

DRAFT LETTER OF OFFER (“DLOF”)**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Draft Letter of Offer is being sent to you as a shareholder(s) of Pentokey Organy (India) Limited (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or an investment consultant or the Manager to the Offer (as defined herein below) or the Registrar to the Offer (as defined herein below). In the event you have recently sold your Equity Shares in the Target Company, please hand over the Letter of Offer to the purchaser of the Equity Shares or the member of the stock exchange through whom the said sale was effected.

OPEN OFFER BY

MR. PURSHOTTAM KEJRIWAL (“Acquirer 1”) and **MR. VIBHU KEJRIWAL (“Acquirer 2”)**

Residing: 1105/06, WA B9, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; **Email id:** plkejriwal@gmail.com / merit123@gmail.com; **Tel. No.:** +91 9321807814 / 9869484318; **Fax No.:** NA

MR. SHANTANU PURSHOTTAM KEJRIWAL (“Acquirer 3”)

Residing: 403-4, E-Wing, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; **Email id:** shantanu_kejriwal@yahoo.co.in; **Tel. No.:** +91 9323027293; **Fax No.:** NA

MR. KOSTUV PURSHOTTAM KEJRIWAL (“Acquirer 4”)

Residing: 3C-802, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; **Email id:** kostuv@yahoo.com; **Tel. No.:** +91 9820451650; **Fax No.:** NA

(Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 hereinafter collectively referred to as “**Acquirers**”)

To the Public Shareholder(s) of

Pentokey Organy (India) Limited (“Target Company”)

Registered Office: 45/47, Somaiya Bhavan, M. G. Road, Fort, Mumbai – 400 001, Maharashtra, India.

Tel. No.: +91 22 61702100/66951096; **Email:** investors@pentokey.com; **Website:** www.pentokey.com

Corporate Identification Number: L24116MH1986PLC041681

to acquire upto **15,99,850** (Fifteen Lakhs Ninety Nine Thousand Eight Hundred Fifty Only) fully paid Equity Shares of face value ₹ **10/-** each (“**Offer Shares**”) representing **#25.51%** of the fully paid-up equity share capital and voting capital of the Target Company on a fully diluted basis, as of the tenth working day from the closure of the tendering period of the open offer, for cash at a price of ₹ **8.75** (Rupees Eight And Seventy Five Paise Only) per equity share (“**Offer Price**”).

(# As per SEBI (SAST) Regulations, the open offer under regulations 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25.51% as on date, and therefore, the Offer Shares represent 25.51% of the fully paid-up equity share capital and voting capital of the Target Company.)

Please Note:

1. This Offer is being made by the Acquirers pursuant to Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. **There has been no competing offer as on the date of this Draft Letter of Offer.**
5. To the best of the knowledge of the Acquirers, as on the date of this Draft Letter of Offer, there are no statutory approvals required for the purpose of implementing this Offer. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
6. If there is any upward revision in the Offer Price and/or Offer Size by the Acquirers, at any time upto 1 (one) working day prior to the commencement of the Tendering Period i.e. Tuesday, 6 July, 2021 the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirers for all the Offer Shares validly tendered anytime during the Tendering Period of the Open Offer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, the same would be communicated within two (2) working days by an announcement in the same newspapers in which the Detailed Public Statement was published.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and Letter of Offer are also available on SEBI’s website: www.sebi.gov.in.

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

 <p>SAFFRON energising ideas</p>	 <p>Datamatics Business Solutions</p>
<p>Saffron Capital Advisors Private Limited 605, Sixth Floor, Centre Point, J.B. Nagar, Andheri (East), Mumbai - 400 059; Tel. No.: +91 22 4082 0914/915; Fax No.: +91 22 4082 0999; Email id: openoffers@saffronadvisor.com; Website: www.saffronadvisor.com; Investor Grievance: investorgrievance@saffronadvisor.com; SEBI Registration Number: INM000011211 Validity: Permanent Contact Person: Mr. Amit Wagle/Gaurav Khandelwal</p>	<p>Datamatics Business Solutions Limited Plot No B- 5, Part B Cross Lane, MIDC, Andheri (East), Mumbai -400 093, Maharashtra, India; Tel. No.: +91 22 66712188, 66712001-6; Fax No.: +91 22 66712209; Email id: investorsqry@datamatics.bpm.com; Website: www.datamatics.bpm.com SEBI Registration Number: INR000000874 Validity: Permanent Registration Contact Person: Mr. Anand Bhilare</p>
<p>OFFER OPEN ON: [●]</p>	<p>OFFER CLOSES ON: [●]</p>

SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

Activity	Day and Date
Public Announcement (PA)	Friday, 14 May, 2021
Publication of DPS in the newspapers	Friday, 21 May, 2021
Filing of the draft letter of offer with SEBI	Monday, 31 May, 2021
Last date for a competitive bid	Monday, 14 June, 2021
Last date for SEBI observations on draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, 21 June, 2021
Identified Date*	Wednesday, 23 June, 2021
Letter of Offer to be dispatched to shareholders	Wednesday, 30 June, 2021
Last date for revising the Offer price/ number of shares	Tuesday, 6 July, 2021
Last Date by which the committee of the independent directors of the Target Company shall give its recommendation	Monday, 5 July, 2021
Date of publication of Offer Opening Public Announcement	Tuesday, 6 July, 2021
Date of commencement of Tendering Period (Offer Opening Date)	Wednesday, 7 July, 2021
Date of Expiry of Tendering Period (Offer Closing Date)	Tuesday, 20 July, 2021
Last Date for completion of all requirements including payment of consideration	Wednesday, 4 August, 2021

** Identified Date is only for the purpose of determining the Equity Shareholders of the Target Company as on such date to whom the Letter of Offer would be sent by Email / Post. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirers and Promoter and Promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.*

RISK FACTORS

I. RISK FACTORS RELATING TO THE TRANSACTION

- As of the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals. As per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirers shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
- In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions precedent and other conditions as stated in paragraph VII (B) are not satisfactorily complied with for reasons beyond the control of the Acquirers, the Open Offer would stand withdrawn. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations in the event the requisite statutory approvals that may be necessary at a later date are refused.
- If at a later date, any other statutory or regulatory or other approvals / no objections are required, the Open Offer would become subject to receipt of such other statutory or regulatory or other approvals / no objections.

II. RISKS RELATING TO THE OFFER

- This Open Offer is an offer to acquire not more than 25.51% of the fully paid-up equity share capital and voting capital of the Target Company from the Eligible Shareholders. In case Equity Shares tendered in the Open Offer by the Eligible Shareholders are more than the Offer Size, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Eligible Shareholders in the Open Offer will be accepted.
- In the event that either: (a) regulatory or statutory approvals are not received in time, (b) there is any litigation leading to a stay/injunction on the Offer or that restricts/restrains the Acquirers from performing their obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Offer, 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 Eligible Shareholders whose Equity Shares are accepted under the Offer as well as the return of Equity Shares not accepted under the Offer by the Acquirers may get delayed. In case the delay is due to non-receipt of statutory approval(s), then in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of approvals was not due to any willful default or negligence on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers agreeing to pay interest to the validly tendering Shareholders.
- The Equity Shares tendered in the Offer and documents will be held in the special account of the Clearing Corporation on behalf of Eligible Shareholders till the process of acceptance of tenders and the payment of consideration is completed. The Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirers make no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Eligible Shareholders on whether or not to participate in the Offer.
- The Acquirers and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Draft Letter of Offer / Detailed Public Statement / Public Announcement and anyone placing reliance on any other source of information (not released by the Acquirers, or the Manager to the Offer) would be doing so at his/her/their own risk.

- Eligible Shareholders should note that the shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed.
- This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy, in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this 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 and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- This Offer is subject to completion risks as would be applicable to similar transactions.

III. Risks relating to Acquirers and the Target Company

- Acquirers make no assurance with respect to the continuation of the past trend in the financial performance of the Target Company and make no assurance with respect to the future performance of the Target Company.
- 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 the Acquirers expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Eligible Shareholder on whether to participate or not to participate in the Offer.

The risk factors set forth above are limited to the Offer and not intended to cover a complete analysis of all risks as perceived in relation to the Offer or in association with the Acquirers, but are only indicative and are 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.

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I. KEY DEFINITIONS

Acquirer 1	Mr. Purshottam Kejriwal residing at 1105/06, WA B9, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India.
Acquirer 2	Mr. Vibhu Kejriwal residing at 1105/06, WA B9, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India.
Acquirer 3	Mr. Shantanu Purshottam Kejriwal residing at 403-4, E-Wing, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India
Acquirer 4	Mr. Kostuv Purshottam Kejriwal residing at 3C-802, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India
Acquirers	Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4 collectively referred to as Acquirers
Board of Directors	Board of Directors of the Target company
BSE	BSE Limited
Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. Choice Stock Broking Private Limited
Companies Act	The Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) as amended, substituted or replaced from time to time.
Depositories	NSDL
Detailed Public Statement/ DPS	Detailed Public Statement dated May 19, 2021 issued by the Manager to the Offer, on behalf of the Acquirers, in relation to the Offer and published in all editions of Financial Express (English), Jansatta (Hindi) and Mumbai Lakshadeep (Marathi Daily - Stock Exchange situated and Registered Office) on May 20, 2021, in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the SEBI (SAST) Regulations.
DIN	Director Identification Number
DP	Depository participant
DLOF/ Draft Letter of Offer	This Draft Letter of Offer dated May 25, 2021
Eligible Shareholders / Public Shareholders	All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and Promoter and Promoter Group members of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer
EPS	Earnings Per Share calculated as Profit after tax divided by Number of equity shares issued
Equity Share(s)/ Share(s)	The fully paid up equity share(s) of the Target Company having a face value of ₹ 10 (Rupees Ten) per equity share
Equity Share Capital	The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 6,27,26,290 (Rupees Six Crores Twenty Seven Lakhs Twenty Six Thousand Two Hundred and Ninety) comprising of 62,72,629 Equity Shares of face value ₹ 10 each of the Target Company as on the date of this Draft Letter of Offer.
Escrow Agreement	Escrow Agreement dated May 10, 2021 entered between the Acquirers, Escrow Agent and Manager to the Offer
Escrow Bank / Escrow Agent	ICICI Bank Limited
FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
FII(s)	Foreign Institutional Investor(s), as defined under Section 115AD of the Income Tax Act, 1961 which includes sub-accounts of FIIs and if any Foreign Institutional Investor(s) have been reorganized as Foreign Portfolio Investors, such Foreign Portfolio Investors
Identified Date	Wednesday, 23 June, 2021 i.e., the date falling on the 10 th (tenth) Working Day prior to the commencement of the Tendering Period, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent
Letter of Offer/ LOF	The Letter of Offer, duly incorporating SEBI's comments on the Draft Letter of Offer
Manager to the Offer	Saffron Capital Advisors Private Limited
NRI	Non-Resident Indian as defined in Foreign Exchange Management (Deposit) Regulations, 2000, as amended.
NSDL	National Securities Depository Limited

OCB	Overseas Corporate Body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
Offer/Open Offer	15,99,850 (Fifteen Lakhs Ninety Nine Thousand Eight Hundred Fifty Only) fully paid-up equity share of face value of ₹ 10/- each representing # 25.51% of fully paid-up equity share capital and voting capital of the Target Company at a price of ₹ 8.75/- (Rupees Eight and Seventy Five Paise only) per Equity Share payable in cash. (# As per SEBI (SAST) Regulations, the open offer under regulations 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25.51% as on date, and therefore, the Offer Shares represent 25.51% of the fully paid-up equity share capital and voting capital of the Target Company.)
Offer Consideration	The maximum consideration payable under this Offer, assuming full acceptance, is ₹ 1,39,98,688/- (Rupees One Crore Thirty Nine Lacs Ninety Eight Thousand Six Hundred Eighty Eight only)
Offer Period	Period commencing from May 14, 2021 till the date on which the payment of consideration to the Public Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
Offer Price	₹ 8.75/- (Rupees Eight and Seventy Five Paise only) per Equity Share.
Offer Size / Offer Shares	15,99,850 (Fifteen Lakhs Ninety Nine Thousand Eight Hundred Fifty Only) fully paid-up equity share of face value of ₹ 10/- each representing 25.51% of fully paid-up equity share capital and voting capital of the Target Company.
Public Announcement/PA	Public Announcement of the Open Offer made by the Manager to the Offer on behalf of the Acquirers on May 14, 2021 in accordance with SEBI (SAST) Regulations.
RBI	Reserve Bank of India
Registrar to the Offer	Datamatics Business Solutions Limited
SCRR	Securities Contract (Regulations) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (SAST) Regulations, 1997	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 1997 and subsequent amendments thereof
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
Sellers	Shall mean shall collectively mean Sakarwadi Trading Company Private Limited, Somaiya Agencies Private Limited and Godavari Biorefineries Limited
Selling Broker	Respective stock brokers of all Eligible Shareholders who desire to tender their Shares under the Open Offer
Stock Exchange	BSE Limited
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SPA	Share Purchase Agreement dated May 14, 2021, executed between, the Acquirers and the Sellers to acquire 39,70,573 Equity Shares (“SPA Shares”) representing 63.30% of fully paid-up equity share capital and voting capital of the Target Company at a price of ₹ 8/- (Rupees Eight only) per Equity Share aggregating to ₹ 3,17,64,584/- (Rupees Three Crores Seventeen Lakhs Sixty Four Thousand Five Hundred Eighty Four only).
Target Company	Pentokey Organy (India) Limited having its registered office at 45/47, Somaiya Bhavan, M. G. Road, Fort, Mumbai – 400 001, Maharashtra, India
Tendering Period	Wednesday, 7 July, 2021 to Tuesday, 20 July, 2021
Working Day	Working days of SEBI

II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THIS 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 PENTOKEY ORGANY (INDIA) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE TARGET COMPANY WHOSE EQUITY SHARES/ CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS 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 MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 25, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THIS 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.”

III. DETAILS OF THE OFFER

A) Background of the Offer

1. This Open Offer is being made pursuant to the SPA in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations as a result of a direct substantial acquisition of Equity Shares and voting rights of the Target Company by the Acquirers.
2. On May 14, 2021, the Acquirers have entered into a SPA with Sellers to acquire 39,70,573 (Thirty Nine Lakhs Seventy Thousand Five Hundred and Seventy Three) Equity Shares (“SPA Shares”) representing 63.30% of fully paid-up equity share capital and voting capital of the Target Company, at a price of ₹ 8/- (Rupees Eight only) per Equity Share of the Target Company aggregating to ₹ 3,17,64,584 (Rupees Three Crores Seventeen Lacs Sixty Four Thousand Five Hundred Eighty Four Only) payable in cash as below:

Salient features of SPA:

- Acquirers shall deposit 100% of the Offer Size on the date of execution of SPA.
 - Subject to actual response to the Open Offer, the Acquirers shall acquire from Jasmine Trading Company Private Limited, a promoter group member of the Target Company, for the sale consideration agreed in the SPA, such number of equity shares (subject to a maximum of 6,00,000 equity shares) which together with the Sale Shares acquired from the Promoter Sellers under the SPA and the equity shares acquired under the Open Offer, makes the total shareholding of the Acquirers in the Target Company equal to 75% (seventy five percent) of the Voting Share Capital of the Target Company.
 - The Acquirers agree to take steps to comply with the SEBI (SAST) Regulations and to comply with all laws that may be required to give effect to the SPA Shares.
 - In the event of non-compliance of any provisions of the SEBI (SAST) Regulations, the SPA shall not be acted upon by the SPA Seller or Acquirers.
 - For some of the above terms more specifically defined in the SPA and other details of SPA, Public Shareholders of the Target Company may refer SPA, which would be available to them for inspection during the Tendering Period at the office of the Manager to the Offer.
3. The Committee of Independent Directors on the Board of the Target Company, will come out with their recommendations for the Offer and the same shall be published in the newspapers where the Detailed Public Statement appeared latest by Monday, 5 July, 2021.
 4. Acquirers propose to acquire management control pursuant through this Open Offer.
 5. The Offer is not a result of global acquisition resulting in indirect acquisition of Equity Shares of the Target Company.

B) Details of the proposed Offer:

1. The Public Announcement announcing the Open offer, under Regulations 3(1) and 4 was made on May 14, 2021 to BSE and a copy thereof was also filed with SEBI and sent to the Target Company at its registered office on May 14, 2021.
2. The Acquirers have published the DPS on May 20, 2021 which appeared in the following newspapers:

<i>Sr. No.</i>	<i>Newspapers</i>	<i>Language</i>	<i>Editions</i>
1	Financial Express	English	Nation wide
2	Jansatta	Hindi	Nation wide
3	Mumbai Lakshdeep	Marathi	Regional

A copy of the DPS is also available on the SEBI’s website: www.sebi.gov.in. Simultaneously, in accordance with the provisions of Regulation 14(4) of SEBI (SAST) Regulations, a copy of the DPS was sent through the Manager to the Offer to: (i) SEBI; (ii) BSE; and (iii) the registered office of the Target Company on May 20, 2021.

3. The Acquirers have deposited more than **100%** of the total consideration payable to the Public Shareholders under this Offer in compliance with the Regulation 22(2) of the SEBI (SAST) Regulations. Accordingly, the Acquirers intend to acquire the SPA Shares and also obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS. Further, in accordance with Regulation 24(1) of the SEBI (SAST) Regulations, the Acquirers may make changes to the current board of directors of the Target Company by appointing either themselves and/or their nominees to represent them.
4. This Open Offer is being made to all the equity shareholders of Target Company other than Acquirers and members of Promoter and Promoter Group of the Target Company to acquire up to 15,99,850 (Fifteen Lakhs Ninety Nine Thousand Eight Hundred Fifty Only) fully paid Equity Shares of the Target Company, of face value ₹ 10 each (“**Offer Shares**”) representing # 25.51% of fully paid-up equity share capital and voting capital of the Target Company, at a price of ₹ 8.75/- (Rupees Eight and Seventy Five Paise only) per Equity Share (“**Offer Price**”), aggregating to ₹ 1,39,98,688/- (Rupees One Crore Thirty Nine Lacs Ninety Eight Thousand Six Hundred Eighty Eight only), (“**Open Offer**”).

(# As per SEBI (SAST) Regulations, the open offer under regulations 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25.51% as on date, and therefore, the Offer Shares represent 25.51% of the fully paid-up equity share capital and voting capital of the Target Company.)

5. The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
6. There are no partly paid-up Equity Shares in the Target Company.
7. 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. Further, there is no competing offer as on the date of this DLOF in terms of Regulation 20 of the SEBI (SAST) Regulations.
8. There is no differential pricing for this Offer.
9. There are no conditions as stipulated in the SPA, the meeting of which would be outside the reasonable control of the Acquirers, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
10. The Equity Shares of the Target Company will be acquired by the Acquirers under the Offer as fully paid up, free from all lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
11. To the best of the knowledge and belief of the Acquirers, as on the date of this Draft Letter of Offer, there are no statutory or other approvals required to implement the Offer other than as indicated in section VII of this Draft Letter of Offer. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, BSE and to the Target Company at its registered office.
12. The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Open Offer.
13. The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the

ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

14. To the extent the post offer holding of the Acquirers exceeds the maximum permissible non-public shareholding in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**") read with Securities Contract (Regulation) Rules, 1957, and subsequent amendments thereto ("**SCRR**"), the Acquirers undertake to reduce their shareholding to the level stipulated in the SCRR within the time and in the manner specified in the SCRR and SEBI LODR Regulations.
15. If the Acquirers acquire Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
16. The Acquirers have not acquired any Equity Shares of the Target Company after the date of PA, i.e. May 14, 2021 and upto the date of this DLOF.

IV. OBJECT OF THE ACQUISITION/ OFFER

1. The primary objective of the Acquirers for the above mentioned acquisition is substantial acquisition of shares and voting rights in the Target Company along with the management control of the Target Company.
2. The Acquirers do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.

V. BACKGROUND OF THE ACQUIRERS

1. INFORMATION ABOUT THE ACQUIRER 1:

- 1.1 Acquirer 1, aged 65 years, s/o Mr. Atmaram Kejriwal is residing at 1105/06, WA B9, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; Tel: +91 9321807814; Email: plkejriwal@gmail.com.
- 1.2 Acquirer 1 is under matriculate.
- 1.3 Acquirer 1 does not belong to any Group and is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 1.4 The networth of Acquirer 1 as on March 31, 2021 is ₹ 341.29 Lacs only (Rupees Three Crores Forty One Lakhs Twenty Nine Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated April 20, 2021.
- 1.5 Acquirer 1 is a Managing Director of Merit Organics Limited and taking care of the operations of the Company. He is having experience of over 25 years in the pharmaceutical industry.
- 1.6 Acquirer 1 does not hold any positions on the board of directors of any listed company.
- 1.7 Acquirer 1 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 1.8 Acquirer 1 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 1.9 Acquirer 1 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 1.10 Acquirer 1 confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- 1.11 Acquirer 1 is father of Acquirer 2, Acquirer 3 and Acquirer 4.
- 1.12 Acquirer 1 does not hold/never held any equity shares of the Target Company. Hence compliance with SEBI (SAST) Regulations is not applicable.
- 1.13 Acquirer 1 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.

2. INFORMATION ABOUT THE ACQUIRER 2:

- 2.1 Acquirer 2, aged 44 years, S/o Mr. Purshottam Kejriwal is residing at 1105/06, WA B9, Whispering Palms, XX Clusives, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai – 400101, Maharashtra, India; Tel: +91 9869484318; Email: merit123@gmail.com.
- 2.2 Acquirer 2 is under matriculate.
- 2.3 Acquirer 2 does not belong to any Group and is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 2.4 The networth of Acquirer 2 as on March 31, 2021 is ₹ 191.41 Lacs only (Rupees One Crore Ninety One Lakhs Forty One Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.:

(101482W), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; vide certificate dated April 20, 2021.

- 2.5 Acquirer 2 is working as Head of Factory Operation and Office administration of Merit Organics Limited. He is having experience of more than 15 years in pharmaceutical industry.
- 2.6 Acquirer 1 is not a wholetime director in any company.
- 2.7 Acquirer 2 does not hold any positions on the board of directors of any listed company.
- 2.8 Acquirer 2 is son of Acquirer 1 and brother of Acquirer 3 and Acquirer 4.
- 2.9 Acquirer 2 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 2.10 Acquirer 2 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 2.11 Acquirer 2 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 2.12 Acquirer 2 confirms that there are no pending litigations pertaining to securities market where he is made party to.
- 2.13 Acquirer 2 does not hold/never held any equity shares of the Target Company. Hence compliance with SEBI (SAST) Regulations is not applicable.
- 2.14 Acquirer 2 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.

3. INFORMATION ABOUT THE ACQUIRER 3:

- 3.1 Acquirer 3, aged 42 years, s/o Mr. Purshottam Kejriwal is residing at A403-4, E-Wing, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; Tel: +91 9323027293; Email: shantanu_kejriwal@yahoo.co.in.
- 3.2 Acquirer 3 is under matriculate.
- 3.3 Acquirer 3 does not belong to any Group and is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 3.4 The networth of Acquirer 3 as on March 31, 2021 is ₹ 126.63 Lacs only (Rupees One Crore Twenty Six Lakhs Sixty Three Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (101482W), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; vide certificate dated April 20, 2021.
- 3.5 Acquirer 3 is a wholetime director of Merit Organics Limited. He is having experience over 15 years in the pharmaceutical industry.
- 3.6 Acquirer 3 does not hold any positions on the board of directors of any listed company.
- 3.7 Acquirer 3 is son of Acquirer 1 and brother of Acquirer 2 and Acquirer 4.
- 3.8 Acquirer 3 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.

- 3.9 Acquirer 3 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 3.10 Acquirer 3 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.11 Acquirer 3 confirms that there are no pending litigations pertaining to securities market where he is made party to.
- 3.12 Acquirer 3 does not hold/never held any equity shares of the Target Company. Hence compliance with SEBI (SAST) Regulations is not applicable.
- 3.13 Acquirer 3 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.

4. INFORMATION ABOUT THE ACQUIRER 4:

- 4.1 Acquirer 4, aged 38 years, s/o Mr. Purshottam Kejriwal is residing at 3C-802, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India; Tel: +91 9820451650; Email: kostuv@yahoo.com.
- 4.2 Acquirer 4 has completed his B.com from University of Mumbai, Mumbai.
- 4.3 Acquirer 4 does not belong to any Group and is not related to the Promoters, Directors or key employees of the Target Company in any manner.
- 4.4 The networth of Acquirer 4 as on March 31, 2021 is ₹ 222.81 Lacs only (Rupees Two Crores Twenty Two Lakhs Eighty One Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated April 20, 2021.
- 4.5 Acquirer 4 is working as Head International Business in the Merit Organics Limited. He is having experience over 10 years of in the pharmaceutical industry.
- 4.6 Acquirer 4 is a Whole time director of Merit Healthcare Private Limited.
- 4.7 Acquirer 4 does not hold any positions on the board of directors of any listed company.
- 4.8 Acquirer 4 is son of Acquirer 1 and brother of Acquirer 2 and Acquirer 3.
- 4.9 Acquirer 4 confirms that he is not categorized as a “willful defaulter” in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations.
- 4.10 Acquirer 4 confirms that he has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 4.11 Acquirer 4 confirms that he is not declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.12 Acquirer 4 confirms that there are no pending litigations pertaining to securities market where he is made party to.
- 4.13 Acquirer 4 does not hold/never held any equity shares of the Target Company. Hence compliance with SEBI (SAST) Regulations is not applicable.
- 4.14 Acquirer 4 undertakes not to sell the equity shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.

5. Details of Equity Shareholding of the Acquirers in the Target Company:

Details	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4
	Number of Equity Shares and (%)			
Shareholding as on the PA date	NIL	NIL	NIL	NIL
Equity Shares acquired through SPA	39,70,573 (63.30%)			
Shares acquired between the PA date and the DPS date	NIL	NIL	NIL	NIL
Equity Shares proposed to be acquired in the Offer (<i>assuming full acceptance</i>)	15,99,850 (#25.51%)			
Post Offer Shareholding on diluted basis on 10th working day after closing of Tendering period	55,70,423 (88.81%)			

(# As per SEBI (SAST) Regulations, the open offer under regulations 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25.51% as on date, and therefore, the Offer Shares represent 25.51% of the fully paid-up equity share capital and voting capital of the Target Company.)

VI. BACKGROUND OF THE TARGET COMPANY

(The disclosures mentioned under this section have been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

1. The Target Company was incorporated on November 26, 1986 under the Companies Act 1956 as “Pentokey Organy (India) Private Limited” vide Certificate of Incorporation issued by Additional Registrar of Companies, Maharashtra. Subsequently the name of the Target Company was changed to “Pentokey Organy (India) Limited” and a fresh Certificate of Incorporation pursuant to such change in name was issued on September 10, 1990 by Asstt. Registrar of Companies, Maharashtra, Bombay. The Company Identification Number of the Target Company is L24116MH1986PLC041681.
2. The Registered Office of the Target Company is situated at 45/47, Somaiya Bhavan, M. G. Road, Fort, Mumbai – 400 001, Maharashtra, India; Tel: +91 22 61702100/66951096; Fax: +91 22 22047297/66951096; Email: investors@pentokey.com; Website: www.pentokey.com.
3. The Equity Shares of Target Company are currently listed on BSE only and having Scrip Code 524210 at BSE. The ISIN of Equity Shares of Target Company is INE702E01015. *(Source: www.bseindia.com)*
4. There are no Equity Shares of the Target Company that are issued, allotted, but not listed on the Stock Exchanges.
5. The Target Company is mainly engaged in the business of trading organic chemicals. *(Source: Website of the Company; www.pentokey.com)*.
6. The Authorized Share Capital of the Target Company is ₹ 40,00,00,000 (Rupees Forty Crores) comprising of 4,00,00,000 Equity Shares of face value ₹ 10 each. The Issued, Subscribed and paid up Share Capital of the Target Company is ₹ 6,27,26,290 (Rupees Six Crores Twenty Seven Lakhs Twenty Six Thousand Two Hundred and Ninety) comprising of 62,72,629 Equity Shares of face value ₹ 10 each.
7. As on the date of this Draft Letter of Offer, there are no outstanding partly paid up shares of the Target Company and there are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.
8. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations. *(Source: www.bseindia.com)*.
9. The trading in equity shares of the Target Company was suspended on account of non-compliance with various provisions of the erstwhile Listing Agreement. The said suspension was revoked w.e.f November 11, 2011. Further, the Target Company has paid penalty for non-compliance with Regulation 33 of SEBI (LODR) Regulations, 2015 in past. Target Company has filed application with SEBI for condonation delay wrt Regulation 31A (8) (c) of SEBI (LODR) Regulations, 2015 pertaining to its individual promoters.
10. No merger / demerger / spin off have taken place in the Target Company during the last three years.
11. **The share capital structure of the Target Company as of the date of this Draft Letter of Offer is:**

Equity Share Capital

Issued and Paid-up Equity Share of Target Company	Pre – Open Offer		Post – Open Offer	
	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights
Fully paid-up Equity Shares	62,72,629	100.00	62,72,629	100.00
Partly paid-up Equity Shares	NIL	NIL	NIL	NIL

Issued and Paid-up Equity Share of Target Company	Pre – Open Offer		Post – Open Offer	
	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights	Number of Equity Shares /Voting Rights	% of Equity Shares/Voting Rights
Total paid-up Equity Shares	62,72,629	100.00	62,72,629	100.00
Total Voting Rights in Target Company	62,72,629	100.00	62,72,629	100.00

12. As on the date of this Draft Letter of Offer, the composition of the Board of Directors of the Target Company is as follows:

Name of the Director	Whether Executive/ Independent	Address	DIN	Date of Appointment/ Re-appointment
Mr. Mohan Somanathan	Director	Director Bangala, Godavari Biorefineries Limited, Wari, Ahmadnagar – 413708.	03184356	05/08/2010
Mr. Shrinivas Mokashi	Director	10, Shreedhar Apartment, Mithagar Road, Mulund, Mumbai 400081.	00480618	06/02/2018
Mr. Devendra J. Shrimanker	Independent Director	104/2, Shivtirth, 1st Floor, 4/6, Bhulabhai Desai Road, Mumbai - 400 026.	00385083	05/02/2008
Mr. Shyam Chaitan Balsekar	Independent Director	9, Sindhula, Nowroji Gamadia Road Mumbai - 400 026.	02333845	29/08/2008
Ms. Prajakta Shidhore	Independent Woman Director	4/97 Dattramanand Society, Hanuman Cross Road No-2, Vile Parle (East), Mumbai – 400 057.	02608077	30/05/2016

(Source: www.mca.gov.in)

13. Acquirers do not have any representatives on the Board of Directors of the Target Company as on the date of this Draft Letter of Offer. The Acquirers have deposited 100% of the total consideration payable to the Public Shareholders under this Offer in compliance with the Regulation 22(2) of the SEBI (SAST) Regulations. Accordingly, the Acquirers intend to acquire the SPA Shares and also obtain management control in the Target Company subsequent to expiry of twenty one working days from the date of the DPS. Further, in accordance with Regulation 24(1) of the SEBI (SAST) Regulations, the Acquirers may make changes to the current board of directors of the Target Company by appointing either themselves and/or their nominees to represent them.

14. The key financial information of the Target Company based the audited financial statements for the financial years ended March 31, 2020, 2019 and 2018 and are as follow:

(₹ in Lakhs)

Profit & Loss Statement	For the year ended March 31		
	2020	2019	2018
Revenue from Operations	156.04	928.62	470.17
Other Income	24.70	19.51	18.26
Total Income	180.73	948.14	488.43
Total Expenditure	224.78	1,014.39	563.58
Profit Before Depreciation Interest and Tax	224.63	1,013.44	531.42
Depreciation	0.15	0.28	6.26
Interest	-	0.66	25.89
Profit/(Loss) before Exceptional items and Tax	(44.05)	(66.25)	(75.15)
Exceptional Items	-	97.07	80.03
Profit Before Tax	44.05	(30.82)	(4.88)
Provision for Tax	-	(0.35)	3.75
Profit After Tax	(44.05)	31.17	1.13

(₹ in Lakhs)

Balance Sheet Statement	As at March 31		
	2020	2019	2018
Sources of Funds			
Paid up share capital	627.26	627.26	627.26
Reserves	(68.13)	(23.46)	(54.99)

Net worth	559.13	603.80	572.27
Non-current liabilities			
Provisions	2.25	2.01	1.87
Current Liabilities			
Financial Liabilities			
i. Short term borrowings	-	-	-
ii. Trade payables	33.35	68.29	26.67
iii. Other Financial liabilities	7.03	10.20	10.34
Provisions	6.16	6.24	6.72
Other Liabilities	0.81	0.93	0.88
Total	608.73	691.47	618.74
Use of Funds			
Non-current assets			
Financial Assets			
i. Investments	0.98	1.60	1.25
ii. Other financial assets	51.93	17.47	65.48
iii. Property, Plant and Equipment	0.93	1.08	1.25
iv. Deferred Tax Asset (Net)	-	-	-
Current Assets			
Inventories			
Trade receivables	-	27.92	7.92
Cash and cash equivalents	95.67	220.20	19.65
Loans & Advances	379.96	273.56	213.94
Other assets	70.58	110.58	2.78
Total	608.73	691.47	618.74

Other Financial Data	For the year ended March 31		
	2020	2019	2018
Dividend (%)	-	-	-
Earnings Per Share (₹)	(0.70)	0.50	0.02
Return on Net worth (%)	(7.88)	5.16	0.20
Book Value per share (₹)	8.91	9.63	9.12

15. Brief financial details of the Target Company, as obtained from its unaudited reviewed standalone financial statements as disclosed to BSE for the nine months period ended December 30, 2020 and nine months period ended December 31, 2019 are as follows:

(₹ in Lakhs)

Profit & Loss Statement (Reviewed, Unaudited)	For the nine months period ended December 31	
	2020	2019
Revenue from Operations	-	74.88
Other Income	23.77	17.99
Total Income	23.77	92.87
Depreciation	0.14	0.11
Employee Benefit expenses	16.21	13.67
Other expenditure	24.57	48.45
Purchase of Stock-in-trade/ Cost of Materials Sold	-	45.78
Change in inventories of finished goods, work-in-progress and stock-in-trade	-	27.92
Total Expenses	40.92	135.93
Profit Before Depreciation Interest and Tax	(17.29)	(43.17)
Depreciation	0.14	0.11
Interest	-	-
Profit/(Loss) before Exceptional items and Tax	(17.15)	(43.06)
Exceptional Items	-	-
Profit Before Tax	(17.15)	(43.06)
Provision for Tax	-	-
Profit After Tax	(17.15)	(43.06)
Earnings Per Share (₹)	(0.27)	(0.69)

16. Pre and Post Offer Shareholding Pattern of the Target Company as on date of this Draft Letter of Offer is and shall be as follows:

Shareholders' Category	Shareholding & voting rights prior to the acquisition and Open Offer		Equity Shares/ voting rights agreed to be acquired which has triggered the SEBI (SAST) Regulations		Equity Shares/ voting rights to be acquired in Open Offer (Assuming full acceptances)		Shareholding / voting rights after the acquisition and Open Offer (Assuming full acceptances)	
	(A)		(B)		(C)		(D) = (A) + (B) + (C)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter and Promoter Group								
a. Parties to the SPA:	39,70,573	63.30	(39,70,573)	(63.30)	-	-	NIL	NIL
b. Promoters other than (a) above, excluding Acquirers	7,02,206 (Refer notes b & c below)	11.19	-	-	-	-	NIL (Refer notes b & c below)	NIL
Total (1)	46,72,779	74.49	(39,70,573)	(63.30)				
(2) Acquirers								
i. Acquirer 1	NIL		39,70,573	63.30	15,99,850	#25.51	55,70,423	88.81
ii. Acquirer 2	NIL							
iii. Acquirer 3	NIL							
iv. Acquirer 4	NIL							
Total (2)			39,70,573	63.30	15,99,850	#25.51	55,70,423	88.81
(3) Parties to SPA other than (1)(a) & (2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(4) Public	15,99,850	25.51	-	-	(15,99,850)	#(25.51)	7,02,206 (Refer notes b & c below)	11.19
Total (4)	15,99,850	25.51	-	-	(15,99,850)	#(25.51)	7,02,206	11.19
Grand Total (1+2+3+4)	62,72,629	100					62,72,629	100

(# As per SEBI (SAST) Regulations, the open offer under regulations 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the tendering period. However, the public shareholding of the Target Company is 25.51% as on date, and therefore, the Offer Shares represent 25.51% of the fully paid-up equity share capital and voting capital of the Target Company.)

Notes:

- Upon completion of open offer formalities, Sellers shall be denotified as promoters pursuant to regulation 31(A)(10) of the SEBI (LODR) Regulations, 2015, as amended and relinquish management control of the Target Company in favour of the Acquirers.
- Jasmine Trading Company Private Limited (JTCPL) is also a promoter group member of the Target Company and holds 6,00,000 Equity Shares representing 9.57% of the Voting Share Capital of the Target Company. Upon completion of open offer formalities, JTCPL shall be reclassified as 'public shareholder' pursuant to regulation 31(A)(10) of the SEBI (LODR) Regulations, 2015, as amended.
- Mr. Deepa K. Shah, Mr. Kumar V. Shah, Mr. Dixit J. Shah, Mr. Vastupal J. Shah, Vijaykumar J. Shah, Mr. Dharmit R. Shah, Mr. Jayvadan Shantilal Shah and Ms. Vairali Shah, collectively Individual Promoters, hold 1,02,206 Equity Shares of the Target Company and have applied for their re-classification as 'Public Shareholders' which has been approved by the Board of Directors and shareholders of the Target Company vide resolutions dated June 26, 2020 & September 29, 2020 respectively. The application is currently pending with BSE.

d. Ms. Darshna Shah, one of the promoter group members of the Target Company holds NIL Equity Shares and is not traceable on her contact details available with the Target Company. She shall also be denotified as promoter pursuant to regulation 31(A)(10) of the SEBI (LODR) Regulations, 2015, as amended.

17. Acquirers have not acquired any Equity Shares after date of PA till the date of Draft Letter of Offer.

18. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A) JUSTIFICATION FOR THE OFFER PRICE

- The Equity Shares of the Target Company are listed on BSE only.
- The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of PA is as given below:

Stock Exchange	Total no. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of Equity Shares listed)
BSE	14,427	62,72,629	0.23

(Source: www.bseindia.com)

- Based on the information provided in point above, the equity shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- The Offer Price of ₹ 8.75/- (Rupees Eight and Seventy Five Paise only) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in ₹ per Equity Share)
a)	Highest Negotiated price per Equity Share under SPA.	8
b)	The volume-weighted average price paid or payable for acquisition, by the Acquirers, during the fifty two weeks immediately preceding the date of PA;	Not Applicable
c)	The highest price paid or payable for any acquisition, by the Acquirers, during the twenty six weeks immediately preceding the date of PA	Not Applicable
d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the stock exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	Not Applicable
e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares	#8.55
Other Financial Parameters as at March 31, 2020		
	Return on Networth (%)	(7.88)%
	Book Value per share (₹)	8.91
	Earnings per share (Diluted) (₹)	(0.70)

Mr. Sanka Hari Surya IBBI Registered Valuer (Registration No: IBBI/RV/07/2019/12576) having office at Shree Mahavir Sadhana CHS, D-602, Plot No. 18 EFG, Sector-14, Navi Mumbai, Sanpada- 400705; Email id: ca.harisurya@gmail.com, vide certificate dated May 10, 2021, has certified that he has in terms of Supreme Court decision in the case of Hindustan Lever Employee Union V/s. Hindustan Lever Limited (1995) (83 Companies Cases 30), considered the (i) Net Assets Value ("NAV") Method and (ii) Market Price Method and accorded weight of 75% to NAV and 25% to Market Price Method for the purpose of arriving at the fair value for the Equity Shares of the Target Company. As per the certification given, the Fair Value has been arrived at ₹ 8.54, rounded off to ₹ 8.55 per Equity Share.

- The Offer Price is higher than the highest of the amounts specified in the table in paragraph 4 above. Therefore, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, the Offer Price is justified.

6. 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.
7. In view of the above parameters considered and in the opinion of the Acquirers and Manager to the Offer, the Offer Price of ₹ 8.75/- (Rupees Eight and Seventy Five Paise only) per equity share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
8. There have been no corporate actions undertaken by the Target Company warranting adjustment of any of the relevant price parameters.
9. There has been no revision in the Offer Price or to the size of this Offer as on the date of this DLOF.
10. An upward revision in the Offer Price or to the size of this Offer, if any, on account of competing offers or otherwise, will be done at any time prior to the commencement of the last one working day before the commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make corresponding increases to the escrow amounts, as more particularly set out in paragraphs V of the DPS; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.

B) FINANCIAL ARRANGEMENTS

1. Assuming full acceptance, the total funds requirement to meet this Offer is ₹ 1,39,98,688/- (Rupees One Crore Thirty Nine Lacs Ninety Eight Thousand Six Hundred Eighty Eight only).
2. The liquid assets of Acquirer 1 as on April 30, 2021 is ₹ 564.44 Lacs (Rupees Five Crores Sixty Four Lacs and Forty Four Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated May 11, 2021.
3. The liquid assets of Acquirer 2 as on April 30, 2021 is ₹ 146.02 Lacs (Rupees One Crore Forty Six Lacs and Two Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated May 11, 2021.
4. The liquid assets of Acquirer 3 as on April 30, 2021 is ₹ 147.14 Lacs (Rupees One Crore Forty Seven Lacs and Fourteen Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated May 11, 2021.
5. The liquid assets of Acquirer 4 as on April 30, 2021 is ₹ 45.47 Lacs (Rupees Forty Five Lacs and Forty Seven Thousand Only) and the same is certified by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (*Membership No. 138664*), Firm Registration No.: (*101482W*), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpc.com; *vide* certificate dated May 11, 2021.
6. In accordance with Regulation 17(1) of the SEBI (SAST) Regulations, the Acquirers have opened an escrow cash account bearing Account No: **000405127145** ("**Escrow Cash Account**") 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, 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020 and have made a cash deposit of ₹ **1,42,70,250** (Rupees One Crore Forty Two Lacs Seventy Thousand Two Hundred Fifty only) in the Escrow Cash Account. The cash deposited in Escrow Cash Account represents more than **100%** of

the total consideration payable to the Equity Shareholders under this Offer. The Acquirers have empowered the Manager to the Offer to operate and to realize the value of the Escrow Cash Account in terms of the SEBI (SAST) Regulations.

7. 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.
8. 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 the SEBI (SAST) Regulations.
9. Based on the above, Saffron Capital Advisors 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 accordance with the SEBI (SAST) Regulations.

VII. TERMS AND CONDITIONS OF THE OFFER

1. The tendering period will commence on Wednesday, 7 July, 2021 and will close on Tuesday, 20 July, 2021.
2. The Equity Shares offered under this Offer should be free from all lien, charges, equitable interests, encumbrances and are to be offered together with, if any, of all rights of dividends, bonuses or rights from now on and hereafter.
3. This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.
4. The Identified date for this Offer is Wednesday, 23 June, 2021.
5. Target Company has signed agreements with Depositories for offering Shares in dematerialized form. The ISIN Number is INE702E01015. (Source: www.bseindia.com)
6. The Marketable lot for the Shares of the Target Company for the purpose of this Offer shall be 1. (Source: www.bseindia.com)
7. None of the Equity Shares of the Target Company are subject to Lock-in.
8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.

A) ELIGIBILITY FOR ACCEPTING THE OFFER

1. The Letter of Offer shall be mailed to all Eligible Shareholders/Beneficial Owners (except the Acquirers, and Promoter and Promoter Group) whose names appear in register of Target Company as on Wednesday, 23 June, 2021, the Identified Date.
2. 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.
3. 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. Further, 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 Public Announcement, the Detailed Public Statement, 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.
4. 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.

5. The acceptance of this Offer is entirely at the discretion of the Eligible Shareholder(s)/Beneficial owner(s) of Target Company.
6. The acceptance of Equity Shares tendered in the Offer will be made by the Acquirers in consultation with the Manager to the Offer.
7. 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, i.e., up to Tuesday, 6 July, 2021, 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.

B) STATUTORY AND OTHER APPROVALS

1. As on the date of this Draft Letter of Offer, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
2. If any of the Public Shareholders of the Target Company that are not resident in India (such NRIs, OCBs and FIIs) require any approvals inter-alia from the Reserve Bank of India or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the other documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
3. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Eligible Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
4. In case of delay in receipt of any statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by the SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Further, if delay occurs on account of willful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
5. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the approvals mentioned in paragraph VII (B) are not satisfactorily complied with or any of the statutory approvals are refused, the Acquirers has a right to withdraw the Offer. In the event of withdrawal, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with SEBI, BSE, NSE and the registered office of the Target Company.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

1. All Public Shareholders holding the Equity 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. Please refer to section titled “*Procedure for tendering Equity Shares held in Physical form*” below of this part, for details in relation to tendering of Offer Shares held in physical form.
2. The Open Offer shall be implemented by using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE, which shall be the Designated Stock Exchange, in the form of a separate window (“**Acquisition Window**”).
4. For implementation of the Open Offer, the Acquirers have appointed Choice Equity Broking Private Limited (“**Buying Broker**”) through whom the purchases and settlements on account of the Open Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

Name: Choice Equity Broking Private Limited

Address: Choice House, Shree Shakambhari Corporate Park, Plot No. 156-158, J B Nagar, Andheri (East), Mumbai-400099

Contact Person: Mr. Jeetender Joshi

Tel.: 022-67079857

E-mail ID: compliance@choiceindia.com; jeetender.joshi@choiceindia.com;

5. All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (“**Selling Broker**”), during the normal trading hours of the secondary market during the Tendering Period.
6. The Acquisition Window provided by BSE shall facilitate placing of sell orders.
7. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during Tendering Period.
8. Public Shareholders who wish to bid /offer their physical shares in the Offer are requested to send their original documents as mentioned in the Draft Letter of Offer to the Registrar to the Offer so as to reach them within 2 days from closure of the Tendering Period. It is advisable to email scanned copies of the original documents mentioned in the Draft Letter of Offer, first to the Registrar to the Offer then send physical copies to the Registrar to the Offer’s address as provided in the Draft Letter of Offer.
9. In the event Selling Broker of Public Shareholder is not registered with BSE then that Public Shareholder can approach the Buying Broker as defined in the Point # 4 above and tender the Equity Shares through the Buying Broker after submitting the details as may be required by the Buying Broker to be in compliance with the SEBI (SAST) Regulations.

Procedure for tendering Equity Shares held in dematerialised form

- a. The Eligible Shareholders who are holding Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares they intend to tender in this Offer.
- b. The Eligible Shareholders intending to tender Equity Shares are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Ltd. (“Clearing Corporation”). Such Eligible Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective

Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.

c. For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d. Eligible Shareholders shall submit Delivery Instruction Slips (DIS) duly filled in specifying market type as "Open Offer" and execution date along with all other details to their respective depository participant / Selling Broker so that Equity Shares can be tendered in this Offer.

e. Upon placing the bid, the Selling Broker(s) shall provide transaction registration slip generated by the Designated Stock Exchange bidding system ("TRS") to the Eligible Shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.

f. The Eligible Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated Offer.

g. The Eligible Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The Eligible Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.

Procedure for tendering Equity Shares held in Physical form

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 cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.

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 I.D., Passport.

g. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

h. After placement of order, as mentioned above in Point (g), the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not

later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscribed as “**PKL Open Offer**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

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

j. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.

k. Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Eligible Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.

Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in nonmarketable 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.

Procedure for tendering the Equity Shares in case of non-receipt of Draft Letter of Offer

a. Eligible Shareholders 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.

b. An Eligible Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Draft Letter of Offer or in the relevant Form of Acceptance-cum Acknowledgment. The Letter of Offer along with a Form of Acceptance-cum-Acknowledgment will be dispatched to all the Eligible Shareholders of the Target Company, whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date to the Offer.

c. In case of non-receipt of the Letter of Offer, such Eligible 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 Equity Shares of the Target Company. The Letter of Offer along with the Form of Acceptance cum Acknowledgment (FOA) would also be available at SEBI's website, www.sebi.gov.in, and Eligible Shareholders can also apply by downloading such forms from the said website.

Settlement Process

a. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.

b. The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.

- c. For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- d. The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.
- e. The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.
- f. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- g. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer
- h. The direct credit of Equity Shares will be given to the demat account of Acquirers as indicated by the Buying Broker.
- i. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirers.
- j. In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- k. 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 Public 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 the Offer.
- l. If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.
- m. Public Shareholders who intend to participate in the 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 shareholders for tendering Equity Shares in the Offer (secondary market transaction). The 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 Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- n. 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.

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.

- a. The basis of charge of Indian income-tax depends upon the residential status of the person subject to tax (“Taxpayer”) during a Financial Year and the taxpayer has to pay their taxes in the following year (Assessment Year). The Financial Year for Indian Residents starts from April 01 and ends on March 31. A person who is a resident in terms of Indian Income Tax Act, 1961, (“IT Act”) he is liable to pay income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act itself. A person who is treated as a non-resident for the purpose of Indian income-tax purposes is generally subject to tax in India only on such person’s India sourced income (i.e. income which accrues or arises or deemed to be accrued or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the “Situs” of such shares. “Situs” of the shares is generally where a company is “incorporated”.
- b. 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 IT Act.
- c. A Taxpayer who is non-resident for tax purpose under Indian IT Act can avail benefits of the Double Taxation Avoidance Agreement (“DTAA”), between India and the respective country of which the Taxpayer is a resident for tax purpose subject to satisfying relevant conditions including: a. those set out in limitation of benefits provisions present in the said DTAA (if any), b. the non-applicability of General Anti-Avoidance Rules, and c. providing and maintaining necessary information and documents as prescribed under the Income-tax Act.
- d. The summary of income-tax implications on tendering of listed equity shares on the recognized stock exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.
- e. As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge and health and education cess are also leviable. The applicable rate of surcharge is dependent on the category of the

shareholder and for individual shareholders, income slab rates is applicable. The health and education cess is levied at the rate of 4% of the income tax and surcharge.

f. Gains arising from the transfer of equity shares may be treated either as “Capital Gains” or as “Business Income” for income-tax purposes, depending upon whether such equity shares were held as a capital asset or business asset (i.e. stock-in-trade).

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

h. Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the financial year. The summary of income tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

Taxability of Capital Gain in the hands of the Public Shareholders:

i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to Securities Transaction Tax (“STT”) upon both buy and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the Capital Gains tax would be computed on gains exceeding ₹ 1,00,000 (Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any Capital Gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset (lower of consideration on 35 transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

ii. As per section 111A of the IT Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).

iii. Any applicable surcharge and education cess would be in addition to above applicable tax rates.

iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirers shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.

v. In case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.

THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE IT ACT AS APPLICABLE AS ON DATE OF THIS DRAFT LETTER OF OFFER. IN CASE OF ANY AMENDMENT MADE EFFECTIVE PRIOR TO THE DATE OF CLOSURE OF THIS OFFER, THEN THE PROVISIONS OF THE IT ACT AS AMENDED WOULD APPLY. NOTWITHSTANDING THE DETAILS GIVEN ABOVE, ALL PAYMENTS WILL BE MADE TO THE PUBLIC SHAREHOLDERS SUBJECT TO COMPLIANCE WITH PREVAILING TAX LAWS. THE FINAL TAX LIABILITY OF THE PUBLIC SHAREHOLDER SHALL REMAIN OF SUCH PUBLIC SHAREHOLDER AND THE SAID PUBLIC SHAREHOLDER WILL APPROPRIATELY DISCLOSE THE AMOUNTS RECEIVED BY IT, PURSUANT TO THIS OFFER, BEFORE THE INDIAN INCOME TAX AUTHORITIES.

IX. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Shareholders at the office of the Manager to the Offer at Centre Point, 605, 6th floor, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai- 400 059 on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10:30 a.m. to 1:00 p.m. from the date of opening of the Offer until the closure of this Offer:

- Certificate of Incorporation, Memorandum and Articles of Association of Pentokey Organy (India) Limited.
- Certificate dated April 20, 2021 issued by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (Membership No. 138664), Firm Registration No.: (101482W), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpco.com, certifying the net worth of the Acquirer 1, Acquirer 2, Acquirer 3 & Acquirer 4.
- Certificate dated May 11, 2021 issued by Rohit Agrawal, Partner of ARVP & Co., Chartered Accountant (Membership No. 138664), Firm Registration No.: (101482W), having office at Office no. 706, Corporate Avenue, Sonawala Road, Goregaon East, Mumbai - 400063; Email id: office.mum@arvpco.com, certifying the liquid assets of the Acquirer 1, Acquirer 2, Acquirer 3 & Acquirer 4.
- Annual reports of the Target Company for the financial years ending March 31, 2018, March 31, 2019, and March 31, 2020.
- Limited Review financials of the Target Company for the nine months period ended December 31, 2020.
- Copy of Escrow Agreement between the Acquirers, Manager to the Offer and Escrow Bank.
- Statement of funds deposited with the Escrow Bank.
- Copy of Share Purchase Agreement dated May 14, 2021 between the Acquirers and Sellers.
- Copy of Public Announcement dated May 14, 2021, published copy of the Detailed Public Statement dated May 19, 2021, published on May 20, 2021.
- Observation letter bearing reference number [●] dated [●] received from SEBI.
- A copy of the recommendation to be published on [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- Copy of Pre Offer Advertisement.

X. DECLARATION BY THE ACQUIRERS

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company the Acquirers have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers, accept full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations. The Acquirers shall be jointly and severally responsible for ensuring compliance with the SEBI (SAST) Regulations.

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

ACQUIRER 1	ACQUIRER 2
1105/06, WA B9, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India Sd/-	1105/06, WA B9, Whispering Palms, XX Clusives, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai – 400101, Maharashtra, India Sd/-
ACQUIRER 3	ACQUIRER 4
403-4, E-Wing, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India Sd/-	3C-802, Whispering Palms, Lokhandwala Township, Akurli Road, Kandivali East, Mumbai - 400101 Maharashtra, India Sd/-

Place: Mumbai

Date: May 25, 2021