



# RAJATH FINANCE LIMITED

Registered Office: 208-215, Star Plaza, Phulchhab Chowk, Rajkot, Gujarat – 360001, India.  
 Website: <https://rajathfinance.in/> | Tel. No: 0281-2454 271 | Email: [rajathfin@hotmail.com](mailto:rajathfin@hotmail.com)  
 Corporate Identification Number: L65910GJ1984PLC007486

**Open Offer for acquisition of up to 10,40,000 (Ten Lakh Forty Thousand) fully paid-up Equity Shares of face value of ₹10/- each ("Equity Shares") representing 26.00% of Fully Paid-up Equity Share Capital, from the Public Shareholders of Rajath Finance Limited ("Target Company") by "9Anium Tech LLP"; (hereinafter referred as "Acquirer") together with Gautam K. Shah (PAC-1), Vishwanathan V. Iyer (PAC-2), Shubhra T. Singh (PAC-3) and Beena M. Shah (PAC-4) (PAC-1, PAC-2, PAC-3 and PAC-4 hereinafter collectively referred to as "PACs") at a price of ₹13.11 (Rupees Thirteen and Paise Eleven only) per Equity Share ("Offer") pursuant to and in compliance with Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")**

This Advertisement and corrigendum to the Detailed Public Statement is being issued by **Vivro Financial Services Private Limited**, the Manager to the Offer ("Manager to the Offer"), for and on behalf of the Acquirer and the PACs in respect of the Open Offer ("Pre-Offer Advertisement cum Corrigendum"), to the Public Shareholders of the Target Company, in compliance with Regulation 18(7) of the SEBI (SAST) Regulations.

This Pre-Offer Advertisement cum Corrigendum should be read in continuation of and in conjunction with a) Public Announcement dated September 29, 2022 ("PA"), b) Detailed Public Statement dated October 06, 2022 which was published in Financial Express (English), Jansatta (Hindi), Financial Express (Gujarati) and Navshakti (Marathi) ("Newspapers") on October 07, 2022 ("DPS"), c) Draft Letter of Offer dated October 14, 2022 ("DLoF"), d) Letter of Offer dated March 03, 2023. ("LoF") and e) Recommendation of committee of independent directors dated March 14, 2023 published in Newspapers on March 15, 2023. ("IDC Recommendation")

This Pre-Offer Advertisement is being published in all the Newspapers in which the DPS was published.

Capitalized terms used but not defined in this Pre-Offer Advertisement shall have the meanings assigned to such terms in the LoF.

The Public Shareholders of the Target Company are requested to kindly note the following information related to the Offer:

- Offer Price:** The Offer is being made at a price of ₹13.11 (Rupees Thirteen and Paise Eleven Only) per Equity Share, payable in cash and there has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to paragraph 6.1 (*Justification of Offer Price*) on page 21 of the LoF.
- Recommendations of the Committee of Independent Directors ("IDC"):** The recommendation of IDC was approved on March 14, 2023 and published in the Newspapers on March 15, 2023. The IDC is of the opinion that the Offer Price to the Public Shareholders of the Target Company is fair and reasonable and is in line with SEBI (SAST) Regulations.
- Other details of the Offer:**
  - This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
  - The dispatch of the LoF to the Public Shareholders as on the Identified Date (i.e., **Thursday, March 02, 2023**) in accordance with Regulation 18(2) of the SEBI (SAST) Regulations has been completed (either through electronic mode or physical mode) on **Friday, March 10, 2023**. It is clarified that all the Public Shareholders whose names do not appear in the register of members of the Target Company on the Identified Date (even if they acquire Equity Shares or if they become shareholders of the Target Company after the Identified Date) or those who have not received the LoF are eligible to participate in the Offer.
  - A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in the LoF or in the relevant Form of Acceptance-cum Acknowledgment.
  - Public Shareholders of the Target Company may download the LoF from the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), BSE ([www.bseindia.com](http://www.bseindia.com)), Manager to the Offer (<https://www.vivro.net/>) or obtain a copy of the same from Link Intime India Private Limited ("**Registrar to the Offer**") on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
  - In case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, a Public Shareholder may participate in the Offer by providing their application in 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 Equity Shares being tendered and other relevant documents as mentioned in the LoF. 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.
- The procedure for tendering the Equity Shares in the Offer is as below:**
  - In case of Equity Shares held in physical form:**  
Public Shareholders holding Equity Shares in physical form may participate in the Offer by approaching their respective Selling Broker along with complete set of relevant documents in the manner as set out in paragraph 8.11 on page 28 of the LoF.
  - In case of Equity Shares held in dematerialised form:**  
Public Shareholders holding Equity Shares in dematerialised form may participate in the Offer by approaching their respective Selling Broker and providing the details of Equity Shares they intend to tender in the Offer in the manner as set out in paragraph 8.10 on page 27 of the LoF.
- In accordance with Regulations 16(1) of the SEBI (SAST) Regulations, the DLoF was submitted to SEBI on October 14, 2022. SEBI vide its letter bearing reference number no. SEBI/HO/CFD/RAC/DCR-2/P/OW/8644/2023 dated February 28, 2023 issued its observations on the DLoF in terms of Regulation 16(4) of SEBI (SAST) Regulations ("**SEBI Observation Letter**"). SEBI's observations have been incorporated in the LoF.
- Material Changes:** The comments specified in the SEBI Observation Letter and certain changes (occurring after the date of the PA and/or DPS) which may be material have been incorporated in the LoF and are more particularly disclosed below:
  - RBI vide its letter dated February 23, 2023 has granted in-principle prior approval for the proposed change in management and acquisition of control of the Target Company by 9Anium Tech LLP and the same is mentioned on page no. 3, 12 and 25 of the LoF.
  - The LoF has been updated as under:
    - "The Acquirer / PACs have no relationship with the Sellers" and the same is mentioned on page no. 18 of the LoF.
    - Document for Inspection: The documents / information referred in LoF shall be made available for inspection by shareholder(s) of the Target Company, physically as well as electronically. The Public Shareholders of the Target Company may access the said documents by placing a request on the email id [investors@vivro.net](mailto:investors@vivro.net) and by providing details such as DP Id, client id, Folio No, etc" has been incorporated on page no. 32 of the LoF under the heading "Document for Inspection".
    - The address of Gautam K. Shah (PAC-1) has been updated to Girikunj, 21/22 5th Floor, N.S. Road, Near Bank of Baroda, Churchgate, Marine Lines, Mumbai – 400020, Maharashtra.
- Details regarding the status of statutory and other approvals:**
  - RBI vide its letter bearing ref. no. AMD.DOS.RSG.No. S1488/01.10.290/2022-2023 dated February 23, 2023 has granted in-principle prior approval for the proposed change in management and acquisition of control viz. acquiring shares of the Target Company by 9Anium Tech LLP subject to the condition that the Target Company will not accept any public deposit and will also convert itself from a Deposit taking NBFC (Cat. A) to Non-Deposit taking NBFC (Cat. B). The Company is also advised to submit an application to RBI for conversion from Deposit taking NBFC (Cat. A) to Non-Deposit taking NBFC (Cat. B). Accordingly, the Company is no longer eligible to accept public deposits.
  - To the best of the knowledge of the Acquirer and the PACs, there are no statutory or other approvals required by the Acquirer to complete the acquisition under the share purchase agreement and the Offer as on the date of the LoF. However, in case of any statutory or other approval being required by the Acquirer and/or the PACs at a later date prior to completion of the Offer, the Offer would be subject to such other statutory or other approval(s) being obtained. Please also refer to paragraphs 3 (*Details of the Offer*) and paragraph 7 (*Terms and Conditions of the Offer*) of the LoF for further details.
- Revised Schedule of Activities:**  
Part VII (Tentative Schedule of Activity) of the DPS has been amended and the revised schedule of activities pertaining to the Offer is set out below:

Activity	Original Day & Date*	Revised Day & Date
Date of Public Announcement	Thursday, September 29, 2022	Thursday, September 29, 2022
Date of Publication of Detailed Public Statement in newspapers	Friday, October 07, 2022	Friday, October 07, 2022
Last date of filing Draft Letter of Offer with SEBI	Friday, October 14, 2022	Friday, October 14, 2022
Last date for Public Announcement of a competing offer	Tuesday, November 01, 2022	Tuesday, November 01, 2022
Last date for receipt of comments from SEBI on the Draft Letter of Offer	Friday, November 04, 2022	Tuesday, February 28, 2023**
Identified Date*	Wednesday, November 09, 2022	Thursday, March 02, 2023
Last date for dispatch of the Letter of Offer to the Public Shareholders	Wednesday, November 16, 2022	Friday, March 10, 2023
Last date of publication by which a committee of independent directors of the Target Company is required to give its recommendation to the Public Shareholders of the Target Company for this Offer	Friday, November 18, 2022	Wednesday, March 15, 2023
Last date for upward revision of the Offer Price and/or the Offer Size	Tuesday, November 22, 2022	Thursday, March 16, 2023
Advertisement of schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Tuesday, November 22, 2022	Thursday, March 16, 2023
Date of commencement of tendering period (Offer Opening Date)	Wednesday, November 23, 2022	Friday, March 17, 2023
Date of closure of tendering period (Offer Closing Date)	Tuesday, December 06, 2022	Monday, April 03, 2023
Last date of communicating of rejection/ acceptance and payment of consideration for accepted tenders/ return of unaccepted shares	Tuesday, December 20, 2022	Thursday, April 20, 2023
Issue of post offer advertisement	Tuesday, December 27, 2022	Thursday, April 27, 2023
Last date for filing of final report with SEBI	Tuesday, December 27, 2022	Thursday, April 27, 2023

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the LoF shall be sent.

\*The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and was subject to receipt of approvals (if any) from various statutory/regulatory authorities.

\*\*Actual date of receipt of SEBI comments

- The Acquirer its partners and PACs severally and jointly accept full responsibility for the information contained in this Pre-offer Advertisement cum Corrigendum and also for the obligations of the Acquirer along with the PACs as prescribed under SEBI (SAST) Regulations and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer. In relation to the information pertaining to the Sellers and the Target Company, the Acquirer and PACs have relied on the information provided by the Target Company, the Sellers and publicly available sources and have not independently verified the accuracy of such information.
- A copy of this Pre-Offer Advertisement cum Corrigendum would also be available on the SEBI website at <https://www.sebi.gov.in/> and on the website of Manager to the Offer at [www.vivro.net](http://www.vivro.net).

## ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND PACS

# VIVRO

**Vivro Financial Services Private Limited**  
 Vivro House, 11 Shashi Colony, Opp. Suvidha Shopping Centre, Paldi, Ahmedabad - 380007. Gujarat. India.  
 CIN: U67120GJ1996PTC029182 | Tel No.: +91 79-4040 4242 | Email: [investors@vivro.net](mailto:investors@vivro.net)  
 Website: [www.vivro.net](http://www.vivro.net) | SEBI Registration No.: MB/INM000010122 | Contact Person: Shivam Patel / Jay Shah

## REGISTRAR TO THE OFFER

# LINK Intime

**LINK INTIME INDIA PRIVATE LIMITED**  
 C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India.  
 CIN: U67190MH1999PTC118368 | Tel No.: +91 8108114949 | Email: [rajathfinance.offer@linkintime.co.in](mailto:rajathfinance.offer@linkintime.co.in)  
 Website: [www.linkintime.co.in](http://www.linkintime.co.in) | SEBI Registration No.: INR000004058 | Contact Person: Sumeet Deshpande

## FOR AND ON BEHALF OF THE ACQUIRER AND THE PACS:

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
<b>9Anium Tech LLP</b> Name: Gautam K. Shah DIN - 06379806	<b>Gautam K. Shah (PAC-1)</b> DIN - 06379806 Designated Partner	<b>Vishwanathan V. Iyer (PAC-2)</b> DIN - 07550254 Designated Partner	<b>Shubhra T. Singh (PAC-3)</b> DIN - 09194475 Designated Partner	<b>Beena M. Shah (PAC-4)</b> DIN - 07049813 Partner

Date: March 14, 2023

Place: Mumbai