DRAFT LETTER OF OFFER

"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION"

The draft letter of offer ("DLOF") will be sent to you as a Public Shareholder (as defined later) of AMPL Capital Limited (Formerly known as Credent Global Finance Limited). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer / Registrar to the Offer (as defined below). In case you have recently sold your equity shares of AMPL Capital Limited (Formerly known as Credent Global Finance Limited), please hand over the draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgment to the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

Name	Acquirers/PAC	Address	Contact details	Email Address
DP Global Wealth Management LLP (PAN: AAYFD9343F)	Acquirer-1	50 Ghas Bazar, Pole no. 6305, Ratlam, Madhya Pradesh 457001	+91 7208190060	rlkatariaratlam@gmail.com
Vikas Kataria (PAN: AHCPK6954C)	Acquirer-2	House no. 50, Ghas Bazar, Ratlam, Madhya Pradesh- 457001	+91 7208190060	vikaskatariya@gmail.com
Supriya Kataria (PAN: ASFPK5555M)	Persons acting in concert (PAC)	House no. 50, Ghas Bazar, Ratlam, Madhya Pradesh- 457001	+91 7208190060	vikaskatariya@gmail.com

(hereinafter collectively known as "Acquirers and PAC")

To acquire upto 1,59,79,920 (One Crore Fifty Nine Lakh Seventy Nine Thousand Nine Hundred And Twenty) Fully Paid-Up Equity Shares Of Face Value INR 2/- (Rupees Two Only) Each, representing 26% of the Total Voting Equity Share Capital of the Target Company on a fully diluted basis, as of the 10 (tenth) working day from the closure of the tendering period of the Open Offer, from eligible shareholders of target Company for cash at a price of INR 30/- (Rupees Thirty Only) per fully paid - up equity share ("Offer Price"), payable in cash, pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including amendments thereto ("Takeover Regulations").

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AMPL Capital Limited (Formerly known as Credent Global Finance Limited)

Registered Office and Corporate Office: Unit No. 1216, 12th Floor, C-wing, One BKC, G Block, Opposite Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051
Tel. no.: 022-68452001
Email: compliance@credentglobal.com; **Website**: www.credentglobal.com;
CIN: L65910MH1991PLC404531

1. This Offer is being made by the Acquirers and PAC, pursuant to regulations 3(1) of the SEBI (SAST) Regulations.
2. This Offer is not a conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. Other than as set out in Para 7.17 (Statutory and Other Approvals) of Section 7 (Terms and Conditions of the Offer) as on the date of this Draft Letter of Offer, there are no other statutory or other approvals required except for the approval of Reserve Bank of India (RBI) for the consummation of the Transaction (as defined below). In case any other statutory or other approvals become applicable and are required by the Acquirers at a later date before the closure of the Tendering Period (as defined below), this Open Offer shall be subject to receipt of such further approvals.
5. The Offer Price (as defined below) may be subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirers and PAC at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the Escrow Amount (as defined below); (ii) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchange, Reserve Bank of India and the Target Company at its registered office, of such revision. However, the Acquirers and PAC shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. The same price shall be payable by the Acquirers for all the Equity Shares tendered anytime during the Open Offer.
6. The Acquirers and PAC may withdraw the Open Offer in accordance with the terms and conditions specified in section of (Statutory and other Approvals) of Section 7 (Terms and Conditions of the Open Offer) of this DLOF. In the event of such a withdrawal of the Open Offer, the Acquirers (through the Manager) shall, within 2 Working Days of such withdrawal, in the same newspapers in which the DPS had appeared, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and simultaneously inform to SEBI, the Stock Exchange, Reserve Bank of India and the Target Company at its registered office.
7. The Procedure for acceptance is set out in Para 8 of this DLOF. A Form of Acceptance is enclosed with this DLOF.
8. **There has been no competing offer as on date of this Draft Letter of Offer. If there is a competitive offer, then the Offer under all subsisting bids shall open and close on the same date.**
9. A copy of the Public Announcement ("PA"), Corrigendum of Public Announcement, the Detailed Public Statement ("DPS"), Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026), are available on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in, and copy of this Draft Letter of Offer ("DLOF") and Letter of Offer ("LOF") (including the Form of Acceptance cum acknowledgement) will also be available on the website of SEBI at www.sebi.gov.in.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
NOVUS CAPITAL ADVISORS — Empowering Ambitions Elevating Growth	BEETAL
Novus Capital Advisors Private Limited **(Formerly known as Fast Track Finsec Private Limited)** V-116, 1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001	**Beetal Financial and Computer Services Private Limited** Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi-110062
Tel: 011-43029809;	**Tel: +91-11-42959000-09, 29961281-83, 26051061, 26051064**
Website: www.novuscapscom	**Email:** beetal@beetalfinancial.com, beetalrta@gmail.com
Email: mb@novuscaps.com	**Website:** www.beetalfinancial.com
Contact person: Mr. Vikaas Verma	**Contact Person**: Mr. Punit Kumar Mittal
SEBI Registration No.: INM000012500	**SEBI Reg. No:** INR000000262
CIN: U65191DL2010PTC200381	**CIN:** U67120DL1993PTC052486
OFFER OPENS ON: August 20, 2026 (Thursday)	**OFFER CLOSES ON**: September 03, 2026 (Thursday)

TENTATIVE SCHEDULE OF ACTIVITIES PERTAINING TO THE OFFER

Activity	Schedule
	Day and Date
Date of the Public Announcement	June 30, 2026 (Tuesday)
Date of publishing of the DPS	July 07, 2026 (Tuesday)
Date of filing of the draft Letter of Offer with SEBI	July 14, 2026 (Tuesday)
Last date of Public Announcement for a Competing Offer(s)	July 28, 2026 (Tuesday)
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 theManager to the Offer)	August 04, 2026 (Tuesday)
Identified Date*	August 06, 2026 (Thursday)
Last date by which Letter of Offer will be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	August 13, 2026 (Thursday)
Last date by which the Committee of Independent Directors of the Board of Directors of the Target Company shall give its recommendations to the Public Shareholders of the Target Company for this Offer	August 17, 2026 (Monday)
Last date for Upward revision in Offer Price/ Offer Size	August 18, 2026 (Tuesday)
Date of Publication of Offer opening Public Announcement in the newspaper in which DPS has been published	August 18, 2026 (Tuesday)
Date of commencement of Tendering Period ("**Offer Opening Date**")	August 20, 2026 (Thursday)
Date of closure of Tendering Period ("**Offer Closing date**")	September 03, 2026 (Thursday)
Last date for issue of post-offer advertisement	September 10, 2026 (Thursday)
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	September 18, 2026 (Friday)

**Date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations.*

Note:

The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly.

To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. Further, the schedule of activities mentioned above is tentative and based on the assumption that SEBI's comments to the Draft Letter of Offer will be received by August 04, 2026 (Tuesday). Accordingly, the dates for the abovementioned activities, wherever mentioned in this Draft Letter of Offer (including where used to define terms in the "Definitions and Abbreviation" section), are subject to change.

There has been no competing offer as of the date of this Draft Letter of Offer.

RISK FACTORS:

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Public Shareholders are advised to consult their legal advisor, stockbrokers, investment consultants and/or tax advisors, for understanding and analysing all risks associated with respect to their participation in this Offer.

A. RISK RELATING TO THE OFFER

1. The Offer is an Open Offer under the SEBI (SAST) Regulations to acquire up to 1,59,79,920 Equity Shares representing 26% of the Total Voting Equity Share Capital, from the Public Shareholders of the Target Company. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 1,59,79,920 Equity Shares, representing 26% of the Total Voting Equity Share Capital. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Offer will be accepted. The lien marked against the unaccepted Equity Shares tendered by the Public Shareholders shall be released in accordance with the schedule of activities for the Open Offer.

2. Further, The Acquirers may withdraw the Offer in accordance with Regulation 23 (1) (a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.

3. In the event that (a) a statutory and regulatory approval is not received in a timely manner, (b) there is any litigation leading to a "stay" of the Offer, or (c) Such circumstances as, in the opinion of SEBI, merit withdrawal of the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of the Target Company whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI.

4. In accordance with Regulation 23 (1) of the SEBI (SAST) Regulations, this Offer, shall not be withdrawn except under the following circumstances:

   i. where the statutory approvals required for the Open Offer or for effecting the acquisition have been finally refused;
   ii. where the Acquirers has died;
   iii. where any other event beyond the reasonable control of the acquirers prevents them from fulfilling their obligations.
   iv. where any litigation, proceedings or regulatory action has been initiated against the acquirers by any regulatory authority prior to the completion of the Open Offer;
   v. If SEBI determines that circumstances merit the withdrawal of the Offer, in which case SEBI shall issue a reasoned order permitting the withdrawal, which will be published on SEBI's official website.

   In the event of the withdrawal of the open offer, the Acquirers shall, through the Manager to the Offer, within 2 Working Days of such withdrawal, make an announcement in the Newspapers in which the Detailed Public Statement for this Offer was published, providing the grounds and reasons for the withdrawal. Simultaneously with the announcement, the Acquirers shall inform in writing to SEBI, BSE Limited, RBI, and the Target Company at its registered office.

5. In case of over-subscription in the Offer, as per the Regulations, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.

6. Regulation 23(1) of the SEBI (SAST) Regulations, sets out the circumstances under which the offer may stand withdrawn. In the present case, as on the date of this Draft Letter of Offer, there are no apparent circumstances that may warrant a withdrawal of the Offer under Regulation 23(1) of the SEBI (SAST) Regulations. If at a later date, any other statutory or regulatory or other approval/s/ no objections are required, the Offer would become subject to receipt of such other statutory or regulatory or other approval/s/no objections.

7. A lien shall be marked against the shares of the Public Shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the Public Shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Chapter 4 to the SEBI Master Circular for SEBI (SAST) Regulations bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 dated February 16, 2023.

8. Public Shareholders should note that once they have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer, even if the acceptance of Equity Shares under the Offer and dispatch of consideration is delayed. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer and/or Clearing Corporation notwithstanding delay in acceptance of the Equity Shares in this Offer and dispatch of payment consideration. Accordingly, the Acquirers and Manager to the Offer make no assurance with respect to the market price of the Equity Shares of the Target Company before, during

or upon completion of this Offer and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by the Public Shareholders on whether or not to participate in this Offer.

9. The Public Shareholders are advised to consult their respective legal and tax advisors for assessing the tax liability pursuant to the Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers does not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

10. This Offer is subject to completion risks as would be applicable to similar transactions.

B. Relating to the Acquirers:

1) The Acquirers cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.

2) The Acquirers make no assurance with respect to the financial performance of the Target Company and their investment/divestment decisions relating to their proposed shareholding in the Target Company.

3) The Acquirers, PAC and the Manager to the Offer accept no responsibility for the statements made otherwise than in the PA, Corrigendum to PA, the DPS, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026), this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers, excluding such information pertaining to the Target Company, which has been obtained from publicly available sources or provided or confirmed by the Target Company. Any person placing reliance on any other source of information will be doing so at his/ her/ its own risk.

4) The information contained in this DLOF is as of the date of this DLOF unless expressly stated otherwise. The Acquirers, 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.

5) The Acquirers, PAC and the Manager to the Offer make no assurance with respect to the future performance of the Target Company. The Public Shareholders should not be guided by the past performance of the Acquirers while arriving at their decision to participate in the Open Offer. The Acquirers and the Manager to the Offer disclaim any responsibility with respect to any decision of Public Shareholders on whether to participate in the Open Offer or not.

6) The Acquirers and PACs have sufficient means to fulfil the financial obligation of this Open Offer through the internal resources only.

The risk factors set forth above are limited to the Offer and are not intended to cover a complete analysis of all risks perceived in relation to the Offer or in association with the Acquirers but are only indicative and not exhaustive. The risk factors do not relate to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation in the Offer by an eligible shareholder. The Eligible Shareholders are advised to consult their stockbroker, or tax advisor or investment consultant, if any, for further risks with respect to their participation in the Offer.

C. Currency of Presentation

In this Draft Letter of Offer,
1. All references to '₹', 'Rs.', 'Rupees', 'Re', 'Rupee' and 'INR' are references to the official currency of India.
2. Throughout this Draft Letter of Offer, all figures have been expressed in 'Lakhs' unless otherwise specifically stated.
3. Any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

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1. **DEFINITIONS AND ABBREVIATIONS**

Acquirer-1	DP Global Wealth Management LLP (PAN: AAYFD9343F), having LLPIN ACS-4792 a Limited Liability Partnership incorporated on November 04, 2025 having registered office at 50 Ghas Bazar, Pole no. 6305, Ratlam, Madhya Pradesh 457001.
Acquirer-2	Mr. Vikas Kataria, son of Mr. Ratan Lal Kataria, aged about 44 years, Indian Resident, bearing PAN AHCPK6954C, resident of House no. 50, Ghas Bazar, Ratlam, Madhya Pradesh- 457001.
Acquisition Window	The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE Limited, in the form of a separate window
AOA	Articles of Association
Board of Directors	The Board of Directors of the Target Company
Book Value per equity Share	Book value per equity share of the Target Company is calculated by dividing the net-worth by number of equity shares issued and outstanding
BSE	BSE Limited
Buying Broker	Nikunj Stock Brokers Limited, incorporated under the Companies Act, 1956 having its registered office at: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
CDSL	Central Depository Services (India) Limited
CKYC	Central Know your client
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act, 1956	The Companies Act, 1956, as amended or replaced.
Companies Act, 2013	The Companies Act, 2013 to the extent notified by the MCA and in force as of the date of this Draft Letter of Offer.
Depositories	Central Depository Services Limited and National Securities Depository Limited
Detailed Public Statement / DPS	Detailed Public Statement made by the Acquirers which was published in the newspapers on Tuesday, July 07, 2026.
DIN	Director Identification Number
DIS	Delivery Instruction Slip
DIPP	Department of Industrial Policy and Promotion
DP	Depository Participant
DP ID	Depository Participant Identification
Draft Letter of Offer/DLOF	The Draft Letter of Offer dated July 14, 2026 (Tuesday).
DTAA	Double Taxation Avoidance Agreement
ECS	Electronic Clearing Service.
EGM	Extra Ordinary General Meeting
Eligible Shareholders/Persons eligible to participate in the Offer	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except the Acquirers, PAC and the existing Promoters of Target Company, pursuant to and in compliance with the provisions of SEBI (SAST) Regulations, 2011.
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period.
Escrow Account	Escrow Account in the name and style of "DP GLOBAL OPEN OFFER ESCROW ACCOUNT" bearing Account number 000405166776 opened with Escrow Bank
Escrow Agreement	Escrow agreement dated June 30, 2026 between the Acquirers, Escrow Bank and the Manager to the Offer.
Escrow Bank	ICICI BANK LIMITED, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat, PIN – 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400020
Equity Shares / Shares	Fully paid-up equity share(s) of the Target Company, having a face value of INR 2/- (Rupees Two Only)each
Paid Up Equity Share Capital/ Total voting equity share capital	12,29,22,460 (Twelve Crore Twenty-Nine Lakh Twenty-Two Thousand Four Hundred Sixty Only) Fully paid-up Equity Share Capital of the Target Company divided into 6,14,61,230 (Six Crore Fourteen Lakh Sixty One thousand Two Hundred and Thirty Only) Equity shares of face value of ₹2/-(Rupees Two Only) each.
FATCA	Foreign Account Tax Compliance Act
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FI	Financial Institutions
FII	Foreign Institutional Investor
FPI	Foreign Portfolio Investors

Form of Acceptance	Form of Acceptance-cum-Acknowledgement
Fiscal	The financial year from April 1st to March 31st.
FVCI	Foreign Venture Capital Investor
FY	Financial Year ended on March 31
HUF	Hindu Undivided Family
Identified date	The date falling on the 10th Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Public Shareholders of the Target Company to whom the Letter of Offer shall be sent
ISIN	ISIN is the abbreviation for International Securities Identification Number.
IT Act	Income Tax Act, 2025 as amended and modified from time to time.
IFSC	Indian Financial System Code
INR / Rs. / Rupees	Indian Rupees
IPV	In Person Verification
KYC	Know Your Client
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
Listing Regulations/LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
Letter of Offer / LOF	The Letter of Offer dated [●], duly incorporating SEBI's comments on the Draft Letter of Offer
Manager to the Offer/ Merchant Banker	Novus Capital Advisors Private Limited (Formerly known as Fast Track Finsec Private Limited), the Merchant Banker appointed by the Acquirers pursuant to Regulation 12 of the Takeover Regulations having its registered office at V-116, 1st Floor, New Delhi House, 27, Barakhamba Road, New Delhi-110001.
Minimum Public Shareholding	25% (Twenty-five per cent) public shareholding (Minimum Public Shareholding), as determined in accordance with Regulation 38 of the LODR Regulations read with Rule 19A of the Securities Contracts (Regulation) Rules, 1957 (SCRR).
Maximum Consideration	INR 47,93,97,600 /- (Rupees Forty-Seven Crore Ninety-Three Lakh Ninety-Seven Thousand Six Hundred Only), i.e., the total funds required for the Offer (assuming full acceptances) for the acquisition of upto 1,59,79,920 (One Crore Fifty-Nine Lakh Seventy-Nine Thousand Nine Hundred and Twenty) equity shares from the Public Shareholders of the Target Company at the Offer Price of INR 30/- (Rupees Thirty Only) per fully paid- up equity share of face value INR 2/- (Rupees Two Only) each.
MOA	Memorandum of Association of Target Company
MF	Mutual Funds
MoU	Memorandum of Understanding
NA	Not Applicable
NCLT	National Company Law Tribunal
Newspapers	Business Standard (English daily) (All Editions), Business Standard (Hindi daily) (All Editions), and Pratahkal (Marathi Daily) (Mumbai Edition) wherein the Detailed Public Statement dated Tuesday, July 07, 2026, in connection with this Offer, published on behalf of Acquirers, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations.
NRE	Non-Resident External
NRI	Non- Resident Indian
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
Offer / Open Offer	This Open Offer being made by the Acquirers to the Public Shareholders of the Target Company for acquiring upto 1,59,79,920 (One Crore Fifty Nine Lakh Seventy Nine Thousand Nine Hundred And Twenty) fully paid-up equity shares of face value of INR 2/- (Rupees Two only) each representing 26% of the total voting equity share capital on a fully diluted basis of the Target Company, expected as of the tenth (10th) working day from the closure of the Tendering Period at the Offer Price Rs.30/- (Rupees Thirty Only), subject to the terms and conditions mentioned in the PA, Corrigendum to PA, DPS, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026) and Draft Letter of Offer.
Offer Period	The period between the date on which the PA i.e., June 30, 2026, was issued by the Acquirers and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	₹30/- (Rupees Thirty Only) per equity share
Offer Opening Date	August 20, 2026 (Thursday)
Offer Closing Date	September 03, 2026 (Thursday)

Offer Size	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 47,93,97,600 /- (Rupees Forty-Seven Crore Ninety-Three Lakhs Ninety-Seven Thousand Six Hundred Only).
PAC	Mrs. Supriya Kataria is Person(s) Acting in Concert ("PAC").
PAN	Permanent Account Number
PAT	Profit After Tax
PIO	Persons of Indian Origin
Public Announcement/ PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers and PAC on June 30, 2026 in accordance with the Takeover Regulations.
Public Shareholders	In compliance with the provisions of Regulation 7(6) of the Takeover Regulations, all shareholders of the Target Company, registered or unregistered, excluding the Acquirers, the existing Promoters of Target Company, and person acting in concert with the Acquirers
QFI	Qualified Foreign Investor
RBI	Reserve Bank of India
Registrar or Registrar to the Offer	Beetal Financial and Computer Services Pvt. Ltd, incorporated under the Companies Act, 1956 having its registered office at Beetal House, 3rd Floor, 99 Madangir, Behind LSC, Near New Delhi-110062.
SEBI	Securities and Exchange Board of India
SCRR	Securities Contract (Regulations) Rules, 1957
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
SEBI(SAST) Regulations /Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, including amendments thereto.
SEBI Stock Exchange Mechanism Circular	SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by the SEBI, and as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016 issued by the SEBI
Selling Broker	The respective stock brokers of the Public Shareholders through whom Equity Shares shall be tendered under this Offer
Stock Exchange/Stock Exchanges	Stock Exchanges where Equity Shares of the Target Company are listed, i.e., BSE Limited.
Target Company/Company	AMPL Capital Limited (Formerly Known as Credent Global Finance Limited)
Tendering Period	Period commencing from August 20, 2026 (Thursday) to September 03, 2026 (Thursday) (both days inclusive)
TRS	Transaction Registration Slip
Underlying Transaction	Underlying Transaction has the meaning ascribed to it in Paragraph 3.1.3 of Section 3.1 (Background to the Offer) of Section 3 (Details of the Offer) of this Draft Letter of Offer.
Working Day(s)	A working day of SEBI, as defined in regulation 2(1)(zf) of the Takeover Regulations

Note: All terms beginning with a capital letter used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the Takeover Regulations, unless specified otherwise.

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF AMPL CAPITAL LIMITED (FORMERLY KNOWN AS CREDENT GLOBAL FINANCE LIMITED) TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, PAC OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NOVUS CAPITAL ADVISORS PRIVATE LIMITED (FORMERLY FAST TRACK FINSEC PRIVATE LIMITED) HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 14, 2026 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

General Disclaimer

THIS DRAFT LETTER OF OFFER TOGETHER WITH THE DPS, THE PA AND THE CORRIGENDUM TO PA, CORRIGENDUM TO PA AND DPS (TO BE PUBLISHED IN NEWSPAPERS ON JULY 15, 2026) IN CONNECTION WITH THE OFFER, HAS BEEN PREPARED FOR THE PURPOSES OF COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS OF INDIA, INCLUDING THE SEBI ACT AND THE SEBI (SAST) REGULATIONS, AND HAS NOT BEEN REGISTERED OR APPROVED UNDER ANY LAWS OR REGULATIONS OF ANY COUNTRY OUTSIDE OF INDIA. THE DISCLOSURES IN THIS DRAFT LETTER OF OFFER AND THE OFFER PARTICULARS INCLUDING BUT NOT LIMITED TO THE OFFER PRICE, OFFER SIZE AND PROCEDURES FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER IS GOVERNED BY SEBI (SAST) REGULATIONS, AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS OF INDIA, THE PROVISIONS OF WHICH MAY BE DIFFERENT FROM THOSE OF ANY JURISDICTION OTHER THAN INDIA. 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 OF INDIA. THE INFORMATION CONTAINED IN THIS DRAFT LETTER OF OFFER IS AS OF THE DATE OF THIS DRAFT LETTER OF OFFER UNLESS EXPRESSLY STATED OTHERWISE. THE ACQUIRERS, THE MANAGER TO THE OFFER AND ANY PERSONS DEEMED TO BE ACTING IN CONCERT WITH THE ACQUIRERS ARE UNDER NO OBLIGATION TO UPDATE THE INFORMATION CONTAINED HEREIN AT ANY TIME AFTER THE DATE OF THIS DRAFT LETTER OF OFFER.

NO ACTION HAS BEEN OR WILL BE TAKEN TO PERMIT THIS OFFER IN ANY JURISDICTION WHERE ACTION WOULD BE REQUIRED FOR THAT PURPOSE. THE LETTER OF OFFER SHALL BE DISPATCHED TO ALL PUBLIC SHAREHOLDERS HOLDING THE EQUITY SHARES WHOSE NAMES APPEAR IN THE RECORDS OF DEPOSITORIES, AT THEIR STATED ADDRESS, AS OF THE IDENTIFIED DATE. HOWEVER, RECEIPT OF THE LETTER OF OFFER 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 THE LETTER OF OFFER UNDER ANY LOCAL SECURITIES LAWS OF SUCH JURISDICTION), 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.

PERSONS IN POSSESSION OF THE LETTER OF OFFER ARE REQUIRED TO INFORM THEMSELVES OF ANY RELEVANT RESTRICTIONS IN THEIR RESPECTIVE JURISDICTIONS. 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 AUTHORISED UNDER THE PROVISIONS OF ANY APPLICABLE LOCAL LAWS, RULES, REGULATIONS AND STATUTES TO PARTICIPATE IN THIS OFFER.

3 DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open offer, being a mandatory offer is being made by the Acquirers and Person acting in concert, to the public shareholders of the Target Company with an intention to acquire substantial acquisition of Equity Shares and Voting Rights of the Target Company in accordance with Regulations 3(1) of the SEBI (SAST) Regulations.

3.1.2 The Acquirer-1 has undertaken market purchases of 6,16,264 equity shares at a price of INR 30 per equity share, in one or more tranches, aggregating to a total consideration not exceeding INR 1,84,87,920/-. Pursuant to such acquisition the aggregate shareholding and voting rights of Acquirers along with PAC have increased beyond the threshold limit prescribed under Regulation 3(1) of the SAST Regulations, thereby triggering the obligation to make an open offer. Accordingly, this Offer is being made to the public shareholders of the Target Company.

Consequently, the aggregate voting rights of the Acquirers and PAC have increased from **24.32% to 25.32%**, representing **1,55,61,357 equity shares** of the Target Company. The acquisitions were carried out through stock exchange transactions in one or more tranches. All such acquisitions have been undertaken in compliance with applicable laws, including the SAST Regulations.

3.1.3 The details of the Underlying Transaction are set out below:

Details of underlying transaction						
Type of Transaction	**Mode of Transaction**	**Shares/ Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares /Voting Rights acquired**	**Mode of payment**	**Regulation which has triggered**
		Number	**% vis a vis total equity / voting Capital**			
Direct Acquisition	Market Purchase – **Acquirer-1,** placed purchase orders with their stock Broker on June 30, 2026 ("Purchase Order") to acquire 6,16,264 Equity Shares at a price of INR 30 per equity share, in one or more tranches, aggregating to a total consideration not exceeding INR 1,84,87,920.	6,16,264 Equity Shares	1 % of Total equity share capital	INR 1,84,87,920	Cash	Regulation 3(1) of SEBI (SAST) Regulation

3.1.4 Pursuant to the completion of the open offer, Acquirers shall be inducted as the Promoter of the Target Company and they shall exercise joint control over the Target Company along with existing promoters, subject to the compliance of SEBI (LODR) Regulations.

3.1.5 The Offer is not a competing offer under Regulation 20 of SEBI (SAST) Regulations.

3.1.6. As on the date of the DLOF, following are the details of the Acquirers and PAC holding of Equity Shares in the Target Company:

	Acquirer-1	**Acquirer-2**	**PAC**	**Total**
Name of Acquirer	**DP Global Wealth Management LLP**	**Vikas Kataria**	**Supriya Kataria**	
Present holding in the Target Company	93,60,205 Equity Shares 15.23% of Total Share Capital	12,44,948 Equity Shares 2.03% of Total Share Capital	49,56,204 Equity Shares 8.06% of Total Share Capital	1,55,61,357 Equity Shares 25.32% of Total Share Capital

3.1.7. Upon completion of this Offer and assuming full acceptance, the Acquirers along with PAC will hold 3,15,41,277Equity Shares representing 51.32% of total issued paid up equity share capital of the Target Company. Thus, pursuant to this Offer, the public shareholding in the Target Company will be reduced from the minimum public shareholding required as per Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957 as amended and as per Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), the Acquirers undertakes that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of Securities Contracts (Regulation) Rules, 1957 as amended, the Listing Agreement or corresponding provisions of the LODR Regulations and the Regulation 7(4) and 7(5) of SEBI (SAST) Regulations.

3.1.8. The primary purpose of the acquisition is to make an investment in the Target Company through the acquisition of substantial shares and voting rights. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirers cannot ascertain the repercussions, if any, on the employees and locations of the business place of the Target Company. Further, the Acquirers reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure that may affect the larger interest of the shareholders will be done with prior approval of shareholders at a general body meeting of Target Company in accordance with regulation 25(2) of SEBI (SAST) Regulations, and in accordance with the laws applicable. The Acquirers may diversify, reorganize and/or streamline the business of Target Company for commercial reasons and operational efficiencies.

3.1.9. The Acquirers and PACs have not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

3.1.10. There are no directions subsisting or proceedings pending against the Manager to the Open Offer under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

3.1.11. The Board of the Target Company shall in accordance with Regulation 26(6) of the SEBI SAST Regulations, constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company. In accordance with Regulation 26(7), the committee of independent directors of the Target Company shall provide its written reasoned recommendations on this Open Offer to shareholders of Target Company and the Target Company shall publish such recommendation at least two working days before the commencement of the tendering period, in the same newspapers where the Detailed Public Statement (DPS) of the Offer was published.

3.1.12. The Offer Price shall be payable in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.

3.1.13. This Offer is not made pursuant to any indirect acquisition, arrangement or agreement and is not a conditional offer.

3.1.14. The Offer is not a result of global acquisition resulting in indirect acquisition of equity shares of the Target Company.

3.1.15. As on the date of this DLOF, DP Global Wealth Management LLP (Acquirer-1) holds 93,60,205 (Ninety-Three Lakh Sixty Thousand Two Hundred and Five) equity shares of the Target Company, representing 15.23% of the total equity share capital of the Target Company. Mr. Vikas Kataria (Acquirer-2) is a Designated Partner of DP Global Wealth Management LLP. He is also an Executive Director of the Target Company and holds 12,44,948 (Twelve Lakh Forty-Four Thousand Nine Hundred and Forty-Eight) equity shares of the Target Company.

Ms. Supriya Kataria, (PAC) spouse of Mr. Vikas Kataria holds 49,56,204 (Forty-Nine Lakh Fifty-Six Thousand Two Hundred and Four) equity shares of the Target Company.

3.1.16. There is no separate arrangement for the acquisition of control over the Target Company.

3.2. DETAILS OF THE PROPOSED OFFER

3.2.1. In accordance with Regulation 13 and 14 of the Takeover Regulations, on behalf of the Acquirers and PAC, the Manager to the Offer have submitted, a copy of the PA dated June 30, 2026 to BSE, SEBI, RBI and Target Company on June 30, 2026 via e-mail and on July 01, 2026 through registered post.

Further, we have sent the Corrigendum to PA dated July 02, 2026, Corrigendum to PA and Detailed Public Statement ("DPS"), proposed to be published in the newspapers on July 15, 2026, shall also be submitted to BSE, SEBI, RBI, and the Target Company via e-mail.
Further, the DPS which was published on Tuesday, July 07, 2026, which appeared in the following newspapers:

Publication	Language	Editions
Business Standard	English	All Edition
Business Standard	Hindi	All Edition
Pratahkal	Regional	Mumbai Edition

Note: The DPS published on July 07, 2026 is also available on the website of SEBI at [www.sebi.gov.in.](www.sebi.gov.in), website of BSE Limited at www.bseindia.com and website of Manager to the Issue at www.novuscaps.com.

3.2.2. This Open Offer is being made by the Acquirers and PAC to all the Public Shareholders of the Target Company to acquire up to 1,59,79,920 (One Crore Fifty Nine Lakh Seventy Nine Thousand Nine Hundred And Twenty) fully paid Equity Shares of face value of ₹2/- each ("Offer Shares"), representing 26% of the Total Voting Equity Share Capital of the Target Company at a price of ₹ 30/- (Rupees Thirty Only) per Equity Share ("Offer Price"), aggregating up to ₹ 47,93,97,600 /- (Rupees Forty-Seven Crore Ninety-three Lakh Ninety-Seven Thousand Six Hundred Only), ("Offer" or "Open Offer").

3.2.3. The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in this Draft Letter of Offer and the Letter of Offer.

3.2.4. The Equity Shares of the Target Company will be acquired by the Acquirers under this offer as fully paid up, free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.

3.2.5. As of the date of this Draft Letter of Offer, there are no partly paid-up Equity Shares of the Target Company. Further, except for 76,00,000 convertible equity warrants, the Target Company has not issued any other outstanding convertible instruments. As none of the said warrants have been allotted, they have not been considered for the purpose of computing the voting rights of the Target Company.

3.2.6. This Offer is not conditional on any minimum level of acceptance and is not a competing offer in terms of Regulations 19 and 20 respectively of the SEBI (SAST) Regulations, 2011.

3.2.7. There is no differential pricing for Equity Shares under the Offer.

3.2.8. The Acquirers and PAC have not acquired any Equity Shares of the Target Company after the date of the PA, i.e., June 30, 2026 up to the date of this Draft Letter of Offer, except as already disclosed in the Public Announcement ("PA") and Corrigendum to PA and DPS.

The Acquirers and PAC shall disclose during the Offer Period any acquisitions made by the Acquirers of any Equity Shares of the Target Company in the prescribed form, to each of the Stock Exchange and to the Target Company at its registered office within 24 (twenty-four) hours of such acquisition, in accordance with Regulation 18(6) of the SEBI SAST Regulations.

3.2.9. The Manager to the Open Offer, Novus Capital Advisors Private Limited (Formerly known as Fast Track Finsec Private Limited) (hereinafter referred to as the "Manager to the Offer"), does not hold any Equity Shares of the Target Company as on the date of its appointment as the Manager to the Offer and as on the date of this Draft Letter of Offer ("DLOF").

The Manager to the Offer further declares and undertakes that it shall not deal, on its own account, in the Equity Shares of the Target Company during the period commencing from the date of its appointment as the Manager to the Offer until the expiry of 15 (Fifteen) days from the date of closure of the Offer, in accordance with Regulation 27(6) of the SEBI (SAST) Regulations.

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

3.2.11. The Acquirers shall not be eligible to make voluntary delisting offer under 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 the Takeover Regulations.

3.3. OBJECTS OF THE ACQUISITION /OFFER

3.3.1. The primary purpose of the acquisition is to make an investment in the Target Company through the acquisition of substantial shares and voting rights. Upon successful completion of the Open Offer and subject to compliance with the applicable provisions of law, the Acquirers shall be reclassified as promoters of the Target Company and shall exercise joint control over the Target Company alongside the existing promoters.

3.3.2. The Acquirers has no plans to alienate any material assets of the Target Company whether by sale, lease, encumbrance or otherwise outside the ordinary course of business of the Target Company. In the event that any substantial assets of the Target Company are proposed to be sold, disposed off or otherwise encumbered in the succeeding 2 (two) years from the date of closure of the Open Offer, the Acquirers undertake that they shall do so only upon receipt of prior approval of the shareholders of the Target Company through special resolution by way of a postal ballot in terms of proviso to Regulation 25(2) of the Takeover Regulations and subject to applicable laws as may be required.

3.3.3. The Acquirers reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with the laws applicable. The Acquirers may reorganize and/or streamline existing businesses or carry on additional businesses for commercial reasons and operational efficiencies.

3.3.4. There is no likelihood of any material impact on the employment or location of the Target Company's business.

4. BACKGROUND OF THE ACQUIRERS & PAC

4.1. DP Global Wealth Management LLP ("Acquirer 1") (PAN: AAYFD9343F)

4.1.1. DP Global Wealth Management LLP, is a Limited Liability Partnership incorporated on November 04, 2025 under the Limited Liability Partnership Act, 2008 bearing LLP identification number ("LLPIN") - ACS 4792. The Registered Office of the LLP is situated at 50 Ghas bazar, Pole no. 6305, Ratlam, Madhya Pradesh, 457001. There has been no change in the name of the LLP since its incorporation.

4.1.2. DP Global Wealth Management LLP was incorporated with the object of –

1. To carry on the business of wealth and asset management, investment holding, financial consulting and proprietary investment activities including but not limited to investing, acquiring, subscribing, holding or otherwise dealing in shares, stock, bonds, debenture, mutual fund, unit, government securities, derivatives and financial instruments.

2. To make strategic and financial investments, including in related or group companies or undertaking, by way of equity participation, unsecured loans, convertible instruments, partnership interests, joint ventures or other structured investments, as permitted under applicable laws.

3. To undertake treasury operations, capital deployment and fund management for the LLP or group entities and to manage, allot or deploy capital among various asset classes from India or abroad.

4.1.3. Details of Designated partners of Acquirer-1 are as follows:

Name	Holding	Date of Appointment	DIN	Qualification	Experience
Vikas Kataria	49%	November 04, 2025	02855136	Bachelors in Commerce and Master of International Business	He has more than 20 years of experience in jewellery industry
Santosh Kataria	49%	November 04, 2025	02855068	Bachelors of Technology	He has more than 25 years of experience in jewellery industry

4.1.4. The summary of Key Financial Information based on Certified Provisional Balance Sheet as at June 27, 2026 and for the period ended June 27, 2026 of the Acquirer-1, are as under:

(In lakhs)

Profit and loss	
Particulars	**For the period ended June 27, 2026**
Income from operations	(202.51)
Other Income	22.68
Total income	(179.84)
Total expenditure	**16.40**
Profit Before Depreciation Interest and Tax	(196.24)
Depreciation	-
Interest	-
Profit before tax	(196.24)
Provision for tax	-
Profit after tax	**(196.24)**
Balance Sheet Statement	
Source of funds	
Partner's Funds	1641.01
Non-Current liabilities	-
Current liabilities	1235.32
Total	**2876.33**
Uses of funds	
Net fixed assets	-
Investments[1]	1750.90
Net current assets[2]	646.61
Total miscellaneous expenditure not written off	196.24
Total	**2593.75**

[1] Investments includes both current and on current investments.

[2] Net Current Assets is Current Assets minus Current Liabilities.

**The LLP was incorporated on November 04, 2025, accordingly there are no prior period financials. The financials are certified by M/s S. M. Moonat & Co., Chartered Accountants bearing firm registration no. 04662C having its office at 21, Nazar Bagh Bank Colony, Ratlam, Madhya Pradesh-457001.*

4.1.5. As on the date of this DLOF, DP Global Wealth Management LLP holds 93,60,205 (Ninety-Three Lakh Sixty Thousand Two Hundred and Five) equity shares of the Target Company, representing 15.23% of the total equity share capital of the Target Company. Mr. Vikas Kataria is a Designated Partner of DP Global Wealth Management LLP. He is also an Executive Director of the Target Company and holds 12,44,948 (Twelve Lakh Forty-Four Thousand Nine Hundred and Forty-Eight) equity shares of the Target Company.

4.2. MR. VIKAS KATARIA ("Acquirer 2") (PAN: AHCPK6954C)

4.2.1. Mr. Vikas Kataria, son of Mr. Ratan Lal Kataria, aged about 44 years, Indian Resident, R/o House no.50, Ghass Bazaar, Ratlam, Madhya Pradesh 457001. Acquirer can be contacted via telephone at +91 7208190060 and email address being 'vikaskatariya@gmail.com'.

4.2.2. Acquirer-2 has a degree of Bachelors in Commerce from Vikram University, Ujjain and Master of International Business from Devi Ahilya Vishwavidyalaya, Indore, Madhya Pradesh and possess more than 20 years' experience in jewellery industry.

4.2.3. The acquirer has obtained DIN 02855136 and is currently serving a Director in the following Companies:

S. No.	Name of Company	Designation
1.	AMPL Capital Limited (Formerly known as Credent Global Finance Limited)	Director
2.	Namaskar Castings Private Limited	Director
3.	Everence Technologies Private Limited	Director

Only AMPL Capital Limited (Formerly known as Credent Global Finance Limited), (Target company) is a listed entity.

4.2.4. The net-worth of Acquirer-2 as on March 30, 2026 stands at ₹ 67,63,95,808/-(Rupees Sixty-Seven Crore Sixty-Three Lakh Ninety Five Thousand Eight Hundred and Eight Only) as certified by CA Nilesh Asava, Jeevan Jagetiya & Co., Chartered Accountants, holding membership number 142577 and Firm Registration Number is 121335W, vide certificate dated June 26, 2026.The firm has its office located at 210, Shilp-II, Above HDFC Bank, Nr. Sales India, Income tax, ashram road, Ahmedabad-380009.This certification also confirms that Acquirer has sufficient resources to meet the full obligations of the Offer.

4.2.5. Mr. Vikas Kataria is Executive Director of the Target Company and holds 12,44,948 (Twelve Lakh Forty-Four Thousand Nine Hundred and Forty-Eight) equity shares of the Target Company.

4.3. MS. SUPRIYA KATARIA ("PERSON ACTING IN CONCERT/PAC") (PAN: ASFPK5555M)

4.3.1. Mr. Supriya Kataria, wife of Mr. Vikas Kataria (Acquirer-2), aged about 40 years, Indian Resident, R/o House no.50, Ghas Bazar, Ratlam, Madhya Pradesh 457001. Person acting in concert can be contacted via telephone at +91 7208190060 and email address being 'vikaskatariya@gmail.com'.

4.3.2. She has completed her senior secondary examination in the year 2002 from St. Joesph's Convent Sr. Sec. School, Ratlam, Madhya Pradesh.

4.3.3. She has DIN 09480623 and is currently serving as a director in the following Company:

. No.	Name of Company	Designation
1.	D.P. Jewelline Private Limited	Director

4.3.4. The net-worth of PAC as on March 30, 2026 stands at ₹ 5,46,38,107/-(Rupees Five Crore Forty-Six Lakh Thirty-Eight Thousand One Hundred and Seven Only) as certified by CA Nilesh Asava, Jeevan Jagetiya & Co., Chartered Accountants, holding membership number 142577 and Firm Registration Number is 121335W, vide certificate dated June 26, 2026. The firm has its office located at 210, Shilp-II, Above HDFC Bank, Nr. Sales India, Income tax, ashram road, Ahmedabad-380009.

4.3.5. Ms. Supriya Kataria holding 49,56,204 (Forty-Nine Lakh Fifty-Six Thousand Two Hundred and Four) equity shares of the Target Company, is the spouse of Mr. Vikas Kataria (Acquire-2), Executive Director of the Target Company.

4.4. **Declarations by Acquirers/PAC:**

4.4.1. The Acquirer-1, DP Global Wealth Management LLP has acquired 77,48,691 equity shares and PAC, Ms. Supriya Kataria has acquired 62,000 equity shares of Target Company i.e. AMPL Capital Limited (Formerly known as Credent Global Finance Limited) during the preceding 12 months from the date of PA. Pursuant to the completion of the open offer the Acquirers shall be reclassified as new promoter of the Target Company and to be in joint control over the Target Company along with the existing promoters, subject to the compliance of SEBI (LODR) Regulations.

4.4.2. With the exception of the following circumstances, the Acquirers maintains no other relations or interests with the Target Company:

(a) Acquirer-2 is an executive director on the Board of Directors of the Target Company.

(b) Both the Acquirers and Person acting in concert are existing shareholders of the Target Company.

4.4.3. The Acquirers are not forming part of the present promoter and promoter group of the Target Company.

4.4.4. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of the Securities and Exchange Board of India Act, 1992, or under any other Regulations made under the Securities and Exchange Board of India Act, 1992, and/ or by any other regulatory authority.

4.4.5. The Acquirers have not been categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1) (ze) of the SEBI (SAST) Regulations.

4.4.6. The Acquirers have not been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.4.7. In terms of Regulation 25(4) of SEBI (SAST) Regulations, the Acquirers and PAC shall not sell the Equity Shares of the Target Company held by them, during the Open Offer period.

4.4.8. As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% of the public shareholding, on continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with the BSE Limited read with Rule 19A of the SCRR, the acquirers hereby undertake that the Target Company shall satisfy the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time.

4.4.9. The Acquirers does not have any intention to delist the Target Company pursuant to this Offer.

5. BACKGROUND OF THE TARGET COMPANY: AMPL Capital Limited (Formerly known as Credent Global Finance Limited) ("Target Company") (PAN: AAACO1422B)

5.1. The Target Company was incorporated under the provisions of the Companies Act, 1956 on February 27, 1991. The Corporate Identification Number of Target Company is L65910MH1991PLC404531.

5.2. The Company was initially incorporated as a Limited company on February 27, 1991 with the name and style of "OFL Finanz Limited. Later, the name of the company was changed to "Oracle Credit Limited" vide certificate issued by ROC, Haryana dated August 09, 1995. Thereafter on April 06, 2023, the name of the company was changed to "Credent Global Finance Limited". And further the name is changed to 'AMPL Capital Limited' vide RoC certificate dated June 20, 2026.

5.3. Presently, Registered Office and Corporate Office of the Target Company is situated at Unit No. 1216, 12th Floor, C-wing, One BKC, G Block, Opposite Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051.

5.4. As on date of this DLOF, the Authorised Share Capital of the Company is INR 25,00,00,000 /- (Rupees Twenty-Five Crore Only) divided into 12,50,00,000 Equity Shares of INR 2/- (Rupees Two Only) each. The Issued, Subscribed and Paid-up Capital of the Target Company is ₹ 12,29,22,460/- (Rupees Twelve Crores Twenty-Nine Lakh Twenty-Two Thousand Four Hundred and Sixty Only) divided into 6,14,61,230 Equity Shares of face value INR 2/- (Rupees Two Only) each.

5.5. Presently, the Equity Shares of the Target Company have been listed on Main Board of BSE Limited ("BSE") with Scrip Code 539598. The ISIN of the Target Company is INE727C01024.The Target Company was listed on BSE on January 28, 2016.

5.6. The main objects of the Company as set out in its Memorandum of Association ("MOA"), are to carry on the business of financing and lending (excluding banking), stock and securities broking, dealing and agency services, merchant banking, portfolio management, issue management, underwriting and related capital market intermediary services, registrar and share transfer agency services, venture capital and technology funds, seed capital and risk technology funding, debenture trusteeship, discount house activities, and leasing and hire purchase of household, industrial, commercial, office, real estate and other movable and immovable assets.

5.7. As on the date of this DLOF there are no: (i) partly paid Equity Shares; and (ii) no outstanding convertible securities which are convertible into Equity Shares (such as depository receipts, fully convertible debentures, warrants, or employee stock options), issued by the Target Company except 76,00,000 (Seventy-Six Lakh) Convertible Equity Warrants ("Warrants") issued by the Target Company and approved by the members of the Company at their meeting held on July 06, 2026. As on the date of this Draft Letter of Offer, none of the said warrants have been allotted. Accordingly, the 76,00,000 warrants have not been considered for the purpose of calculating the voting rights of the Target Company.

5.8. The issued, subscribed and paid-up equity share capital of the Target Company is listed on the BSE.

5.9. As on date of this DLOF, the Target Company has the following subsidiaries and does not have any holding company:

a. AMPL Wealth Management Private Limited (Formerly Known as Credent Investment Private Limited)
b. AMPL Capital Advisors Private Limited (Formerly Known as Credent Property Advisory Private Limited)
c. AMPL Asset Management Private Limited (Formerly Known as Credent Asset Management Services Private Limited)

Further, Credent Alpha LLP is an associate entity of the Target Company, and Essel Finance Advisors and Managers LLP is a step-down subsidiary of the Target Company.

5.10. There has been no merger, de-merger and spin off in the last three years in the Target Company.

5.11. The shares of the Target Company are not suspended from Trading as on this date.

5.12. As on March 31, 2026, the equity shares held by the promoters and public shareholders of the Target Company were not pledged.

5.13. As on the date of PA, the Equity Shares of the Target Company are frequently traded within the meaning of Regulation 2(1)(j) of the SEBI(SAST) Regulation, 2011.

5.14. The Target Company has complied with the requirements of the Listing Agreement with BSE.

5.15. The details of Share Capital Structure of Target Company as on the date of DLOF are as follows:

Particulars	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	6,14,61,230	100
Partly paid-up Equity Shares	Nil	Nil
Total Equity Shares	6,14,61,230	100
Total Voting Rights in the Target Company	6,14,61,230	100

5.16. Presently, the Board of Directors of the Target Company comprises of:

Name	DIN	Designation
Mr. Aditya Vikram Kanoria	07002410	Managing Director
Ms. Sulabh Jain	07739598	Independent Director
Mr. Mohit K Chheda	06594845	Director
Mr. Mandeep Singh	06395827	Director
Mr. Shubhangi Agarwal	08135535	Independent Director
Mr. Vikas Kataria	02855136	Director
Mr. Navneet Kumar	10725183	Independent Director

(*Source: MCA & BSE website)*

5.17. Brief financial information of the Target Company for the financial year ended on March 31, 2026, March 31, 2025 and March 31, 2024 are given below:

(INR in Lakhs)

Particulars	Financial Year Ended March 2026		Financial Year Ended March 2025		Financial Year Ended March 2024	
	(Audited Standalone)	(Audited Consolidated)	(Audited Standalone)	(Audited Consolidated)	(Audited Standalone)	(Audited Consolidated)
Profit & loss statement						
Total miscellaneous expenditure not written off	-	-	-	-	-	-
Revenue from operations	4251.07	4357.73	981.20	1465.37	695.60	1237.00
Other income	162.71	514.17	21.67	349.33	0.13	40.29
Total income	4413.78	4871.90	1002.87	1814.70	695.72	1277.29
Dividend (%)	-	-	-	-	-	-
Total expenditure	697.94	1533.39	715.40	2425.65	385.76	1146.99
Earnings Per Share	5.32	4.76	0.42	(1.31)	0.47	0.30
Profit before Depreciation	3779.58	3459.42	351.45	(465.58)	353.4	115.90
Return on Networth	21.59	18.23	3.36	(9.02)	3.36	1.84
Interest and tax	1157.54	1154.02	239.09	289.39	190.21	117.21
Book value per share	21.07	22.32	12.51	14.52	12.29	14.14
Depreciation	63.74	120.92	63.98	145.37	43.44	101.50

Interest	237.97	316.31	168.16	226.54	92.61	236.38
Profit/(Loss) Before Tax	3715.84	3338.50	287.47	(610.95)	309.96	14.40
Less : Tax expense	919.57	837.71	70.93	62.85	97.60	(119.17)
Profit After Tax	**2796.27**	**2500.79**	**216.53**	**(673.80)**	**212.36**	**133.56**
Balance Sheet						
Source of funds:						
Paid up share capital	1229.22	1229.22	1029.22	1029.22	1029.22	1029.22
Reserves and surplus	11722.64	12489.52	5407.49	6444.51	5294.24	6247.22
Net worth	12951.86	13718.74	6436.71	7473.73	6323.46	7276.44
Secured loans	596.00	**	873.82	1103.38	Nil	260.15
Unsecured loans	938.97	**	600.00	865.00	1155.56	1860.60
Total	**27438.69**	**2743748**	**14347.24**	**16915.84**	**13802.48**	**16673.63**
Uses of funds:						
Net fixed assets*	341.67	912.28	173.24	822.41	58.05	758.11
Investments	11144.70	10714.68	1897.37	1849.61	1102.52	3317.02
Net Current Assets	**	**	268.69	1174.64	60.90	(28.10)
Total	**11486.37**	**11626.96**	**2339.30**	**3846.66**	**1221.47**	**4047.03**

**Net fixed assets include Property plant and equipment and right to use assets.*
*** This figure has not been uploaded on BSE website.*

5.18. Pre and Post Offer shareholding pattern of the Target Company as on the date of this Draft Letter of Offer is as under:

Shareholder's Category	**Shareholding/voting rights prior to the ~~Agreement/~~Acquisition and open offer**		**Shares/ Voting rights acquired under the purchase order, which triggered off the SEBI (SAST) Regulations**		**Shares/ Voting rights to be acquired in this open offer (Assuming full Acceptance)**		**Shareholding after the acquisition and offer**	
	(A)		**(B)**		**(C)**		**(A)+(B)+(C)=(D)**	
	No.	**%#**	**No.**	**%#**	**No.**	**%#**	**No.**	**%#**
1. Promoters								
Aditya Vikram Kanoria	80,73,210	13.14	-	-	-	-	80,73,210	13.14
Mandeep Singh	79,24,535	12.89	-	-	-	-	79,24,535	12.89
Total (1)	**1,59,97,745**	**26.03**	**-**	**-**	**-**	**-**	**1,59,97,745**	**26.03**
2. Acquirers								
a. Main Acquirers								
DP Global Wealth Management LLP	87,43,941	14.23	6,16,264	1.00	1,51,80,924	24.70	2,45,41,129	39.93
Vikas Kataria	12,44,948	2.03	-	-	7,98,996	1.30	20,43,944	3.33
b. PAC								
Supriya Kataria	49,56,204	8.06	-	-	-	-	49,56,204	8.06
Total (2)	**1,49,45,093**	**24.32**	**6,16,264**	**1.00**	**1,59,79,920**	**26.00**	**3,15,41,277**	**51.32**
3. Parties to agreement other than (1) & (2)	-	-	-	-	-	-	-	-
4. Public (other than ~~parties to the agreement,~~Acquirers & PAC)	-	-	-	-	-	-	-	-
a. FIs/MFs/FIIs/Banks, SFIs	**3,05,18,392**	49.65	**(6,16,264)**	(1.00)	(1,59,79,920)	(26.00)	1,39,22,208	22.65

b. Others								
Total (4) (a+b)	**3,05,18,392**	49.65	**(6,16,264)**	(1.00)	**(1,59,79,920)**	**(26.00)**	1,39,22,208	**22.65**
GRAND TOTAL(1+2+3+4)	**6,14,61,230**	**100**	**NIL**	**NIL**	**NIL**	**NIL**	**6,14,61,230**	**100**

 # As a percentage of the Total Voting Equity Share Capital of the Target Company.

*Further, assuming full acceptance of open offer, the aggregate shareholding of the Acquirers and PAC upon completion of the open offer will be **3,15,41,277** equity shares, i.e. 51.32 % of the Total Voting share capital of the Target Company.*

Note:

1. *The actual Post-Offer Shareholding of Public would depend on the response and acceptance of the shareholders to this Open Offer.*
2. *The number of Shareholders in the Target Company in public category is 4560 as March 31, 2026 (Sources: www.bseindia.com).*
3. *Pursuant to the completion of open offer the Acquirers shall become Promoters of the Target Company along with the existing Promoters of the Company, subject to receipt of necessary approvals required in terms of Regulation 31A of the SEBI (LODR) Regulations and the satisfaction of conditions prescribed therein. Further, pursuant to completion of this Open Offer, if the shareholding of the public shareholders in the Target Company falls below the minimum public shareholding requirement as per Rule 19A of the SCRR read with the SEBI (LODR) Regulations, the Acquirers will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirers*

5.19. The Stock exchange, (BSE Limited) has levied fine amounting Rs. 1,47,500/- on the target company for late submission of financial results and non-submission of consolidated cash flow statements for the quarter and year ended March 31, 2022. The same was duly paid by the company and the company complied with applicable requirements.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. As on the date of this DLOF, the Equity Shares of Target Company are presently listed only on BSE (**Scrip Code: 539598 and Scrip Id: AMPL**). The ISIN of Equity Shares of the Target Company is INE727C01024. The Target Company was listed on BSE on January 28, 2016.

6.1.2. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA (i.e. June 2025 to May 2026) is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	June 2025 to May 2026	1,18,01,876	6,14,61,230	19.20

(Source: www.bseindia.com)

6.1.3. The Offer Price of Rs. 30/- per equity share is justified, in terms of Regulation 8(2) (e) of the SEBI (SAST) Regulations being higher than the highest of the following parameters:

A	Highest Negotiated Price per equity share for any acquisition under the Share Purchase Agreement ("SPA") attracting the obligation to make the PA	Not Applicable
B	The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA	29.78
C	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA	30.00
D	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges where the maximum volume of trading in the shares of the Target Company are recorded during such period	29.48
E	Where the shares are not frequently traded, the price determined by Acquirer and the Manager 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	Not Applicable

F	The per equity share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable

6.1.4. In view of the parameters considered and presented in the table above, in the opinion of the Manager to the Offer and Acquirers confirms that the Offer price of ₹ 30/- (Rupees Thirty Only) per fully paid-up equity share is justified in terms of Regulation 8(2) of SEBI (SAST) Regulations, 2011.

6.1.5. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations. (Source: BSE website)

6.1.6. There has been no revision in the Offer Price or to the size of this Offer as on the date of this DLOF.

6.1.7. The Acquirers and PAC may, in terms of Regulation 18(4) of the Takeover Regulations, make upward revision of the Offer Price at any time prior to the commencement of the last 1 (one) working day before the commencement of the Tendering Period. If there is any such upward revision in the Offer Price by the Acquirers or in case of withdrawal of Offer, the same would be informed by way of a public announcement in the same newspapers where the DPS is published. Such revision in the Offer Price would be payable by the Acquirers for all the equity shares validly tendered at any time during the Offer. In case of upward revision in the Offer Price, the value of the Escrow Account (as defined later) shallbe computed on the revised consideration calculated at such 'revised' Offer Price and any additional amount required will be funded via cash in the Escrow Account (as defined later) by the Acquirers prior to effecting such revision, in accordance and in compliance with Regulation 17(2) of the Takeover Regulations. Simultaneously with the issue of the public announcement, the Acquirers will also inform the Stock Exchanges, SEBI, RBI and the Target Company at its registered office of such revision in terms of Regulation 18(5) of the Takeover Regulations.

6.1.8. If the Acquirers and PAC acquire Equity Shares of the Target Company during the period of 26 (twenty-six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (sixty) days from the date of such acquisition.

6.1.9. In the event of further acquisition of equity shares of the Target Company by the Acquirers and PAC during the Offer period, by purchase of equity shares of the Target Company 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 Takeover Regulations. However, the Acquirers and PAC shall not be acquiring any equity shares of the Target Company after the 3rd (third) working day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

6.2. Financial Arrangement

6.2.1. The Total consideration for the Open Offer, assuming full acceptance i.e., for the acquisition of up to 1,59,79,920 (One Crore Fifty-Nine Lakh Seventy-Nine Thousand Nine Hundred and Twenty Only) Equity Shares, at an Offer price of ₹ 30/- (Rupees Thirty Only) per Equity Share is ₹ 47,93,97,600 (Rupees Forty-Seven Crore Ninety-Three Lakhs Ninety-Seven Thousand Six Hundred Only) **("Offer Consideration").**

6.2.2. The net-worth of Acquirer-1 as on June 27, 2026 stands at ₹ 14,44,77,831.00/-(Rupees Fourteen Crore Forty-Four Lakh Seventy-Seven Thousand Eight Hundred Thirty-One Only) as certified CA Sanjay Moonat, Partner, S. M. Moonat and Company, Chartered Accountants, holding membership no. 073654.The firm has its office located at 21, Nazar Bagh Bank Colony, Ratlam (MP) 457 001, and the same can be contacted at Tel no. (07412) 231391,359100 and mail id 'smmoonat@gmail.com'. and

The net-worth of Acquirer-2 as on March 30, 2026 stands at ₹ 67,63,95,808/-(Rupees Sixty-Seven Crore Sixty-Three lakh Ninety-Five Thousand Eight Hundred and Eight Only) as certified by CA Nilesh Asava, Jeevan Jagetiya & Co., Chartered Accountants, holding membership number 142577, vide certificate dated June 26, 2026. The firm has its office located at 210, Shilp-II, Above HDFC Bank, Nr. Sales India, Income tax, Ashram road, Ahmedabad-380009 and the same can be contacted at 078-27541850, 40301178 and email id- 'cajjandco@gmail.com'.

This certification also confirms that Acquirer has sufficient resources to meet the full obligations of the Offer.

6.2.3. The Acquirers have confirmed that they have adequate financial resources to meet their obligations under the Open Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.

6.2.4. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirers and the Manager to the Offer have entered into an escrow agreement dated June 30, 2026 with ICICI Bank Limited, a banking company duly incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, 390007, Gujarat and acting through its branch situated at ICICI Bank Limited, Capital Markets Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400020 (**"Escrow Bank"**) in terms of which the Acquirers has opened Cash Escrow Account in the name and style of "**DP GLOBAL OPEN OFFER ESCROW ACCOUNT**" (the **"Escrow Account"**)", bearing account no. 000405166776 with the Escrow Bank. Further, the Acquirers has made a cash deposit of ₹ 12,00,00,000/- (Rupees Twelve Crore Only) in this cash escrow account. The cash deposited in Escrow account represent more than 25% of the offer Consideration (assuming full acceptance) payable to the public shareholders under this offer.

6.2.5. Based on the above, Novus Capital Advisors Private Limited (Formerly known as Fast Track Finsec Private Limited), Manager to the Offer, is satisfied that firm arrangements have been put in place by the Acquirers to implement the Open Offer in full in accordance with the SEBI (SAST) Regulations, 2011.

6.2.6. Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirers has opened the Open Offer Special Account with the ICICI Bank Limited under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations.

6.2.7. The Manager to the Offer has been authorized by the Acquirers to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.

6.2.8. The Acquirers confirm that the funds lying in the Escrow Account will be utilized for the purposes of this Open Offer.

6.2.9. In case of any upward revision in the Offer Price or the size of this Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirers, prior to effecting such revision, in terms of Regulation 17(2) of SEBI (SAST) Regulation.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. The Open Offer is being made by the Acquirers to all the Public Shareholders, to acquire up to 1,59,79,920 (One Crore Fifty-Nine Lakh Seventy-Nine Thousand Nine Hundred and Twenty) Equity Shares, representing 26% of the Total Voting Equity Share Capital of the Target Company, subject to the terms and conditions mentioned in the Public Announcement, the Detailed Public Statement and this Draft Letter of Offer, and the Letter of Offer.

7.2. The equity shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends,bonuses and rights offers, if any, declared hereafter.

7.3. The Letter of Offer along with the Form of Acceptance shall be sent to all the Public Shareholders holding equity shares in dematerialized form whose names appear in the records of the depositories at the closing of the business hours on the Identified Date, i.e. August 06, 2026 (Thursday).

7.4. Accidental omission to dispatch the Letter of Offer to any shareholder entitled to this Open Offer or non- receipt of Letter of Offer by any shareholder entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.5. This Offer is subject to terms and conditions set out in the Letter of Offer, the Form of Acceptance cum Acknowledgment, the PA, Corrigendum to PA, the DPS, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026)and any other public announcements that may be issued with respect to this Offer.

7.6. The PA, Corrigendum to PA, DPS, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026) and the Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, Public Shareholders, including those who have acquired equity shares after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance cum Acknowledgement from SEBI's website.

7.7. The acceptance of the Offer by Public Shareholders must be unconditional and absolute. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

7.8. Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under this Offer.

7.9. Public Shareholders who have accepted the Open Offer by tendering their shares and requisite documents in termsof the PA, the DPS and the Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for the Open Offer.

7.10. 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 Acquirers has up to ten (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 Offer.

7.11. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer. All the Equity Shares validly tendered under this Offer will be acquired by the Acquirers in accordance with the terms and conditions set forth in the LOF, to the extent of the Offer Size.

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

7.13. The Acquirers, Manager to the Offer and/or the Registrar to the Offer accept no responsibility for any loss of Offer acceptances forms etc., during transit and the equity shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

7.14. **Locked in equity shares**:

The locked-in equity shares, if any, acquired pursuant to the agreement or offer can be transferred to the Acquirers,subject to the continuation of the residual lock-in period in the hands of the Acquirers. The Manager to the Offer will ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in equity shares.

7.15. **Eligibility for accepting the Offer:**

a) The Letter of Offer shall be mailed to all Eligible Shareholders/Beneficial Owners (except the Acquirers, PAC and Promoters) whose names appear in register of Target Company as on August 06, 2026, the Identified Date.

b) This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.

c) The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Public Shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.

d) All Public Shareholders holding the shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from Offer Opening Date till the Offer Closing Date ("Tendering Period") for this Open Offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011. The Public Announcement, Corrigendum to PA, the Detailed Public Statement, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026), the Letter of Offer and the Form of Acceptance will also be available on the SEBI website: www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Shareholders including unregistered Shareholders, if they so desire, may download the Letter of Offer, or the Form of Acceptance from the SEBI's website.

e) The acceptance of this Offer by the Eligible Shareholders of Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

f) The acceptance of this Offer is entirely at the discretion of the Eligible Shareholder(s)/Beneficial owner(s) of Target Company.

g) The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.

h) The Acquirers reserve the right to revise the Offer Price and/or the Offer Size upwards prior to the commencement of the last 1 (one) Working Day prior to the commencement of the Tendering Period, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.

i) The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all lien, 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 PA, the DPS, the DLOF and as will be set out in the Letter of Offer, and the tendering of Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.

7.16. **Statutory and other approvals:**

7.16.1. As of the date of this DLOF, except the Approval of Reserve Bank ("RBI") of India, there are no other statutory approvals or other approvals required for this Offer. However, if any statutory approval that become applicable prior to completion of this Offer, this Offer would also be subject to the receipt of such other statutory approvals that may become applicable at a later date.

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

7.16.3. All Public Shareholders, including non-resident holders of equity shares, must obtain all requisite approvals required,if any, to tender the equity shares (including without limitation, the approval from the Reserve Bank of India ("RBI") and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve 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 equity shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such equity shares.

7.16.4. Public Shareholders classified as OCBs, if any, may tender the equity shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the equity shares held by them in the Open Offer.

7.16.5. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to the Public Shareholders of the Target Company, subject to the Acquirers agreeing to pay interest, if any, for the delayed period if directed by SEBI in terms of the Regulation 18(11) of the Takeover Regulations. 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. Further, if the delay occurs on account of the willful default or neglect or inaction or non-action by the Acquirers in obtaining the requisite approval(s), the amount held in the Escrow Account shall be subject to forfeiture and be dealt with in the manner provided in Regulation 17(10)(e) of the Takeover Regulations.

7.16.6. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within ten (10) working days from the date of closure of the Tendering Period to those Public Shareholders who have validly tender their shares and/or other documents are in order and are accepted for acquisition.

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

8. PROCEDURE FOR ACCEPTANCE AND SETTELMENT OF THE OFFER

8.1 Details of procedure for acceptance and settlement in the Offer

8.1.1. All the Public Shareholders, registered or unregistered, holding the shares in dematerialized form or physical form, are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("Tendering Period") for this Open Offer. Please refer to Paragraph 2 below for details in relation to tendering of Offer Shares held in physical form.

8.1.2. 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 dematerialized form with a depository with effect from 1 April 2019. However, in accordance with Chapter 7 of the Master Circular for Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 dated February 16, 2023 with reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI ("SEBI Master Circular"), shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.

8.1.3. 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 i.e., the date falling on the 10th Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

8.1.4. The Open Offer will be implemented by the Acquirers through the stock exchange mechanism made available by the stock exchange in the form of a separate window ("**Acquisition Window**") as provided under the Takeover Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI circular SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021 **("Acquisition Window Circulars").** The facility for acquisition of Equity Shares through Stock Exchange mechanism pursuant to the offer shall be available on the Stock Exchange in the form of Acquisition Window.

8.1.5. BSE Limited shall be the designated stock exchange for the purpose of tendering shares in the Open Offer.

8.1.6. For implementation of the Open Offer, the Acquirers has appointed Nikunj Stock Brokers Limited ("**Buying Broker**") as its broker for the Offer through whom the purchase and settlement of the equity shares under the Offer shall be made.

8.1.7. The contact details of the Buying Broker are given below:

Name: Nikunj Stock Broker Limited
Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
Tel. No. 011-47030015-16
Contact Person: Mr. Pramod Kumar Sultania

8.1.8. All Public Shareholders, who desire to tender their shares under the Open Offer would have to intimate their respective Stock brokers

("Selling Broker"), during the normal trading hours of the secondary market during theTendering Period.

8.1.9. Separate Acquisition Window will be provided by Stock Exchanges to facilitate placing of 'sell orders. The selling members can enter orders for demat shares.

8.1.10. The cumulative quantity tendered shall be displayed on the stock exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.

8.1.11. Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as a client (KYC compliant).

8.1.12. In the event the Selling Broker of the Public Shareholder is not registered with BSE or NSE then that Public Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code (UCC) facility through that BSE or NSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with applicable SEBI regulations. In case the Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach the Buying Broker to bid by using quick UCC facility after submitting all the documents as may be required by the Buying Broker.

8.1.13. The equity shares tendered in response to the Offer will be held in a trust by the Registrar to the Offer / Clearing Corporation until the completion of the Offer (in accordance with the Takeover Regulations and other applicable laws, rules and regulations), and the shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such equity shares until the completion of the Offer or withdrawal of the Offer in accordance with Regulation 23 of the Takeover Regulations.

8.1.14. The equity shares tendered by the Public Shareholders along with all other relevant documents required to be submitted, should be sent to the **Registrar to the Offer** (defined below) and NOT to the Acquirers or to the Target Company or to the Manager to the Offer.

8.2. **Procedure for tendering equity shares held in physical form**

8.2.1. In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

A. Form of Acceptance 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 thespecimen signature lodged with the Target Company.
B. Original share certificate(s).
C. Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
D. Self attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
E. Any other relevant document such as Power of Attorney, corporate authorization (including board resolution/specimen signature).
F. Self attested copy of address proof such as valid Aadhar Card, Voter ID, Passport.

8.2.2. The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generatedby the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

8.2.3. The Seller Member(s) / Investor have to deliver the shares & documents along with TRS to the RTA. Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.

8.2.4. 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 Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

8.2.5. In case any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well intime so that they can participate in the Open Offer before Closing Date.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be required to fill the respective Form of Acceptances. Public Shareholders holding Equity Shares in physical mode and Equity Shares under lock-in will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.

8.3. Procedure for tendering equity shares held in dematerialized form:

8.3.1 Public Shareholders who are holding equity shares in dematerialized form and who desire to tender their equity shares in the Offer shall approach their respective Selling Broker indicating to them, the details of equity shares they intend to tender in the Offer.

8.3.2 Public Shareholders shall submit delivery instruction slip ("DIS") duly filled- in specifying market type as "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Open Offer.

8.3.3 The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender equity shares in the Open Offer using the Acquisition Window of the BSE . The Selling Broker would be required to transfer the number of equity shares by using the settlement number and the procedure prescribed by the Clearing Corporation of India Ltd. ("Clearing Corporation") for the transfer of the equity shares to the special account of the Clearing Corporation before placing the bids/ orders and the same shall be validated at the time of the order entry. The details of the special account of Clearing Corporation shall be informed in the Offer opening circular that will be issued by Stock Exchanges/ Clearing Corporation.

8.3.4 The Selling Broker shall provide early pay-in of demat shares to the Clearing Corporation before placing the bids/ orders and the same shall be validated at the time of order entry.

8.3.5 For custodian participant orders for demat equity shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the date of closing of the Open Offer. 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 the custodian again for confirmation.

8.3.6 The details of settlement number for early pay-in of shares shall be informed in the Offer opening circular that will be issued by Stock Exchanges/ Clearing Corporation, before the opening of the Offer.

8.3.7 Upon placing the bid, the Selling Broker shall provide a TRS generated by the stock exchange bidding system to the shareholder. TRS will contain the details of order submitted like, bid ID number, application number, DP ID, client ID, number of equity shares tendered etc.

8.3.8 The Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the equity shares in respect of the tender form to be sent. Such documents may include (but not be limited to):

a) Duly attested power of attorney, if any person other than the shareholder has signed the tender form;
b) Duly attested death certificate and succession certificate/ legal heir ship certificate, in case any shareholder hasexpired; and
c) In case of companies, the necessary certified corporate authorizations (including board and/ or general meetingresolutions).

8.3.9. The shareholders will have to ensure that they keep their DP account active and unblocked to receive credit in case of return of equity shares due to rejection or due to prorated Offer.

The Public Shareholders holding shares in demat mode are not mandatorily required to fill any Form of Acceptance-cum-Acknowledgement.

8.3.10. Equity shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Equity shares that are the subject of litigation, wherein the Public Shareholders may be prohibited from transferring their equity shares during the pendency of the said litigation, are liable to be rejected, if the directions/orders regarding these equity shares are not received together with the equity shares tendered in this Offer. The Letter of Offer, wherever possible,may be forwarded to the concerned statutory authorities for further action by such authorities.

8.3.11. Modification/cancellation of orders will not be allowed during the Tendering Period of the Open Offer.

8.4. Acceptance of shares

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

8.5. Procedure for tendering the shares in case of non-receipt of Letter of Offer

8.5.1. 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 Letter of Offer, may also participate in this Offer.

8.5.2. A shareholder may participate in the Offer by approaching their Selling Broker and tender the equity shares in the Open Offer as per the procedure mentioned in the Letter of Offer or in the relevant acceptance form.

8.5.3. The Draft Letter of Offer will be dispatched as per aforesaid para however, in case of non-receipt of the Letter of Offer, such shareholders of the Target Company may download the same from the SEBI website (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 equityshares of the Target Company.

8.5.4. Alternatively, in case of non-receipt of the Letter of Offer, Public shareholders holding the equity shares may participate in the Offer by providing their application on plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents as mentioned above. 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 Offer.

8.6. Settlement process

8.6.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Registrar to the Offer and Manager tothe Offer and the final list shall be provided to the stock exchange to facilitate settlement on the basis of shares transferred to the Clearing Corporation.

8.6.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

8.6.3. Transfer of shares of shareholders under the Offer would be made by the Selling Brokers with the use of the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation. After such transfer of shares, the Clearing Corporation will be allowed to utilize the shares towards the settlement obligations under this Offer. Further, the consideration for the accepted shares in the Offer and shares tendered but not accepted under such offer would be credited to the shareholders' bank and demat accounts, respectively.

8.6.4. Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the account of the Buyer Broker.

8.6.5. In case of partial or non-acceptance of orders or excess pay-in, demat shares shall be released to the securities pool account of the Selling Broker, post which, the Selling Broker would then issue contract notes for the shares accepted.

8.7. Settlement of funds / payment consideration

8.7.1. The settlement of fund obligation for equity shares shall be effected through Clearing Corporation / existing settlement accounts of the Selling Broker.

8.7.2. For the equity shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible shareholder's bank account as provided by the depository system. If the shareholders' bank account details are not available or if the fund transfer instructions gets rejected by the RBI/ bank, due to any issue, then such funds will be transferred to the concerned Selling Brokers' settlement bank account for onward transfer to their respective clients.

8.7.3. In case of certain shareholder types viz. NRI, foreign 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 Broker's settlement accounts for releasing the same to the respective shareholder's account. For this purpose, the shareholder type details would be collected from the Registrar to the Offer.

8.7.4. Public Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Public Shareholders for tendering equity shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Public Shareholders, in respect of accepted equity shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirers and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Public Shareholders.

8.7.5. Where the number of equity shares tendered by the shareholders are more than the equity shares agreed to be acquired by the Acquirers, the Acquirers will accept the offers received from the 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.

8.7.6. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

8.8. NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. 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 PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS ("DTAA") WITH RESPECTIVE COUNTRIES. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRERS AND MANAGER TO OFFER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS SUMMARY. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF EQUITY SHARES IN THE OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA AS SET OUT ABOVE AND THE SAME SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

GENERAL

a. As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

b. The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.

c. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

d. Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.

e. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the MLI as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of GAAR and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.

f. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

g. The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.

h. The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

Classification of Shareholders

Public Shareholders can be classified under the following categories:

Resident Shareholders being:

1. Individuals, Hindu Undivided Family ("HUF"), Association of Persons ("AOP") and Body of Individuals ("BOI")
2. Others

a. Company
b. Other than company

Non-Resident Shareholders being:

1. Non-Resident Indians ("NRIs")
2. Foreign Institution Investors (FIIs)/ Foreign Portfolio Investors (FPIs)

3.Others:
a. Company
b. Other than company

Classification of Shares:

Shares can be classified under the following two categories:

a) Shares held as investment (Income from transfer of such shares taxable under the head "Capital Gains")

b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession"). As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as "Capital Gains" or as "Business Income" for income tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e., stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

Shares held as investment: As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head "Capital Gains".

Further, Section 2(22) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

Capital gains in the hands of shareholders would be computed as per provisions of section 72 of the IT Act and the rate of income-tax would depend on the period of holding.

Period of holding: Depending on the period for which the shares are held, the gains would be taxable as "short-term capital gain/STCG" or "long-term capital gain/LTCG":

a) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a "short-term capital asset", and accordingly the gains arising therefrom should be taxable as "short term capital gains" ("STCG").

b) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a "long-term capital asset", and accordingly the gains arising therefrom should be taxable as "long-term capital gains" ("LTCG")

Tendering of Shares in the Offer through a Recognized Stock Exchange in India:

Where a transaction for transfer of such Equity Shares (i.e., acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

a) As per the current provisions of the IT Act, under Section 198 of the IT Act, LTCG arising from transfer of Equity Shares exceeding one lakh rupees will be taxed at a rate of 10 percent without allowing benefit of indexation for resident shareholders and at a rate of 10 percent without allowing benefit of indexation and foreign exchange fluctuation for non-resident shareholders, provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act 1961(Section 198 of Income Tax Act 2025). Further, no deduction under Chapter VI-A (Chapter VIII as per Income Tax Act 2025) would be allowed in computing LTCG subject to tax under Section 112A of the IT Act 1961 (Section 198 of Income Tax Act 2025).

b) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 90 of Income Tax Act 2025.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

c) LTCG, as computed u/s. 198, will not be liable to tax to the extent not exceeding ₹ 1,00,000 (Rupees One lakh only).

d) Where provisions of section 198 of the Income Tax Act 2025 are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):

LTCG will be chargeable to tax at the rate of 20% (plus applicable surcharge and health and education cess) or 10% (plus applicable surcharge and health and education cess) without allowing benefit of indexation, in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI accordance with provisions of section 197 of the IT Act.

ii. In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 210 of the IT Act (without benefit of indexation and foreign exchange fluctuation).

iii. For a NRI would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 214 of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost shall not be available.

iv. For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.

v. Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 108 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 111 of the IT Act.

e) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 196 of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 196 of the IT Act.

f) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the income-tax on such STCG taxable under section 196 of the IT Act.

g) Under Section 210 (1) Row 3, column B) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 20%.

h) As per Section 108 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 111 of the IT Act.

i) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.

j) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

Investment Funds

As per Schedule V(1) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head "Profits and gains of business or profession" would be exempt from income-tax on fulfilment of certain conditions specified therein. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

Mutual Funds

As per Schedule VII of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

Shares held as Stock-in-Trade:

a) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession."
b) Resident Shareholders
i. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
ii. Domestic companies having turnover or gross receipts not exceeding ₹ 400 crores in the relevant financial year as prescribed will be taxable @ 25%.
iii. Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%. iv. For persons other than stated above, profits will be taxable @ 30%.
v. No benefit of indexation by virtue of period of holding will be available in any case

Profits of:

c) Non-Resident Shareholders: Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the Multilateral Instrument(“MLI”), entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.

d) Where DTAA provisions are not applicable:
i. No benefit of indexation by virtue of period of holding will be available in any case.
ii. For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
iii. For foreign companies, profits would be taxed in India @ 40%.
iv. For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%. In addition to the above, surcharge and health and education cess are leviable for resident and non-resident shareholders.

e) Other Matters: Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 206 of the Income Tax Act 2025 or Alternate Minimum Tax contained in Section 206 of the Income Tax Act 2025, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 200 and 205 of the Income Tax Act 2025). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 159 of the Income Tax Act 2025 and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 206 of the Income Tax Act 2025 will also need to be analysed depending on the facts of each case.

Tax Deduction at Source

a) Resident Shareholders: In absence of any specific provision under the Income Tax Act 2025, the Acquirers is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.

b) Non-Resident Shareholders:

i. In case of FIIs: Section 393 of the Income Tax Act 2025provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions:

ii. In case of non-resident tax payer (other than FIIs):
•FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any); • FIIs/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the Income Tax Act 2025.
• If the above conditions are not satisfied, FIIs/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the Income Tax Act 2025 (“TDC”), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. The Acquirers shall deduct tax in accordance with such TDC.

In case of non-resident tax payer (other than FIIs):

Section 393 of the Income Tax Act 2025 provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income Tax Act 2025 read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirers will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

However, the Acquirers will not be able to deduct income-tax at source on the consideration payable to such nonresident shareholders as there is no ability for the Acquirers to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirers to the non-resident shareholders.

Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirers believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate. The non-resident shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

In the event the Acquirers is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers is entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirers, 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.
Remittance/Payment of Interest:

a) In case of interest, if any, paid by the Acquirers to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments. In the event, the Acquirers decides to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirers. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorization of the interest, whether as capital gains or as other income). In the event the Acquirers is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers should be indemnified.

b) The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirers, 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.

Rate of Surcharge and Cess:

As per the current provisions of the Income Tax Act 2025, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

Surcharge:
i. In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds ₹ 10 crore and @ 7% where the total income exceeds ₹ 1 crore but less than ₹ 10 crore for companies not opting for tax regime u/s. 200 and 201. In case of domestic companies which are liable to pay tax under section 200 or section 20.

ii. In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds ₹ 10 crores. Surcharge @ 2% where the total income exceeds ₹ 1 crore but less than ₹ 10 crores

iii. In case of individuals, HUF, AOP, BOI:
Surcharge at the rate of 10% is leviable where the total income exceeds ₹ 50 lakhs but does not exceed ₹ 1 crore.
Surcharge at the rate of 15% is leviable where the total income exceeds ₹ 1 crore but does not exceed ₹ 2 crores.
Surcharge at the rate of 25% is leviable where the total income exceeds ₹ 2 crores but does not exceed ₹ 5 crores. Surcharge at the rate of 37% is leviable where the total income exceeds ₹ 5 crores.
However, in respect of income chargeable as dividend income or capital gains under the provisions of sections 196, 197 and 198 of the IT Act, the surcharge rate shall not exceed 15% (Fifteen per cent).

In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds ₹ 1 crore.

Cess: Health and Education Cess @ 4% is currently leviable in all cases

THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 210 of the IT Act.

GENERAL

There are no directions subsisting or proceeding pending against the Manager to the Open Offer under the SEBI Act, 1992 and regulation made there under also by any other regulator.

There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirer, under SEBI Act, 1992 and Regulations made there under or by any other Regulator. There are no reports filed under regulation 10(7) of SAST Regulations, 2011 submitted to SEBI.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Novus Capital Advisors Private Limited (Formerly known as Fast Track Finsec Private Limited), V- 116, 1st Floor, New Delhi House,27, Barakhamba Road, New Delhi-110001 from 11.00 A.M. to 4.00 P.M. on any Working day, except Saturdays, Sundays and holidays until the closure of the Tendering Period of the Offer. Kindly take note that the same are also available for e-inspection, if any shareholder wants to e-inspect he/she can e-mail the request for e-inspection of documents on mb@novuscaps.com

9.1. Copy of Escrow Agreement dated June 30, 2026

9.2. Copy of PA dated June 30, 2026, copy of corrigendum to PA dated July 02,2026 and a copy of the DPS published on July 07, 2026.

9.3. Copy of Corrigendum to PA and DPS proposed to be published in newspapers on July 15, 2026.

9.4. Copy of interim Financial Statements of Acquirer -1 including Statement of Assets and Liabilities as on June 27, 2026 and statement of income and expenditure for the period ended April 01, 2026 to June 27, 2026

9.5. Net Worth Certificate of the Acquirer-2 certifying the adequacy of resources with the Acquirers to fulfill their Open Offer financial obligations.

9.6. Copies of the Financial Statements for the financial year ending on March 31, 2026, March 31, 2025 and March 31, 2024 and Annual Reports of the Target Company for the previous financial years ending on March 31, 2025, March 31, 2024 and March 31, 2023.

9.7. Copy of the recommendation made by the Committee of Independent Directors of the Board of Directors of the Target Company, published on [●].

9.8. Copy of SEBI comments letter no. [●] dated [●].

9.9. Consent letter of Registrar to the Offer

9.10. Consent Letter of Buying Broker

9.11. Due Diligence Certificate dated July 14, 2026 submitted to SEBI by Novus Capital Advisors Private Limited (Formerly known as Fast Track Finsec Private Limited), Manager to the Offer.

9.12. Certificate from ICICI Bank Limited confirming the amount kept in the Escrow Account.

9.13. Certificate of incorporation of Acquirer-1.

10. DECLARATION BY THE ACQUIRERS AND PAC

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

10.2. The Acquirers and PAC are responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. All information contained in this document is true and correct as on date of the PA, Corrigendum to PA, DPS, Corrigendum to PA and DPS (to be published in newspapers on July 15, 2026) and this DLOF, unless stated otherwise.

10.3. The Manager to the Offer hereby states that the person signing this Draft letter of Offer is duly authorized by Acquirers and PAC.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

On behalf of Acquirers

Sd/- **DP Global Wealth Management LLP** **(Acquirer-1)**	**Sd/-** **Mr. Vikas Kataria** **(Acquirer 2)**

Date: July 14, 2026
Place: Delhi

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with TRS generated by Selling Broker and enclosures to Registrar to the Offer, Beetal Financial and Computer Services Private Limited, at their address given in the Letter of Offer as per them made of delivery mentioned in the Letter of Offer)

Tendering Period of the Offer	
Offer opens on	August 20, 2026 (Thursday)
Offer closes on	September 03, 2026 (Thursday)

Name:______________________________________

Address:____________________________________

____

____

PAN:_______________________________________

DP ID:_____________________________________

Client ID:_________________________________

Tel:_______________________________________

E-mail:____________________________________

No. of shares held:________________________

Date:______________

To, **Beetal Financial and Computer Services Private Limited** Address: Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi-110062 **Email**: beetal@beetalfinancial.com, beetalrta@gmail.com **Website**: www https://www.beetalfinancial.com/ **Contact Person:** Mr. Punit Kumar Mittal **Contact details**: +91-11-42959000-09, 29961281-83, 26051061, 26051064	**Status of the Public Shareholder (Please tick whichever is applicable)**			
	□ Individual	□ Company	□ FII / FPI - Corporate	□ FII / FPI - Others
	□ QFI	□ FVCI	□ Partnership /Proprietorship firm / LLP	□ Private EquityFund
	□ Pension / Provident Fund	□ Sovereign Wealth Fund	□ Foreign Trust	□ Financial Institution
	□ NRIs /PIOs-Repatriable	□ NRIs /PIOs non-repatriable	□ Insurance Company	□ OCB
	□ Domestic Trust	□ Banks	□ Association of person /Body of individual	□ Any others, pleasespecify:

Dear Sir / Madam,

OPEN OFFER FOR ACQUISITION OF UPTO 1,59,79,920 EQUITY SHARES OF FACE VALUE INR 2/- (RUPEES TWO ONLY) EACH REPRESENTING 26% OF THE TOTAL VOTING EQUITY SHARE CAPITAL ON A FULLY DILUTED BASIS CARRYING VOTING RIGHTS OF AMPL CAPITAL LIMITED (FORMERLY KNOWN AS CREDENT GLOBAL FINANCE LIMITED) ("TARGET COMPANY") TO THE PUBLIC SHAREHOLDERS OFTHE TARGET COMPANY BY ACQUIRERS & PAC.

I / We refer to the Letter of Offer dated [●], for acquiring the equity shares held by me / us in AMPL Capital Limited (Formerly known as Credent Global Finance Limited). Capitalized terms not defined here shall have the meanings ascribed to them under the Letter of Offer.

I / We, the undersigned, have read the Public Announcement, the Detailed Public Statement, and the Letter of Offer and understood its contents and unconditionally accepted the terms and conditions as mentioned therein.

I / We confirm that the equity shares which are being tendered herewith by me / us under this Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including allrights to dividends, bonuses and rights offers, if any, declared hereafter and that I / We have obtained all necessary consents to sell the equity shares on the foregoing basis.

I / We also note and understand that the obligation on the Acquirer to pay the purchase consideration arises only after verification of the documents and signatures submitted along with this Form of Acceptance-cum- Acknowledgment by thePublic Shareholders.

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 equity shares for Open Offer and that I/we am/are legally entitled to tender the equity shares for the Open Offer.

I/We declare that regulatory approvals, if applicable, for holding the equity shares and/or for tendering the equity shares in this Open Offer have been enclosed herewith.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of equity shares under the Income Tax Act, 1961.

I / We are not debarred from dealing in equity shares.

I / We confirm that in case the Acquirer is of the view that the information / documents provided by the Public Shareholder(s) is inaccurate or incomplete or insufficient, then the tax may be deducted at source at the applicable maximum marginal rate on the entire consideration paid to the Public Shareholder(s).

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, I / we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

I / We authorize the Acquirer to accept the equity shares so offered or such lesser number of equity shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer.

I / We authorize the Acquirer or the Registrar to the Offer to send by speed post / registered post / or through electronic mode, as may be applicable, at my / our risk, documents or papers or correspondence to the sole / first holder at the addressmentioned above.

I / We note and understand that for equity shares accepted under the Offer, the funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker as per secondary market pay out mechanism.

PUBLIC SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE DULY SIGNED FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT SHOULD BE DISPATCHED BY REGISTERED POST/COURIER OR HAND DELIVERED TO THE REGISTRAR TO THE OFFER WITHIN 2 (TWO) DAYS OFBIDDING BY THE SELLING BROKER OR IF THE ABOVE ORDER IS PLACED ON THE CLOSING DATE OFTHE TENDERING PERIOD, WITHIN 2 (TWO) DAYS FROM THE CLOSURE OF THE TENDERING PERIOD (BY 5:00 P.M.), OR COPIES OF DELIVERY INSTRUCTION SLIPS (IN CASE OF DEMATERIALIZED SHARES)SHOULD BE DISPATCHED BY REGISTERED POST/COURIER OR HAND DELIVERED TO THE REGISTRAR TO THE OFFER SO AS TO REACH ON OR BEFORE CLOSURE OF THE TENDERING PERIOD (I.E., BEFORE 5:00 P.M. ON SEPTEMBER 03, 2026)

For All Public Shareholders

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

☐ Resident ☐ Non- Resident, if yes please state country of tax residency: ____________________

I/We, confirm that our status is:

☐ Individual ☐ Company ☐ FII/FPI Corporate ☐ FII/FPI–Others ☐ QFI ☐ FVCI

☐ Partnership/ Firm ☐ Pension/Provident Fund ☐ Foreign Trust ☐ NRI/PIOsRepatriable Proprietorship

☐ NRI/PIOsNon- Repatriable ☐ Insurance Company ☐ OCB ☐ Domestic Trust

☐ Banks ☐ Association of Person/Body of Individual ☐ Any Other Please specify_ ______________

I / We, have enclosed the following documents: Self-

☐ attested copy of PAN card

☐ No objection certificate / Tax clearance certificate from income tax authorities for deduction of tax at lower rate, whereverapplicable

☐ Duly attested power of attorney if any person apart from the Public Shareholder has signed the application for Corporate authorization in case of companies, along with board resolution and specimen signatures of authorised signatories,death certificate / succession certificate if the original Public Shareholder is deceased

Additional confirmations and enclosures from resident Public Shareholders

I / We have enclosed the following documents:

☐ Self-declaration form in Form 15G / Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)

☐ Self-attested copy of PAN card

☐ Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company,trust, or any other – please specify)

☐ No objection certificate / tax clearance certificate from income tax authorities for deduction of tax at lower rate (applicable onlyfor interest payment, if any)

☐ For mutual funds / banks / notified Institutions under Section 194A (3)(iii) of the Income Tax Act, 1961, copy of relevant registration or notification (applicable only for interest payment, if any).

☐ Other documents and information as mentioned under para 8.8 – ‘Compliance with tax requirements’ in the Letterof Offer

Additional confirmations and enclosures for FII / FPI Public Shareholders

I / We, confirm that the equity shares of the Target Company are held by me / us on (select whichever is applicable):

☐ Investment / capital account and income arising from sale of shares is in the nature of capital gain

☐ Trade account and the income arising from sale of shares is in the nature of business income

☐ Any other (please specify)____________________

(Note: In case the equity shares are held on a trade account, kindly enclose a certificate obtained from Indiantax authorities under section 195(3) or 197 of the Income Tax Act, 1961, specifying the rate at which tax shallbe deducted. In the absence of such a certificate tax will be deducted at the maximum marginal rate, applicableto the category to which such FII / FPI belongs, on the entire consideration payable).

Declaration for treaty benefits (please ☐ the box if applicable):

I / We confirm that I / we am / are tax resident/s of ____________________ having tax Identification number/Unique number provided by the Government as ____________________ and satisfy all conditions to claim benefits under DTAA entered into by India and the country of which I am /we are tax resident/s.

(Note: If this box is not ticked, tax will be deducted without considering treaty benefits at the maximum marginal rate applicable to the category to which such FII / FPI belongs).

In order to avail benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a tax residencecertificate stating that you are a tax resident of your country of residence / incorporation and that you do not have a permanent establishment in India in terms of the DTAA entered into between India and your country ofresidence, along with Form 10F as prescribed in terms of Section 90(5) of the Income Tax Act, 1961. In case there is a permanent establishment in India, kindly enclose a certificate from Indian tax authorities, specifyingthe rate of tax to be deducted failing which tax will be deducted at the maximum marginal rate.

I/We, have enclosed self-attested copies of the following documents:

☐ SEBI Registration Certificate for FIIs/FPI ☐ Self-attested copy of PAN card

☐ RBI approval for acquiring equity shares of AMPL Capital Limited (Formerly known as Credent Global Finance Limited) tendered herein, if applicable Self-declaration for no permanent establishment in India or no business connection in India

☐ Tax residency certificate from government of the country or specified territory of which you are tax resident

☐ No objection certificate / 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

☐ Form 10F as prescribed in terms of Section 90(5) of the Income Tax Act, 1961 (also refer to para 8.8 –'Compliance with tax requirements' of the Letter of Offer)

☐ Other documents and information as mentioned in para 8.8 - 'Compliance with tax requirements'.

☐ FII / FPI Certificate (self-attested declaration certifying the nature of income arising from the sale of equity shares,whether capital gains)

Additional confirmations and enclosures for other Non-resident Public Shareholders (except FIIs / FPI)

I / We, confirm that the equity shares tendered by me / us are held on (select whichever is applicable):

☐ Repatriable basis ☐ Non-Repatriable basis

I / We, confirm that the tax deduction on account of equity shares of Target Company held by me / usis to be deducted on

☐ Long-term capital gains (equity shares are held by me / us for more than 12 (twelve) months)Short-term capital gains (equity shares are held by me / us for 12 (twelve) months or less)

☐ Trade Account

☐ Any other (please specify)

(Note: For determination of the nature and period of holding, kindly enclose a proof for date of purchase such as demat account statement or brokers note. In case the equity shares are held on trade account, kindly enclose a certificate obtained from Indian tax authorities under section 195(3) or 197 of the Income Tax Act, 1961, specifyingthe rate at which tax shall be deducted. In the absence of such a certificate tax will be deducted at the applicable tax rate, applicable to the category to which such non-resident shareholders other than FII / FPI belongs, on the entire consideration payable)

Declaration for treaty benefits (please if applicable):

☐ I / We confirm that I / we is / are tax resident/s of ________________________________ having tax identification number / unique number provided by the government as ______________________________ and satisfy all conditions to claim benefits under DTAA entered into by India and the country of which I am / we are tax resident/s.

(Note: If this box is not ticked, tax will be deducted without considering treaty benefits at the maximum marginalrate applicable to the category to which such Public Shareholder belongs.)

In order to avail benefit of lower rate of tax deduction under the DTAA, if any, kindly enclose a tax residence certificate stating that you are a tax resident of your country of residence / incorporation and that you do not have apermanent establishment in India in terms of the DTAA entered into between India and your country of residence,along with such other documents and information as prescribed in terms of Section 90(5) of the Income Tax Act, 1961. In case there is a permanent establishment in India, kindly enclose a certificate from Indian tax authorities, specifying the rate of tax to be deducted failing which tax will be deducted at the applicable tax rate.

I / We have enclosed the following documents (select whichever is applicable):

☐ Self-declaration for no permanent establishment in India or no business connection in India

☐ Self-attested copy of PAN card

☐ Tax residency certificate from government of the country or specified territory of which you are tax resident

☐ No objection certificate / tax clearance certificate from income tax authorities, for deduction of tax at a lower rate / NILrate on income from sale of shares and interest income, if any, wherever applicable

☐ Copy of RBI / DIPP approval, if any, for acquiring equity shares of Target Company hereby tendered in the Offer and RBIapproval evidencing the nature of shareholding, i.e. repatriable or non-repatriable basis, if applicable

☐ Proof for period of holding of equity shares such as demat account statement or brokers note

☐ Such other documents and information as prescribed in terms of Section 90(5) of the Income Tax Act, 1961 (also refer para 8.8 – 'Compliance with tax requirements' in the Letter of Offer)

☐ Other documents and information as mentioned under para 8.8 – 'Compliance with tax requirements' in the Letterof Offer.

☐ Copy of RBI approval for OCBs tendering their equity shares in the Offer. Also mention the source of funds for initialacquisition of equity shares and the nature of the holding of equity shares (repatriable / non-repatriable basis).

☐ Copy of RBI approval (For NRI Public Shareholders tendering their equity shares in the Offer held on a non-repatriable basis)

☐ if any, permitting consideration to be credited to a NRE bank account.

Yours faithfully, Signed

and delivered

	Full Name(s) of theholders	PAN	Signature
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 necessary board resolutions (if applicable) should be attached.

Place:______________________________________ Date: _______

--Tear along this line --

Acknowledgement Slip (To be filled in by the Public Shareholder)
AMPL Capital Limited
(Formerly Known AS Credent Global Finance Limited)- Open Offer

Sr.No.________________

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

____

Address:

____

____

Kindly confirm if the above is the same as the address in the country of residence:

☐ Yes ☐ No

If no, please provide the address in the country of residence:

____

Form of Acceptance-cum-Acknowledgement along with (Please put tick mark in the box whichever is applicable): TRS

☐ No.

☐ Other documents, please specify__________________

Date of Receipt__________________________________Signature of Official __________________

Stamp of Registrar to the Offer

All future addressed to the Registrar to the Offer at the following address:

BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED
Beetal House, 3rd Floor, 99 Madangir, Behind LSC, Near
New Delhi-110062
Email Id: beetalrta@gmail.com, beetal@beetalfinancial.com
Telephone: +91-11-42959000-09, 29961281-83, 26051061, 26051064