

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of ASIA CAPITAL LIMITED. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OFFER")

Pursuant to Regulations 3 (1) and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

TO THE SHAREHOLDERS OF ASIA CAPITAL LIMITED

(Hereinafter referred as "ACL" or "the Target Company" or "TC" or "the Company")

Having the Registered Office at 100, Vaishali, Pitampura, Delhi-110 034, Phone No. +91-11-2731 2176 / 5103 / 4705 5102

Email: deepak@dmigroup.in.net Website: www.asiacapital.in

BY

SKC INVESTMENT ADVISORS PRIVATE LIMITED

having its registered office at

203, Aziz Avenue, CTS-1381, Near Railway Crossing, Vallabhshai Patel Road, Vile Parle (West), Mumbai-400 056, Maharashtra, India, Tel No: +91 22 2610 0802 / 2610 0787,

Email: info@skciapl.com, Website: www.skciapl.com

hereinafter collectively referred to as "the Acquirer / SKC"

TO ACQUIRE

Up to 8,03,920 Equity shares of Rs. 10/- each representing 26% of the Fully Paid up Equity and voting share capital of the Target Company at a price of Rs. 15.27/- (Rupees Fifteen and Paise Twenty Seven only) per share including interest @ 10% p.a. per share for delay in payment beyond Scheduled Payment Date ("Offer Price").

Please Note

1. This Offer is being made pursuant to the Regulation 3(1), Regulation 4, read with Regulation 15 and 13(1) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights accompanied with change in control.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. As on date of this Letter of Offer, no statutory approvals are required in relation to this Offer.
4. This offer is not a competing offer
5. There has been no competing offer or revision of Offer Price as on date of this Letter of Offer.
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance is set out in Para 8 of this LOF. A Form of Acceptance is enclosed with this LOF.
8. If there is any upward revision in the Offer Price by the Acquirer at any time prior to commencement of the last three working days before the commencement of the tendering period viz., **Tuesday, 23rd October, 2018** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirer shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer or if the Offer is withdrawn pursuant to Regulation 23, the same would be communicated within two working days by an Announcement in the same newspapers in which the Detailed Public Statement was appeared.
9. A copy of the Public Announcement, detailed Public Statement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also available on SEBI's Website: www.sebi.gov.in.
10. All correspondence relating to this offer, if any, should be addressed to the Registrar to the Offer, viz. **MAS Services Limited**

MANAGER TO THE OFFER



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

423, A Wing, Bonanza,
Sahar Plaza Complex, J B Nagar, Andheri Kurla Road,
Andheri East, Mumbai-400 059

Tel No. +91-22-4120 4837 / 4973 5078

Email Id- navigant@navigantcorp.com

Investor Grievance Email: info@navigantcorp.com

Website: www.navigantcorp.com

SEBI Registration Number: INM000012243

Contact Person: Mr. Sarthak Vijlani

OFFER OPENS ON: MONDAY, 29TH OCTOBER, 2018

REGISTRAR TO THE OFFER



MAS SERVICES LTD.

T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110 020

Tel No.: +91-11-26387281 / 82 / 83

Fax No.: +91-11-2638 7384

Website: www.masserv.com

E-mail ID: info@masserv.com

Contact Person: Mr. Shrawan Mangla

SEBI Registration No: INR000000049

OFFER CLOSES ON: TUESDAY, 13TH NOVEMBER, 2018

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Original Date	Original Day	Revised Date	Revised Day
Public Announcement	13.04.2018	Friday	13.04.2018	Friday
Publication of Detailed Public Statement in newspapers	20.04.2018	Friday	20.04.2018	Friday
Submission of Detailed Public Statement to BSE, Target Company & SEBI	20.04.2018	Friday	20.04.2018	Friday
Last date of filing draft letter of offer with SEBI	27.04.2018	Friday	26.04.2018	Thursday
Last date for a Competing offer	15.05.2018	Tuesday	15.05.2018	Tuesday
Receipt of comments from SEBI on draft letter of offer	22.05.2018	Tuesday	09.08.2018	Thursday
Receipt of approval from Reserve Bank of India**	N.A.	N.A.	11.10.2018	Thursday
Identified date*	24.05.2018	Thursday	12.10.2018	Friday
Date by which letter of offer be dispatched to the shareholders	31.05.2018	Thursday	22.10.2018	Monday
Last date for revising the Offer Price	01.06.2018	Friday	23.10.2018	Tuesday
Comments from Committee of Independent Directors of Target Company	04.06.2018	Monday	24.10.2018	Wednesday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchanges and Target Company	06.06.2018	Wednesday	26.10.2018	Friday
Date of Opening of the Offer***	07.06.2018	Thursday	29.10.2018	Monday
Date of Closure of the Offer	20.06.2018	Wednesday	13.11.2018	Tuesday
Payment of consideration for the acquired shares	04.07.2018	Wednesday	29.11.2018	Thursday
Final report from Merchant Banker	11.07.2018	Wednesday	06.12.2018	Thursday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirer and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

**Refers to the date on which the letter dated 9th October, 2018 from the Reserve Bank of India was received by the Target Company, granting the approval for the proposed change in Management and Control of the Target Company to the Acquirer.

***The date has been calculated from 11th October, 2018, being the date of receipt of Reserve Bank of India's letter dated 9th October, 2018 by the Target Company, and based on the letter dated 14th August, 2018 from SEBI where SEBI has granted extension for commencement of the tendering period not later than 12 working days from the date of receipt of RBI Approval.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of the Target Company are advised to consult their stockbroker or investment consultant, if any, for analyzing all the risks with respect to their participation in the Offer.

- 1) The Offer involves an offer to acquire up to 26% of the fully paid up equity and voting share capital of ACL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- 2) As on date of this Letter of Offer, no, statutory and other approval are required in connection with this offer, however this offer will be subject to all statutory approvals that may become applicable at a later date. Hence in the event that (a) a statutory and regulatory approval is not received in a timely

manner, (b) there is any litigation leading to a “stay” of the Offer, or (c) SEBI instructing the Acquirer not to proceed with the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of ACL whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed. In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by SEBI.

- 3) Shareholders should note that Equity Shares once tendered in the Offer with or without “Form of Acceptance-cum- Acknowledgement” (“FOA”) in the Offer, such shareholders will not be entitled to withdraw such acceptances. The acquisition of Open Offer Shares tendered in the Offer by NRIs and OCBs is subject to receipt of approval from RBI. NRIs and OCBs tendering Equity Shares in the Offer must obtain all requisite approvals required to tender the Equity Shares held by them, in this Offer (including without limitation the approval from RBI, since the Shares validly tendered in this Offer will be acquired by non-resident entities) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement (FOA).
- 4) The Equity Shares tendered in the Offer will be held in trust by the Registrar to the Offer /Buyer’s Broker until the completion of the Offer formalities. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. Accordingly, the Acquirer makeS no assurance with respect to the market price of the Equity Shares both during the Offer Period and upon the completion of the Offer, and disclaim any responsibility with respect to any decision by any shareholder of the Target Company on whether to participate or not to participate in the Offer.
- 5) This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of this Letter of Offer (“LOF”) resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. The Offer is not directed towards any person or entity in any jurisdiction or country where the Offer would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements.
- 6) The Public Shareholders are advised to consult their respective legal and tax advisors for assessing the tax liability pursuant to the Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer does not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
- 7) On full acceptances of Open Offer Shares, this Offer will breach minimum public shareholding (“MPS”) as determined in accordance with Securities Contract (Regulations) Rules, 1957 (“SCRR”), on a continuous basis for listing. If the public shareholding in the Target Company falls below the MPS, Acquirer shall reduce their respective shareholding in the Target Company in the manner as set out in Regulation 7(4) of the Takeover Regulations and, within the time period specified in the SCRR, such that the Target Company complies with the MPS requirement. Any failure to comply with the conditions of the SCRR and the SEBI (LODR) Regulations (“the Listing Regulations”) could have an adverse effect on the price and tradability of the Equity Shares.

B. IN ASSOCIATION WITH THE ACQUIRER

- 8) The Acquirer intends to acquire 8,03,920 fully paid-up equity shares of Rs.10/- each, representing 26% of the fully paid up equity and voting share capital at a price of Rs. 15.27/- (Rupees Fifteen and Paise Twenty Seven Only) per equity share, including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date payable in cash under the SEBI (SAST) Regulations. ACL does not have any partly paid-up equity shares as on the date of the PA, DPS and this LOF.

The Acquirer makes no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirer makes no assurance with respect to the financial performance of the Target Company.

- 9) The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager to the

Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

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1. DEFINITIONS

TERM	DESCRIPTION
Acceptance Date	The date on which bids /Equity Shares tendered in the Offer shall be accepted post verification
Acquirer / The Acquirer	M/s. SKC Investment Advisors Private Limited
AOA	Articles of Association
ACL/Target Company/ TC	Asia Capital Limited
Board	The Board of Directors of Target Company
BSE	BSE Limited
B.Com	Bachelor in Commerce
Buying Broker / Member	Alacrity Securities Limited
BA	Bachelor in Arts
BSE	BSE Limited
CIN	Corporate Identification Number
Detailed Public Statement or DPS	Public Statement of the Open Offer made by The Acquirer, which appeared in the newspapers on 20 th April, 2018
Effective Date	The date of certificate by the Merchant banker after filing the final Report with SEBI under SEBI (SAST) Regulations
Existing Share & Voting Capital / Fully paid Equity Existing Share & Voting Capital	Paid up share capital of the Target Company i.e. Rs. 3,09,20,000 divided into 30,92,000 Equity Shares of Rs. 10 Each
EGM / EOGM	Extra Ordinary General Meeting
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement.
IndusInd	IndusInd Bank Limited
Identified Date	Friday, 12 th October, 2018
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
LoO / LOF or Letter of Offer	This Offer Document
Manager to the Offer or, Merchant Banker	Navigant Corporate Advisors Limited
Negotiated Price	Rs. 15.00/- (Rupees Fifteen Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
Offer/Open Offer/ The Offer	Cash Offer to acquire up to 8,03,920 Equity Shares of Rs. 10/- each representing 26.00 % of the fully paid up equity and voting share capital of the Target Company, to be acquired by the Acquirer, at a price of Rs. 15.27/- per Equity share including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date, payable in cash
Offer Price	Rs. 15.27/- (Rupees Fifteen and Paise Twenty Seven Only) per

TERM	DESCRIPTION
	fully paid up Share of Rs. 10/- each, including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date, payable in cash.
PA	Public Announcement
PAC/PACs	Person(s) Acting in Concert
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Asia Capital Limited, and unregistered shareholders who own the Shares of ACL Medico and Pharmacy Limited on or before the last date of tendering period is eligible to participate in the offer.
RBI	Reserve Bank of India
Registrar or Registrar to the Offer	MAS Services Limited
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI Act	Securities and Exchange Board of India Act, 1992.
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company
SSC	Secondary School Certification
Scheduled Payment date	Thursday, 27 th September, 2018, being the last date for payment of consideration under the Offer in accordance with timelines as stipulated under SEBI (SAST) Regulations, based on SEBI observation letter dated 9 th August, 2018, not taking into consideration the delay in commencement of the tendering period for the Offer on account of non-receipt of statutory approvals i.e. approval of Reserve Bank of India which has been received on 11 th October, 2018 vide its letter dated 9 th October, 2018 and the permission of such delay granted by SEBI vide its letter dated 14 th August, 2018.

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Letter of Offer, all figures have been expressed in “Lacs” unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ACL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE /OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NAVIGANT CORPORATE ADVISORS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 26TH APRIL, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1. This Offer is being made pursuant to the Execution of the following agreements by the Acquirer:

- An Agreement dated 13th April, 2018 to purchase 7,90,990 Equity Shares constituting 25.58% of the fully paid up and voting equity share capital of the Target Company from existing promoter and promoter group (Sellers-1) of Target Company at a consideration of Rs. 15/- per Equity Share. (SPA-1)
- An Agreement dated 7th April, 2018 to purchase 7,50,000 Equity Shares constituting 24.26% of the fully paid up and voting equity share capital of the Target Company from M/s. Gentleman Products Private Limited (Seller-2) at a consideration of Rs. 15/- per Equity Share. (SPA-2)

Both of the above Share Purchase Agreements (i.e. SPA-1 and SPA-2) are hereinafter collectively referred to as the "Agreements" or "Share Purchase Agreements" and Sellers-1 and Seller-2 have been collectively referred to as the "Sellers".

3.1.2 The salient features of SPA-1 are as follows:

- SPA dated 13th April, 2018 between Acquirer and Sellers-1 for acquisition of 7,90,990 Equity Shares constituting 25.58% of the fully paid up and voting equity share capital along with control at a price of Rs. 15/- per Equity Share.
- The Total consideration for sale shares shall be Rs. 1,18,64,850/- (Rupees One Crore Eighteen Lacs Sixty Four Thousand Eight Hundred Fifty Only).
- Acquirer and Sellers-1 agrees to take steps to comply with regulations and laws that may be required to give effect of transfer of sale shares.

3.1.3 The salient features of SPA-2 are as follows:

- SPA dated 7th April, 2018 between Acquirer and Seller-2 for acquisition of 7,50,000 Equity Shares constituting 24.26% of the fully paid up and voting equity share capital along with control at a price of Rs. 15/- per Equity Share.
- The Total consideration for sale shares shall be Rs. 1,12,50,000/- (Rupees One Crore Twelve Lacs Fifty Thousand Only).
- Acquirer and Seller-2 agrees to take steps to comply with regulations and laws that may be required to give effect of transfer of sale shares.

3.1.4 This Open Offer is a "Mandatory Offer" under the Regulation 3(1) and 4 of the Takeover Regulations being made by the Acquirer for acquisition of 26.00% of the present issued, subscribed and paid up capital of Target Company. After the completion of this open offer and pursuant to acquisition of shares under Share Purchase Agreements, the Acquirer shall become the single largest equity shareholder and by virtue of this it shall be in a position to exercise effective control over management and affairs of the company.

3.1.5 The Acquirer intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance hereof.

3.1.6 The Acquirer propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders. The main purpose of this acquisition is to acquire complete management control of the Target Company. The Acquirer is engaged in to the business of providing advisory services to Individuals, Firms, Commercial Enterprises, and Corporations and to such other organisations, in the matter related to costing, accounting internal control, and preparation of all types of revenue and capital budget for debt syndication services. Target Company is engaged in to business of lending and investments and by virtue of acquiring substantial stake and also the management control of the Target Company, the Acquirer intends to diversify further into lending and investments operations and also gaining an advantage of seeking forward business integration while additionally getting a ready listing platform.

3.1.7 Details of Parties to the SPAs are as follow:

Name and Address of Acquirer entering in to SPAs	Name of Sellers	Address of Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholders prior to SPAs	
				Pre Transaction	
				Number	%*
SPA-1, Sellers-1					
M/s. SKC Investment Advisors Private Limited 203, Aziz Avenue, CTS-1381, Near Railway Crossing, Vallabhbhai Patel Road, Vile Parle (West), Mumbai-400 056, Maharashtra, India	Mr. Deepak Kumar Jain	100, Vaishali, Pitampura, Delhi-88	Yes	1,28,060	4.14
	Mr. Surendra Kumar Jain	100, Vaishali, Pitampura, Delhi-88	Yes	81,720	2.64
	Mr. Manoj Kumar Jain	100, Vaishali, Pitampura, Delhi-88	Yes	78,100	2.52
	Ms. Kavita Jain	100, Vaishali, Pitampura, Delhi-88	Yes	75,050	2.43
	Ms. Nidhi Jain	100, Vaishali, Pitampura, Delhi 110088	Yes	75,000	2.43
	Mr. Chandra Bhan Agarwal	100, Vaishali, Pitampura, Delhi 110088	Yes	3,060	0.10
	M/s D M International Private Limited	C-17, Wazirpur Industrial Area, Delhi-110 052	Yes	3,50,000	11.32
	Total (A)				7,90,990
SPA-2, Seller-2					
M/s Gentleman Products Private Limited	Flat No. 215, IJS Palace 320, Delhi Gate Bazar, Asaf Ali Road, New Delhi-110 002, India		No	7,50,000	24.26
Total (B)				7,50,000	24.26
Total (A+B)				15,40,990	49.84

Acquirer has not acquired any equity shares/voting rights of the Target Company during the twelve (12) months period preceding the date of the Public Announcement.

3.1.8 Acquirer does not hold any equity shares in the Target Company as of the date of this LOF.

3.1.9 The Manager to the Open Offer i.e. Navigant Corporate Advisors Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.1.10 Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition alongwith the management control; the PA was submitted with BSE on 13th April, 2018 in compliance with Regulation 13(1) of the Regulations by the Acquirer. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

3.1.11 Pursuant to completion of this offer, assuming full acceptance to this Offer, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per the Securities Contract (Regulation) Rules, 1957 as amended, the Acquirer undertakes that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the Securities Contract (Regulation) Rules, 1957 as amended, provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 and the Regulation 7(4) and 7(5) of the SEBI (SAST) Regulations and will reduce the non-public shareholding within the period mentioned therein.

- 3.1.12 In case the shareholding of the Acquirer exceeds maximum permissible non-public shareholding pursuant to the Offer, Acquirer will not be eligible to make a voluntary delisting offer, unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.
- 3.1.13 As per regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company has constituted a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published.
- 3.1.14 RBI vide its letter dated dated 9th October, 2018 received on 11th October, 2018 accorded its approval for change in control and management of the Target Company subject to fulfilment of certain conditions and subsequently, Acquirer and Target Company, in compliance with stipulated conditions, have jointly issued a public notice dated 13th October, 2018 in terms of RBI circular no. DNBS (PD) CC No. 82/03.02.02/2006-07 dated 27th October, 2006 read with directions contained in RBI approval letter, which has been published in all editions of Financial Express (English) and Jansatta (Hindi) on dated 15th October, 2018.

3.2 Details of the Proposed Offer

- 3.2.1 The Acquirer has made a Detailed Public Statement pursuant to Public Announcement on 20th April, 2018 in the following newspapers in accordance with the Regulation 14 (3) and pursuant to Regulation 3 and 4 of SEBI (SAST) Regulations.

Name of the Newspaper	Language	Editions
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Aplal Mahanagar	Marathi	Mumbai

The Detailed Public Statement is also available on the SEBI website at www.sebi.gov.in.

- 3.2.2 The Acquirer is making this Open Offer under the SEBI (SAST) Regulations, to acquire up to 8,03,920 Shares of Rs. 10/- each representing up to 26.00 % of the fully paid up equity and voting share capital of the Target Company from the Public Shareholders of Target Company on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 15.27/- per equity share, including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date, payable in cash. These Shares are to be acquired by the Acquirer, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.3 There are no partly paid up Shares in the Target Company.
- 3.2.4 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.
- 3.2.5 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.
- 3.2.6 The Acquirer has not acquired any Shares in the Target Company after the date of PA i.e. 13th April, 2018, up to the date of Letter of Offer.
- 3.2.7 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirer from time to time in this regard.
- 3.2.8 No competitive bid has been received as on date of this Draft LOF.

3.3 Object of the Offer:

The Acquirer shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of the acquisition of the Sale Shares and the Open Offer

- 3.3.1 The Acquirer shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of acquisition of the Sale Shares and the Open Offer.
- 3.3.2 The prime object of this acquisition is to acquire complete management control of the Target Company. The Acquirer is engaged in to the business of providing advisory services to Individuals, Firms, Commercial Enterprises, and Corporations and to such other organisations, in the matter related to costing, accounting internal control, and preparation of all types of revenue and capital budget for debt syndication services. Target Company is engaged in to business of lending and investments and by virtue of acquiring substantial stake and also the management control of the Target Company, the Acquirer intends to diversify further into lending and investments operations and also gaining an advantage of seeking forward business integration while additionally getting a ready listing platform.
- 3.3.3 The Acquirer intends to continue the existing business of the Target Company. The main purpose of takeover is to expand the Company's business activities in the same line through exercising the effective management and control over the Target Company.
- 3.3.4 The Acquirer intends to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Open Offer.
- 3.3.5 The Acquirer does not have any plans to dispose off or otherwise encumber any significant assets of ACL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

4. BACKGROUND OF THE ACQUIRER I.E. SKC INVESTMENT ADVISORS PRIVATE LIMITED

- 4.1 SKC Investment Advisors Private Limited ("Acquirer"/ "SKC") is a private limited company incorporated under the provisions of Companies Act, 1956 (CIN:U67190MH2012PTC231038) on 15th May, 2012 with the name and style of "SKC Investment Advisors Private Limited" registered with Registrar of Companies, Mumbai, Maharashtra, India. The Registered office of SKC is situated at 203, Aziz Avenue, CTS-1381, Near Railway Crossing, Vallabhbai Patel Road, Vile Parle (West), Mumbai-400 056, Maharashtra, India, Tel No: +91 22 2610 0802 / 2610 0787, Email: info@skciapl.com. The Acquirer is engaged in to the business of providing advisory services to Individuals, Firms, Commercial Enterprises, and Corporations and to such other organisations, in the matter related to costing, accounting internal control, and preparation of all types of revenue and capital budget for debt syndication services. The Acquirer has not changed / altered his name at any point of time.
- 4.2 The Equity Shares tendered in this offer will be acquirer solely by Acquirer and there is no person acting in concert with Acquirer in this Open Offer.
- 4.3 The Acquirer was originally promoted by Santosh Suresh Choudhary and Devu Sheena Poojari. Later on Devu Sheena Poojari transferred its shares to Mr. Ramsuresh Choudhary. The present authorized share capital of Acquirer is Rs. 1,00,000 (Rupees One Lacs Only) representing 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each and the shares of SKC are not listed with any stock exchange.
- 4.4 The paid up equity share capital of Acquirer is Rs. 1,00,000 (Rupees One Lacs Only) representing 10,000 (Ten Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up as under:-

Name of Shareholders	No. of shares held	% of Shareholding
Santosh Suresh Choudhary	9,000	90.00%
Ramsuresh Choudhary	1,000	10.00%
Total	10,000	100%

- 4.5 Acquirer does not belong to any group.

4.6 Category wise shareholding pattern of Acquirer is as below:

Category of Shareholders	No. of shares held	% of Shareholding
Promoter and Promoter Group	10,000	100.00%
FII/Mutual Funds/FIs/Banks	-	-
Public	-	-
Total	10,000	100%

4.7 The details of present board of directors of Acquirer are tabled as below:-

Name of Director	DIN	Date of appointment	Qualification	Experience
Santosh Suresh Choudhary	05245122	15/05/2012	B.A.	12 Years in advisory and debt syndication activities
Ramsuresh Choudhary	06972337	15/09/2014	S.S.C	12 Years in investment advisory and debt syndication activities

- None of the above Directors are on the Board of the Target Company and not hold any share in the Target Company.
- Mr. Ramsuresh Choudhary and Mr. Santosh Suresh Choudhary, directors and promoters of the Acquirer are father and son respectively.

4.8 SKC is not forming part of the present Promoter Group of the Target Company. The Acquirer does not have any relation with Target Company nor have any interest in Target Company and except the proposed shareholding to be acquired in the Target Company pursuant to SPAs / Agreements. Further no nominee(s) representing SKC is/are on the Board of Directors of the Target Company. None of the directors or key managerial employees of SKC hold any ownership / interest / relationship / directorship / shares in the Target Company.

4.9 The Key financial information of SKC based on the financial statements for the financial years ended March 31, 2018, March 31, 2017, March 31, 2016 and three months ended June 30, 2018 are as under:-

(Figures in Rs. Lacs except Other Financial Data)

Profit & Loss Account	For the three months ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
	Unaudited*	Audited	Audited	Audited
Revenue from Operations	1163.46	1565.07	586.84	15.07
Other Income	-	-	-	1.00
Total Income	1163.46	1565.07	586.84	16.07
Total Expenditure	771.56	1002.10	359.23	13.76
PBDIT	391.90	562.97	227.61	2.31
Depreciation	0.33	0.92	0.51	-
Interest	-	-	-	-
Profit/(Loss) Before Exceptional and extra ordinary items	391.57	562.05	227.10	2.31
Exceptional item	-	-	-	-
Extra ordinary items	-	-	-	-
Profit/(Loss) Before Tax	391.57	562.05	227.10	2.31
Current Tax	100.00	150.00	70.00	0.71
Deferred Tax	-	-	-	-
MAT Credit Entitlement	-	-	-	-
Profit/(Loss) After Tax	291.57	412.05	157.10	1.60
Balance-Sheet				
Sources of Funds				
Capital Account	1.00	1.00	1.00	1.00
Reserves and Surplus	862.40	570.83	158.78	1.68

Profit & Loss Account	For the three months ended June 30, 2018	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2016
	Unaudited*	Audited	Audited	Audited
Net worth	863.40	571.83	159.78	2.68
Secured Loans	-	-	-	-
Unsecured Loans	403.62	204.36	52.31	26.33
Deferred Tax Liabilities	-	-	-	-
Other Non Current Liabilities	-	-	-	-
Current Liabilities	1047.43	779.67	465.47	5.50
Provisions	320.72	220.72	73.18	0.72
Total	2635.17	1776.58	590.96	32.55
Uses of Funds				
Net Fixed Assets	678.68	679.01	484.29	-
Investments	-	-	-	5.40
Long Term Loans & Advances	-	-	-	-
Deferred Tax Assets	-	-	-	-
Current Assets	1956.49	1097.57	266.45	29.83
Misc. Exp. Not Written Off		-	-	-
Total	2635.17	1776.58	750.74	35.23
Other Financial Data				
Dividend(%)	-	-	-	-
Earnings Per Share in Rs.	2915.68	4120.51	1571.01	16.01
Return on Net worth (%)	33.77%	72.06%	983.29%	59.70%
Book Value Per Share Rs.	8634.00	5718.30	1597.80	26.80

*Certified by statutory auditors of Acquirer

- 4.10 There are no major contingent liability on Acquirer.
- 4.11 There are no persons acting in concert with Acquirer in this Open Offer.
- 4.12 The Acquirer, its directors and promoters have not been categorized as a willful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on willful defaulter issued by Reserve Bank of India.
- 4.13 The Acquirer has not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.
- 4.14 The Acquirer had not been acquired any Equity Shares in the Target Company till the date of the PA. Hence, compliance w.r.t. Chapter V of the Takeover Regulations / Chapter II of the SEBI Takeover Regulations, 1997 is not applicable to them.
- 4.15 The Acquirer has not entered into any non-compete arrangement and/or agreement with the Target Company or its management.
- 4.16 The Acquirer has undertaken to comply with the Regulations and complete the Offer formalities irrespective of the compliance or fulfillment or outcome of the Agreement and its related conditions.
- 4.17 The Acquirer has undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall inform the Stock Exchanges where the equity shares of the Target Company are listed the Target Company and the Manager to the Offer within 24 hours of the acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire or sell any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.
- 4.18 Acquirer has not promoted any listed company and he does not hold any directorship in any listed companies.

4.19 The Acquirer undertakes that they will not sell the equity shares of the Target Company if any, held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.

5. BACKGROUND OF THE TARGET COMPANY

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

- 5.1 ACL was originally incorporated on 2nd September, 1983 under the Companies act 1956 in the name and style of "Manojdeep Industrial Investments Limited" and obtained certificate for commencement of business from the Registrar of Companies with the Registrar of Companies, Delhi and Haryana on 20th September, 1983. The name of the Target Company was changed to "Manodeep Credits Limited" vide fresh certificate for incorporation dated 1st February, 1989. The name of the Target Company was further changed to "Asia Capital Limited" vide fresh certificate for incorporation dated 15th October, 1991. The corporate identification number (CIN) of the Target Company is L65993DL1983PLC016453. The Registered office of ACL is presently situated at 100, Vaishali, Pitampura, Delhi-110 034 Phone No. +91-11-2731 2176 / 5103 / 4705 5102, Email id: deepak@dmigroup.in.net.
- 5.2 The Authorised Capital of ACL is Rs. 325.00 Lacs divided in to 32,50,000 Equity Shares of Face Value of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of ACL is Rs. 309.20 Lacs divided in to 30,92,000 Equity Shares of Face Value Rs. 10/- each. ACL has established its connectivity with both the National Securities Depositories Limited and Central Depositories Services (India) Limited. The ISIN of ACL is INE131Q01011
- 5.3 The main object of the ACL is to carry on business of an investment company and to buy, invest in , acquire, hold shares, stocks, debentures-stock, bonds, mutual funds, obligations and securities issued or guarantee by any company constituted or carrying on business in India. The company also engaged in the business of providing loans and advances to industrial enterprises, corporations and individuals and to provide loan against shares.
- 5.4 The Target Company is RBI registered NBFC vide NBFC Registration No. 14.01730 and presently engaged in to business of lending and investments.
- 5.5 As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.
- 5.6 The entire present and paid up Equity Shares of the Target Company is currently listed on BSE Limited, Mumbai ("BSE"). The Equity Shares were initially listed only on Delhi Stock Exchange (DSE) pursuant to the Initial Public Offerings ("IPO") in the year 1983. The Equity Shares of the Target Company were later listed on BSE w.e.f. 27th November, 2014 under the direct listing norms.
- 5.7 The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 538777 and ASIACAP respectively. The Equity Shares of Target Company are not frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.
- 5.8 The Company has complied with the requirements of the Listing Agreement with BSE and as on date no penal action has been initiated by the BSE.
- 5.9 The details of Share Capital of Target Company is as follows:

Paid up Equity Shares of ACL	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	30,92,000	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	30,92,000	100.00
Total Voting Rights in the Target Company	30,92,000	100.00

5.10 As on date of this LOF, the Board of Directors of ACL are as follows:

Name	Designation	DIN	Date of Appointment
Deepak Kumar Jain	Managing Director	00098116	02/09/1983
Surendra Kumar Jain	Director	00097859	04/05/1992
Manoj Kumar Jain	Director	00097821	27/08/2001
Shallu Jain	Director	00591747	29/06/2001
Atul Aggarwal	Director	06547507	29/03/2014
Saurabh Madan	Director	06857134	29/03/2014

5.11 There has been no merger / demerger or spin off involving ACL during the last 3 years. The company have not changed its name since inception.

5.12 Brief financial information of ACL for the financial year ended on March 31, 2016, 2017, 2018 and Three Months ended 30th June, 2018 are given below:

(Rs. in Lacs)

Profit & Loss Statement	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)	Year Ended 31.03.2018 (Audited)	Period Ended 30.06.2018 (Unaudited*)
Revenue from Operations	4142.03	4241.53	4206.56	1018.74
Other Income	-	-	-	-
Total Income	4142.03	4241.53	4206.56	1018.74
Total Expenditure (Excl Depreciation and Interest)	4121.48	4221.35	4184.75	1014.76
Profit (Loss) before Depreciation, Interest & Tax	20.55	20.18	21.81	3.98
Depreciation	0.27	0.27	0.16	0.02
Interest	-	0.47	-	-
Profit / (Loss) before Tax	20.28	19.44	21.65	3.96
Tax Expenses	6.27	6.13	5.59	1.02
Profit / (Loss) after Tax	14.01	13.31	16.06	2.94

(Rs. in Lacs)

Balance Sheet Statement	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)	Year Ended 31.03.2018 (Audited)	Period Ended 30.06.2018 (Unaudited*)
Sources of Funds				
Paid up Share Capital	309.20	309.20	309.20	309.20
Reserves & Surplus (Excluding Revaluation Reserve)	28.84	42.12	57.59	60.53
Non Current Liabilities	0.94	0.96	0.04	0.04
Long Term Borrowings	-	-	-	-
Short Term Borrowings	-	-	-	-
Current Liabilities	0.63	0.74	-	1.99
Provisions	3.65	3.18	1.47	1.47
TOTAL	343.26	356.20	369.33	373.22
Uses of Funds				
Fixed Assets	0.68	0.41	0.25	0.22
Non Current Assets	0.06	-	0.04	-
Current Assets, Loans and Advances	342.52	355.79	369.05	373.00
Miscellaneous Expenses not written off/ Preliminary Expenses	-	-	-	-
TOTAL	343.26	356.20	369.33	373.22

Other Financial Data	Year Ended 31.03.2016 (Audited)	Year Ended 31.03.2017 (Audited)	Year Ended 31.03.2018 (Audited)	Period Ended 30.06.2018 (Unaudited*)
Net Worth (Rs. in Lacs)	338.04	351.32	366.79	369.73
Dividend (%)	-	-	-	-
Earning Per Share (Rs.)	0.45	0.43	0.52	0.10
Return on Net worth (%)	4.14	3.79	4.38	0.80
Book Value Per Share (Rs.)	10.93	11.36	11.86	11.96

* Limited review carried by statutory auditors of Target Company

There are no contingent liabilities for the year ended 31st March, 2018 as well as on the date of this Letter of Offer.

Reason for fall/rise in total income and profit after tax are as follows:

FY 2017-2018 Compared to 2016-2017

During the financial year 2017-18, the company has earned total income to the tune of Rs. 4206.56 Lacs in comparison of total income accounted for Rs. 4241.53 Lacs of fiscal 2016-17 with a nominal decline of 0.83%. Such decrease is mainly attributed to decrease in volume of sales. The profits after tax in the financial year 2017-18 has stood at Rs. 16.06 Lacs from Rs. 13.31 Lacs in the financial year 2016-17.

FY 2016-2017 Compared to 2015-2016

During the financial year 2016-17, the company has earned total income to the tune of Rs. 4241.53 Lacs in comparison of total income accounted for Rs. 4142.03 Lacs of fiscal 2015-16 with a increase of 2.40 %. Such increase is mainly attributed to increase in volume of sales. The profits after tax in the financial year 2016-17 has stood at Rs. 13.31 Lacs from Rs. 14.01 Lacs in the financial year 2015-16

5.13 The Shareholding pattern of the ACL, as on the date of LOF is as follows:

Shareholder Category	Number Of Equity Shares Of The Target Company	Percentage of Equity Share Capital (%)
Promoter	7,90,990	25.58
Public	23,01,010	74.42
Total	30,92,000	100.00

5.14 The current capital structure of the Company has been build up since inception, are as under:

Date of allotment	No. of shares issued	No. of shares issued in % of then issued capital	Cumulative paid up capital (in Rs.)	Mode of Allotment	Identity of allottees (whether promoters or public,)	Status of Compliance
21.09.1983	70	100	700	Cash	Subscription to MOA (Promoters)	Capital Issued prior to IPO
08.01.1984	37,930	99.82	3,80,000	Cash	Promoters	N.A.
08.01.1984	2,10,000	84.68	24,80,000	Cash	Public Issue	N.A.
13.02.1991	7,44,000	75.00	99,20,000	Cash	Rights Issue (Promoters and Public)	N.A.
31.03.2014	21,00,000*	67.92	3,09,20,000	Cash	Preferential Issue (Promoter and Public)	Complied With
Total	30,92,000				---	

* Details of subscribers to the preferential Allottees are tabled as below:

Sl. No.	Name of the Shareholder	Number of Shares	% of post preferential capital	PACs with Promoter/ PACs among themselves
1.	D. M. International Pvt. Ltd.	3,50,000	11.32%	PAC with Promoter
2.	Sunil Kumar Gupta	2,00,000	6.47%	PAC Among Themselves
3.	Satya Gupta	2,00,000	6.47%	
4.	Ruchika Gupta	1,00,000	3.23%	
5.	Pawan Kumar Gupta	50,000	1.62%	
6.	Alka Gupta	50,000	1.62%	
7.	Pawan Kumar Gupta H.U.F.	50,000	1.62%	
8.	Narendra Kumar Aggarwal	1,00,000	3.23%	
9.	Santosh Aggarwal	1,00,000	3.23%	
10.	Narendra Aggarwal H.U.F.	1,00,000	3.23%	
11.	Chander Kant Jha	50,000	1.62%	No PAC with anyone
12.	O.J. Financial Services Limited	7,50,000	24.26%	No PAC with anyone
	Total	21,00,000	67.92%	

5.15 Pre- and Post-Offer shareholding pattern of the ACL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreements/acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPAs which triggered off the Takeover Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	% [^]	No.	% [^]
1.	Promoter & Promoter Group								
	a. Parties to Agreement	7,90,990	25.58	(7,90,990)	(25.58)	-	-	-	-
	b. Promoters Other than (a) above	-	-	-	-	-	-	-	-
	Total 1 (a+b)	7,90,990	25.58	(7,90,990)	(25.58)	-	-	-	-
2.	Acquirer	-	-	15,40,990	49.84	8,03,920	26.00	23,44,910	75.84
3.	Parties to agreement other than (1)	7,50,000	24.26	(7,50,000)	(24.26)	-	-	-	-
4.	Parties (other than promoters, sellers / Acquirer & PACs								
	a. FIs/MFs/FIIs/Banks/SFI	-	-	-	-	-	-	-	-
	b. Others	15,51,010	50.16	Nil	Nil	(8,03,920)	(26.00)	7,47,090	24.16
	Total no. of shareholders i.e. 791 in "Public Category"								
	Total	30,92,000	100.00	Nil	Nil	Nil	Nil	30,92,000	100.00

Note: Post-completion of the Offer, the Existing Promoters and Promoters group will cease to have any shareholding in the Target Company and hence there is no requirement of compliance of Regulation 31A of SEBI LODR Regulations, 2015 w.r.t reclassification of existing promoters and Promoters group as public shareholders.

5.16 The number of Shareholders in ACL in public category is 792 as on date of Letter of Offer.

5.17 The Company is not a sick Company.

5.18 Status of corporate governance compliances by ACL: -

The Corporate Governance clauses as enumerated in Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are not applicable to Target Company.

5.19 Ms. Kaveri Ghosh is the Compliance Officer of the Company, her address is 100, Vaishali, Pitampura, Delhi-110 034 Phone No. +91-11-2731 2176 / 5103 / 4705 5102, Email id: deepak@dmigroup.in.net.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE Limited, Mumbai (BSE). The shares are placed under Group 'X' having a Scrip Code of "538777" & Scrip Id: "ASIACAP" on the BSE

6.1.2 The equity shares of the Target Company are not frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on BSE.

The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months of PA (April, 2017 - March, 2018) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	10	30,92,000	0.0003%

6.1.3 The Offer Price of Rs. 15.27/- (Rupees Fifteen and Paise Twenty Seven only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)	
(a)	Highest of Negotiated price per Equity Share of SPA (Rs. 15 Per Share)	15.00	
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA.	N.A.	
(c)	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA.	N.A.	
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	N.A.	
(e)	Other Financial Parameters as at	31.03.2017	31.12.2017
	Return on Net worth (%)	5.53%	3.37%
	Book Value per share	11.36	11.76
	Earnings per share	0.43	0.40

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 15.00/- (Rupees Fifteen Only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011. Further, in accordance with the SEBI letter dated 14th August, 2018, in addition to the offer price mentioned above, the Acquirer shall pay interest @ 10% per annum for any delay in payment beyond the Scheduled Payment Date (period commencing from the Scheduled Payment Date till the actual date of

payment of consideration under the Offer). For the purpose of clarification, it may be noted that the aforesaid interest will be payable to all the successful Public Shareholders, whose Shares are validly tendered and accepted in the Offer. Accordingly, in line of the directions received from SEBI vide its letter dated 14th August, 2018, the Offer Price has been revised to Rs. 15.27/- (Rupees Fifteen and Paisa Twenty Seven only) including interest @ 10% per annum per equity share for delay in payment beyond the scheduled payment date per fully paid up Equity Share of Rs. 10 each.

- 6.1.4 There has been no corporate action requiring the price parameters to be adjusted.
- 6.1.5 In the event of any further acquisition of Equity Shares of the Target Company by Acquirer during the offer period, whether by subscription or purchase, at a price higher than offer price, then offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However it shall not be acquiring any equity shares of Target Company after the third working day prior to commencement of tendering period and until the expiry of tendering period.
- 6.1.6 If the Acquirer acquires any Equity Shares of the Target Company during the period of twenty-six weeks after the closure of Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this 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 Takeover 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 Equity Shares of the Target Company in any form.
- 6.1.7 As on date of this LOF, there is no revision in the Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer will comply with all the provisions of the Regulation 18(5) of the Takeover Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 6.1.8 If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto three working days prior to the date of commencement of the TP in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared. The same will also be informed to SEBI and BSE.

6.2 Financial Arrangements

- 6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirer under the offer would be Rs. 1,22,75,859/- (Rupees One Crores Twenty Two Lacs Seventy Five Thousand Eight Hundred Fifty Nine only) ("maximum consideration") i.e. consideration payable for acquisition of 8,03,920 equity shares of the target Company at offer price of Rs. 15.27/- per Equity Share, including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date.
- 6.2.2 The Acquirer has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirer.
- 6.2.3 The Acquirer, the Manager to the Offer and Indusind Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement, the Acquirer has deposited cash of an amount of Rs. 1.25 Lacs being in excess of 1% of the Offer Consideration) in an escrow account opened with Indusind Bank Limited. Further, Union Bank of India, on behalf of the Acquirer have furnished a bank guarantees aggregating to an amount of Rs. 30.15 Lacs in favor of Manager to the Offer ("Bank Guarantee") which is in excess of 25% of the Offer Consideration. However, in line with SEBI Letter dated 14th August, 2018, the Offer Price has been revised to include interest @ 10% per annum, payable on account of delay in payment beyond the scheduled payment date. Accordingly, the Acquirer has deposited additional amount in the Escrow Account of Rs. 1,00,000/- (Rupees One Lac only), in cash, so that the Bank Guarantee and amount initially deposited alongwith the additional amount deposited in the Escrow Account is more than 25% of the Maximum Consideration payable under the Offer. The Manager to the Offer has been duly authorised to realize the value of the aforesaid Bank Guarantee in terms of the SEBI (SAST)

Regulations, 2011. The Bank Guarantee is valid upto 8th January, 2019. The Acquirer undertakes that in case the offer process is not completed within the validity of Bank Guarantee, then the Bank Guarantee will be further extended at least upto 30th day from the date of completion of payment of Offer Consideration.

- 6.2.4 The Acquirer has duly empowered Navigant Corporate Advisors Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5 Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirer has opened the Offer Special Account with the IndusInd Bank under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized by the Acquirer to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.
- 6.2.6 The Manager to the Offer, M/s Navigant Corporate Advisors Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations. The Manager to the Offer, M/s. Navigant Corporate Advisors Limited, hereby confirms that the Acquirer is capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.
- 6.2.7 CA Manoj Anubhavane (Membership No. 121260), partner of M/s. VMCA & Associates, Chartered Accountants (Firm Registration No. 015546C) having their office located at 112/1, Rachana 4/B, Navi Chikhalwadi, Grant Road (West), Mumbai-400 007, Tel: +91 96199 94375, Email: mmanubhavane@gmail.com has certified that the Acquirer has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer
- 6.2.8 Acquirer hereby undertakes that in case of any upward revision of offer price, Acquirer will correspondingly increase the escrow amount.

7. TERMS AND CONDITIONS OF THE OFFER:

- 7.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholders of ACL (except the Acquirer and Sellers) whose name appear on the Register of Members, at the close of business hours on 12.10.2018 ("Identified Date").
- 7.2. All owners of the shares, Registered or Unregistered (except the Acquirer and Sellers) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible Persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.
- 7.3. The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. While it would be insured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt the Letter of Offer by any member entitled to this open offer will not invalidate the Offer in any manner whatsoever.
- 7.4. Subject to the conditions governing this Offer, as mentioned in the Draft LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.
- 7.5. **Locked-in Shares:**

There are no locked-in shares in ACL.
- 7.6. **Eligibility for accepting the Offer:**

The Offer is made to all the public shareholders (except the Acquirer and Sellers) whose names appeared in the register of shareholders on 12.10.2018 at the close of the business hours on 12.10.2018 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

7.7.1. To the best of knowledge and belief of the Acquirer, as of the date of this LOF, there are no statutory approvals required for this Offer.

However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

7.7.2 Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirer reserve the sole right to reject the equity shares tendered in the Offer."

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

7.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

7.7.5. No approval is required from any bank or financial institutions for this Offer.

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

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Open offer will be implemented by the Acquirer through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016.

8.2. BSE Limited ('BSE') shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer.

8.3. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window ("Acquisition Window").

8.4. The Acquirer has appointed Alacrity Securities Limited, Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

ALACRITY SECURITIES LIMITED
101, 1st Floor, Hari Dharshan,
B Wing, Bhogilal Fadia Road, Kandivali (West),
Mumbai - 400 067
Tel: +91-22-28073882/28073982; Fax: +91-22-28073967
Investor Grievance e-mail: alacritysec@gmail.com
Website: www.alacritysec.com
SEBI Registration No.: INB010909837

8.5. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.

- 8.6. Such shares would be transferred to a special account of the clearing corporation specifically created for this purpose prior to placing the bid. The stock brokers shall also forward to the Clearing Corporation such details regarding the shares tendered as may be required by the Merchant Banker.
- 8.7. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.
- 8.8. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering period.
- 8.9. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client.
- 8.10. **Procedure for tendering shares held in Dematerialized Form.**
- a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.
 - b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders 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 close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
 - d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.
 - e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip (“TRS”) generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
 - f) The shareholders will have to ensure that they keep the depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

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

- 8.11. **Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:**
- a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker alongwith the complete set of documents for verification procedures to be carried out including the:
 - i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original Share Certificates;
 - iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirer;
 - iv. Self-attested copy of the Shareholder’s PAN card;
 - v. Any other Relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
 - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
 - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.

- vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Adhar Card, Voter Identity card or Passport.
- b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity shares tendered etc.
- c) After placement of order, as mentioned in paragraph 8.10(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 8.10(a)) 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 superscripted as "**Asia Capital Open Offer**". One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- d) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirer shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical Bids". Once, Registrar to the Offer confirms the order it will be treated as "Confirmed Bids".
- e) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

8.12. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

8.13. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period

8.14. Procedure for Tendering the Shares in case of Non-Receipt of this Letter of Offer:

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of this Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Banker website (www.navigantcorp.com) 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. Alternatively in case of non-receipt of this Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

8.15. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in this Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

8.16. Acceptance of Equity

Shares Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares,

physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

8.17. 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 shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- b) The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

8.18. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, 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 consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Navigant Corporate Advisors Limited, 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andjeri-Kurla Road, Andheri East, Mumbai-400-059 from 11.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- Certificate of Incorporation, Memorandum and Articles of Association of Asia Capital Limited.
- Certificate of Incorporation, Memorandum and Articles of Association of SKC Investment Advisors Private Limited.
- Certificate of CA Manoj Anubhavane (Membership No. 121260), partner of M/s. VMCA & Associates, Chartered Accountants (Firm Registration No. 015546C) certifying the Net worth of Acquirer.
- Annual Reports of Asia Capital Limited for years ended on March 31, 2016, 2017 and 2018

- Certificate from IndusInd Bank Limited having office at Premises No. 61, Sonawala Building, Mumbai Samachar Marg, Fort, Mumbai 400 001 confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation and Bank Guarantee issued by Union Bank of India.
- Copy of Public Announcement dated 13th April, 2018.
- Published copy of the Detailed Public Statement, which appeared in the newspapers on 20th April, 2018.
- Published Copy of Recommendation made by Committee of Independent Directors of ACL.
- Observation letter no SEBI/HO/CFD-DCR-1/OW/P/2018/22394/1 dated 9th August, 2018 on the Draft Letter of Offer filed with the Securities and Exchange Board of India.
- Copy of letter from SEBI dated 14th August, 2018 granting extension of commencement of tendering period pending receipt of RBI approval
- Copy of RBI approval dated 9th October, 2018 received on 11th October, 2018 according its approval for change in control and management of the Target Company subject to fulfilment of certain conditions and copy of public notice dated jointly issued by Target Company and Acquirer in terms of RBI circular no. DNBS (PD) CC No. 82/03.02.02/2006-07 dated 27th October, 2006 read with directions contained in RBI approval letter.
- Memorandum of Understanding between Lead managers i.e. Navigant Corporate Advisors Limited. & Acquirer.

10. DECLARATION BY THE ACQUIRER

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

We are responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this LOF, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956/2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 1956/2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Signed By:

For SKC Investment Advisors Private Limited

Santosh Suresh Choudhary / Ajay Gupta
Director / Authorised Signatory

Place: Mumbai
 Date: 16.10.2018

ENCLOSURES :

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.

**FORM OF ACCEPTANCE - CUM - ACKNOWLEDGEMENT
(FOR HOLDING SHARES IN PHYSICAL FORM)**

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Please send this Form with TRS generated by Broker and enclosures with enclosures to MAS Services Ltd, Registrar to the Offer at their address given in the Letter of Offer as per mode of delivery in Letter of Offer)

OFFER OPENS ON : MONDAY, 29TH OCTOBER, 2018

OFFER CLOSES ON : TUESDAY, 13TH NOVEMBER, 2018

FOR OFFICE USE ONLY	
Acceptance Number:	
Number of Equity Shares offered:	
Number of Equity Shares accepted:	
Purchase Consideration (Rs.):	
Cheque/ Demand Draft/Pay Order No/ECS:	

From: -

Name:

Address:

Status: Resident/ Non Resident

Folio No.:	Sr. No:	No of Shares Held:	
Tel. No:			Fax
No:			E-Mail:

To,
MAS SERVICES LIMITED
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110 020
Tel No.: +91-11-26387281 / 82 / 83
Fax No.: +91-11-2638 7384
Website: www.masserv.com
E-mail ID: info@masserv.com

Dear Sir,

Sub.: Cash Offer for purchase of 8,03,920 (Eight Lacs Three Thousand Nine Hundred Twenty only) Equity Shares of Asia Capital Limited at a price of Rs. 15.27/- (Rupees Fifteen and Paise Twenty Seven Only) per equity share, including interest @ 10% p.a. for delay in payment beyond Scheduled Payment Date under SEBI (SAST) Regulations, 2011.

I/We refer to the Letter of Offer dated 16th October, 2018 for acquiring the Equity Shares held by me/us in ACL.

I/We, the undersigned, have read the Letter of Offer, Detailed Public Statement and understood their contents including the terms and conditions and procedure as mentioned therein.

FOR SHARES HELD IN PHYSICAL FORM

I/We, hold the following shares in physical form and accept the Offer and enclose the original Share certificate (s) and duly signed share transfer deed (s) in respect of my/our Shares as detailed below:

Sr. No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
		From	To	
Total Number of Equity Shares				

(In case the space provided is inadequate, please attach a separate sheet with above details and authenticate the same. Eligible Shareholders holding shares in physical mode should ensure that necessary documents as mentioned in the Letter of Offer for accepting Shares in physical mode shall be provided along with this Form of Acceptance. Eligible Shareholders of the Target Company holding physical shares should note that Physical Shares will not be accepted unless the complete sets of documents are submitted)

- I/We note and understand that the original share certificate(s) and valid share transfer deed will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer gives the purchase consideration as mentioned in the Letter of Offer.
- I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.
- I/We note and understand that the Shares would reside with the Registrar to the Offer until the time the Acquirer accepts the Shares Certificates and makes the payment of purchase consideration as mentioned in the LOF.
- I/We confirm that the equity shares of Asia Capital Limited, which are being tendered herewith by me/us under this Offer, are free from liens, charges and encumbrances of any kind whatsoever.

- I/We authorize the Acquirer to accept the shares so offered which they may decide to accept in consultation with the Manager to the Offer and in terms of the Letter of Offer and I/We further authorize the Acquirer to return to me/us, equity share certificate(s) in respect of which the offer is not found valid/not accepted.
- I/We authorise the Acquirer and the Registrar to the Offer and the Manager to the Offer to send by Registered Post as may be applicable at my/our risk, the draft /cheque/ warrant, in full and final settlement of the amount due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned below.
- I/We authorize the Acquirer to accept the Shares so offered or such lesser number of Shares that they may decide to accept in terms of the Letter of Offer and I/We authorize the Acquirer to split / consolidate the share certificates comprising the Shares that are not acquired to be returned to me/us and for the aforesaid purposes the Acquirer are hereby authorized to do all such things and execute such documents as may be found necessary and expedient for the purpose.

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with ACL:

Name

Address

Place: ----- Date: ----- Tel. No(s). : ----- Fax No.: -----

So as to avoid fraudulent encashment in transit, the shareholder(s) are requested to kindly provide the following bank details of the first/sole shareholder and the consideration will be payable by way of ECS Mode/ cheque or demand draft will be drawn accordingly. In order to receive payment consideration through ECS mode, the shareholders are requested to compulsorily provide their following bank details:-

Bank Account No.:

Type of Account: (Savings / Current / Other (please specify))

Name of the Bank:

Name of the Branch and Address:

MICR Code of Bank

IFSC Code of Bank

The Permanent Account No. (PAN) allotted under the Income Tax Act, 1961 is as under:

PAN	1st Shareholder	2nd Shareholder	3rd Shareholder

Enclosure (Please tick)

- ❖ Power of Attorney, if any person apart from the shareholder, has signed the acceptance from or transfer deed(s)
- ❖ Duly attested Death certificate/succession certificate (in case of single shareholders) in case the original shareholders has expired
- ❖ RBI approval (for NRI/OCB/Foreign shareholders)
- ❖ Corporate Authorisation in case of companies along with Board resolutions and specimen signature of authorized signatory
- ❖ Other (please specify)

Yours faithfully,

Signed and Delivered:

PARTICULARS	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

Note: In case of joint holdings, all the holders must sign. In case of body corporate, stamp of the company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
2. The Form of Acceptance should be filled-up in English only.
3. Signature(s) other than in English and Hindi and thumb impressions must be attested by a Notary Public under his Official Seal.

Mode of tendering the Equity Shares Pursuant to the Offer:

I. The acceptance of the Offer made by the Acquirer are entirely at the discretion of the equity shareholder of ACL

II. Shareholders of ACL to whom this Offer is being made, are free to offer his / her / their shareholding in ACL for sale to the Acquirer, in whole or part, while tendering his / her / their equity shares in the Offer.

Business Hours: Monday to Friday: 10.00 hours to 17.00 hours

Saturday: 10.00 to 13.00 hours

Holidays: Sundays, Public Holidays and Bank Holidays

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

**ACKNOWLEDGEMENT SLIP
ASIA CAPITAL LIMITED - CASH OFFER
FOR SHARES HELD IN PHYSICAL FORM**

Folio No.: _____ Serial No. _____
Received from Mr. / Ms. _____ Address: _____
_____ Form of Acceptance
for _____ Shares along with a copy of _____
_____ Share Certificate(s) _____ Transfer Deed folio number (s) _____

For accepting the Offer made by the Acquirer

Signature of Official and Date of Receipt	Stamp of Registrar to the Offer	Date of Receipt

For Future Correspondence, if any, should be addressed to Registrar to the Offer at the following address

MAS SERVICES LIMITED
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110 020
Tel No.: +91-11-26387281 / 82 / 83
Fax No.: +91-11-2638 7384
Website: www.masserv.com
E-mail ID: info@masserv.com