +91-79-48000319 | Email: investor@accuratesecurities.com | SEBI Reg. No.: INR000004173

**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**.....

<p><b>FOR THE CONSIDERATION</b> stated below the “<b>Transferor(s)</b>” named do hereby transfer to the “<b>Transferee(s)</b>” 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.</p>	
<p><b>CIN:</b></p>	<p>L72200GJ1994PLC022781</p>
<p><b>Name of the company (in full):</b></p>	<p>Ace Software Exports Limited</p>
<p><b>Name of the Stock Exchange where the company is listed, if any:</b></p>	<p>BSE Limited</p>

**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 (₹)	
In Figures	In words	In Figures	In words

Distinctive Number	From						
	To						
Corresponding Certificate Nos:							

**TRANSFEROR’S PARTICULARS**

<b>Registered Folio Number</b>	
<b>Name(s) in full</b>	<b>Signature(s)</b>
1.	
2.	
3.	
<b>I, hereby confirm that the Transferor has signed before me:</b>	
<b>Name and Address of Witness</b>	<b>Witness Signature</b>

**TRANSFEEE'S PARTICULARS-**

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

Folio No. of Transferee	Specimen Signature of Transferee

Value of stamp affixed	₹
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**DECLARATION:**

Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares;

*Or*

Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

**Enclosures:**

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment.
- (3) Copy of PAN Card
- (4) Other, Specify.....

**Stamps:**

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**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. \_\_\_\_\_