

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3 AND 4 READ WITH REGULATIONS 13, 14 AND 15(2) AND OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED (“TAKEOVER REGULATIONS”) TO THE PUBLIC SHAREHOLDERS OF

AKM CREATIONS LIMITED

(Formerly Known as AKM Lace and Embrotex Limited)

CIN: L74110DL2009PLC196375 | Registered Office: C-110, G/F, Bhola Nath Nagar, Shahdara Delhi - 110032 E-mail: akmlace@gmail.com | Website: www.akmlace.com

Open offer (“Offer”) / “Open Offer”) for acquisition of upto 7,83,166 (Seven Lakh Eighty Three Thousand One Hundred and Sixty Six Only) fully paid-up equity shares of face value INR 10/- (Rupees Ten Only) each of AKM Creations Limited (“Target Company”), representing 26.00% of the total voting equity share capital on a fully diluted basis expected as of the tenth (10th) working day from the closure of the tendering period of the Open Offer from all the Public Shareholders (as defined later) of the Target Company by Arhat Touch Private Limited (“Acquirer”) (PAN: AAWCA4909M) at a price of INR 15.00/- (Rupees Fifteen Only) per equity share.

This detailed public statement (“DPS”) is being issued by Fast Track Finsec Private Limited, the manager to the Offer (“Manager” or “Manager to the Offer”), for and on behalf of the Acquirer, in compliance with Regulations 3 & 4 read with Regulations 13(4) & 15(2) and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“Takeover Regulations”), and pursuant to the Public Announcement (“PA”) made by the Acquirer and sent to stock exchange i.e BSE Limited (“BSE”) and to the Target Company on October 16th, 2023 (Monday) and filed with Securities and Exchange Board of India (“SEBI”) on October 16th, 2023 (Monday) in terms of Regulation 14(1) & 14(2) of the Takeover Regulations.

“Control” means as define in Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

“Equity Shares” or “Shares” shall mean the fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each of the Target Company.

“Expanded Voting Share Capital” means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) Working Day from the closure of the Tendering Period for the Offer.

“Identified Date” means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Public Shareholders to whom the letter of offer in relation to this Offer (the “Letter of Offer”) shall be sent.

“Public Shareholders” mean all the equity shareholders of the Target Company excluding (i) the Acquirer and the PAC, (ii) the persons acting in concert or deemed to be acting in concert with the persons set out in (i) and (ii).

“PAC” means person acting in concert.

“SPA” means Share Purchase Agreement dated October 16, 2023.

“Tendering Period” has the meaning ascribed to it under the Takeover Regulations.

“Working Day” means the working day of the Securities and Exchange Board of India.

I. ACQUIRER/PAC, TARGET COMPANY AND THE OFFER

- A. Details of the Acquirer
1. ARHAT TOUCH PRIVATE LIMITED (PAN: AAWCA4909M) (“Acquirer”)
- a. Arhat Touch Private Limited, is a private company incorporated on February 02, 2022 under the Companies Act, 2013 bearing Corporate Identity number U51909GJ2022PTC129167. The Registered Office of Arhat Touch Private Limited is situated at Block-B, 508, Prahladnagar Trade Center, B/H Titanium City Center, Radio Mirchi Road, Prahladnagar, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015.
- b. Arhat Touch Private Limited was incorporated with the following main object:
- To carry on the business, India and elsewhere in any place or places in the world, of dealer, trader, import and export agents, representatives, buying and selling agents, brokers, importers, buyers, sellers, exporters and to buy, sell or otherwise trade various goods, services and merchandise and to undertake the necessary activities and deal in all commodities including but not limited to paper, fabrics and textiles.
- c. Arhat Touch Private Limited (“Company”) originally incorporated as a private Limited Company under Companies Act, 2013 and there is no change in the name of Company since incorporation.
- d. The Company is having its registered office at Block-B, 508, Prahladnagar Trade Center, B/H Titanium City Center, Radio Mirchi Road, Prahladnagar, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015, and there is no change in the address of the Company since incorporation.
- e. Acquirer is not belong to any group.
- f. This is no Person Acting in Concert (“PAC”) with the Acquirer in this Open Offer.
- g. The Company is not listed with any of the Stock Exchange in India.
- h. The issued and paid-up share capital of the Acquirer as on the date of DPS is INR 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only) divided into 45,00,000 (Forty-Five Lakh) equity shares of INR 10/- (Rupee Ten Only) each, set out below is the shareholding pattern of the Acquirer:

Name of the Promoters	Address	PAN	Shareholding	
			No. of shares held	% of Shares held
Mr. Maulik Rajendrabhai Shah	3, Dilux Flat, Narayannagar Road, Chandranagar, Paldi, Ahmedabad, Gujrat, India - 380007	BVQPS2058L	44,46,000	98.80%
Mr. Bikash Rasily	B-2/65-B, Keshav Puram, North West Delhi, Delhi - 110035	DZOPK2718B	54000	1.20%
Total			45,00,000	100%

i. The details of Board of Directors of Arhat Touch Private Limited are:

Name	DIN	Designation
Mr. Maulik Rajendrabhai Shah	07578813	Director
Mr. Bikash Rasily	09801273	Director

- j. As on the date of this DPS, neither the Acquirer nor its Director hold any position(s) on the board of directors of the Target Company.
- k. As on the date of this DPS, neither the Acquirer nor its Director hold any position(s) on the board of directors of the Target Company.
- l. Acquirer doesn't belong to any group.
- m. Acquirer doesn't control and manage any other entity.
- n. As on the date of this DPS, neither the Acquirer and its Director, are in Securities related business and registered with SEBI as a Market Intermediary.
- o. As on the date of this DPS, Acquirer does not have any interest / relationship in the Target Company nor does he hold any shares of the Target Company, except in terms of the proposed acquisition as contemplated vide the SPA (as defined later).
- p. Acquirer has sufficient resources to fulfil the obligation under this Offer and deposited the amount of INR 30,00,000/- (Rupees Thirty Lakhs Only) in Escrow Account opened with ICICI Bank Limited as on the date of DPS.
- q. Acquirer has confirmed that neither the Acquirer nor its Director are categorized as a 'wilful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.
- r. As on the date, Acquirer has confirmed that they are not declared as a fugitive offender under Section 12 of the Fugitive Economic Offender Act, 2018.
- s. Acquirer has confirmed that they are not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) or under any of the regulations made under the SEBI Act.
- t. Brief unaudited financial data of Arhat Touch Private Limited are given hereunder:

(In INR)

Particulars	30/09/2023 (Unaudited)	31/03/2023 (Audited)	31/03/2022 (Audited)
Total Revenue	0	16,47,450	11,44,021
Net Income	(5,88,428.54)	1,43,710	62,076
EPS (INR)	(0.54)	0.13	0.06
Net Worth	1,04,17,357.26	1,10,05,780	1,08,62,076

* Mr. Narendra Tiwari (M. No. 145536), Partner of M/s. Sunil Narendra & Associates; Chartered Accountants bearing firm registration number 0148967W having office at 2nd Floor, 201, Kahan Commercial, Over Vijay Sales, S.P. Ring Road, Odhav, Ahmedabad - 382415 has certified vide certificate dated October 10, 2023 that the net-worth of Acquirer as on October 10, 2023 is INR 4,49,00,057 (Rupees Four Crore Forty Nine Lakhs and Fifty Seven Only) which can be used for the acquisition of shares of the Target Company under the Offer.

B. INFORMATION ABOUT THE SELLERS:

➤ Details of Seller(s) & their Shareholding

Name of the Sellers & PAN	Nature of Entity	Part of Promoter Group	Address	Shareholding	% of Share Capital
Mr. Amar Jitendra Patwa (“Seller 1”) PAN: AADPP5942K	Individual	Yes	Flat No. 17, Samarth Niketan CHS, Pestom Sagar Road No.-5, Chembur West, Mumbai – 400089	2,96,275	9.83%
Mrs. Sangita Amar Patwa (“Seller 2”) PAN: AADPP5943J	Individual	Yes	Flat No. 17, Samarth Niketan CHS, Pestom Sagar Road No.-5, Chembur West, Mumbai – 400089	2,90,225	9.64%
Ms. Shah Shalvi Rajan (“Seller 3”) PAN: EHGPS3036F	Individual	Yes	Flat No. 17, Samarth Niketan CHS, Pestom Sagar Road No.-5, Chembur West, Mumbai – 400089	2,83,675	9.42%

- a. None of the Sellers are listed entity nor they are related to any group.
- b. Sellers are the part of Promoter & Promoter Group of the Target Company.
- c. Sellers has not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the Securities and Exchange Board of India Act, 1992 or under any of the regulations made under the Securities and Exchange Board of India Act, 1992.
- d. As on the date, Sellers holds 11,70,175 (Eleven Lakh Seventy Thousand One Hundred and Seventy Five) equity shares representing 38.85% of the total outstanding, issued and fully paid-up equity share capital carrying voting rights of the Target Company. In terms of the SPA (as defined above), Sellers have agreed to sell its shareholding to the Acquirer as per following: -

Sr. No.	Name of seller	No. of share for sale
1.	Mr. Amar Jitendra Patwa	2,96,275
2.	Mrs. Sangita Amar Patwa	2,90,225
3.	Ms. Shah Shalvi Rajan	2,83,675
	Total	8,70,175

- e. There is no lien, encumbrances or lock-in on the shares held by the sellers and these shares will be transferred free from all liens whatsoever, all encumbrances and free from all lock-in requirement.

C. Details of the Target Company- AKM Creations Limited

1. The Target Company was incorporated under the provisions of the Companies Act, 1956 on November 26, 2009 with the Registrar of Companies, Delhi. The Corporate Identification Number of Target Company is L74110DL2009PLC196375
2. The Company was initially incorporated as a Private Limited company on November 26, 2009 with the name and style of “AKM Lace and Embrotex Private Limited”. Thereafter, The Target Company came out with an Initial Public Offer in year 2017 and the status of the Target Company was changed from Private Limited Company to Public Listed Company and the name of the Company was changed from “AKM Lace and Embrotex Private Limited” to “AKM Lace and Embrotex Limited” on May 15, 2017. The name of the Target Company was changed from “AKM Lace and Embrotex Limited” to “AKM Creations Limited” on November 23, 2022.
3. Presently, Registered Office of the Target Company is situated at C-110, G/F, Bhola Nath Nagar, Shahdara, Delhi - 110032. Further, Following below mentioned table provides for the change in the address of the Target Company since incorporation:

Address	Period
86, Ground Floor, Street No.10, Shankar Nagar, Krishna Nagar, Delhi – 110051	Since Incorporation to 02/09/2013
B-47, Gali No. 2, KH. No. 568, Main Wazirabad Road, Meel Nagar, Delhi - 110094	From 02/09/2013 to 09/06/2017
JX/6024, Ram Gali, Subhash Mohalla, Gandhi Nagar, Delhi – 110031	From 09/06/2017 to 22/03/2022
C-110, G/F, Bhola Nath, Shahdara, Delhi – 110032	From 22/03/2022 to till date

4. As on the date of this DPS, the Authorised Share Capital of the Company is INR 7,00,00,000/- (Indian Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each and the issued, Subscribed and Paid-up Capital of the Target Company is 3,01,21,750/- (Indian Rupees Three Crore One Lakh Twenty One Thousand Seven Hundred and Fifty Only) divided into 30,12,175 (Thirty Lakhs Twelve Thousand One Hundred and Seventy Five) Equity Shares of INR 10/- (Rupees Ten Only) each and as on the date of DPS, there are no outstanding partly paid up Equity Shares of the Target Company. Further, there are 30,00,000 (Thirty Lakhs) outstanding convertible warrants in the Company issued on January 01, 2023. Furthermore, on October 14, 2023 Company had passed the Board Resolution for the issuance of 1,00,00,000 convertible warrants through the private placement. Presently all the Equity Shares of the Target Company have been listed on SME platform of BSE Limited (“BSE”) with Scrip Code 540718.
5. As on the date of PA, the Equity Shares of the Target Company are infrequently traded within the meaning of Regulation 21(i) of the SEBI(SAST) Regulation, 2011.
6. Presently, the Board of Directors of the Target Company comprises of:

Name	DIN	Designation
Mr. Shalvi Sagar Patwa	08869050	Managing Director
Mr. Shatrudhan	09486626	Director
Mr. Farmeen Salim Lala	09505852	Director
Mr. Sagar Amar Patwa	06818710	Director

(Source: MCA website)

7. As on the date of DPS, none of the directors were representatives of the Acquirer.
8. There are 30,00,000 (Thirty Lakhs) outstanding convertible instruments such as warrants/FCBs/PCBs/Partly Paid-up Equity Shares and other convertible instruments of the Target Company. (Source: Financial Statement as on March 31, 2023).
9. Brief audited/unaudited financial data of AKM Creations Limited are given hereunder:

(INR In 000)

Particulars	Year Ended 31.03.2021 (Audited)	Year Ended 31.03.2022 (Audited)	Year Ended 31.03.2023 (Audited)	Six Month ended 30.09.2023 (Provisional)
Total Revenue	24569.11	31,160.77	132,278.57	71615.41
Net Income	(270.19)	(4241.02)	2640.25	1322.61
Earnings per share Basic & diluted (in INR)	(0.09) & (0.04)	(1.41) & (0.71)	0.88 & 0.44	0.44 & 0.22
Net worth/ shareholders' funds	76051.50	71810.01	99200.25	99200.25

(Source: The financial information has been extracted from the financial information given by Target Company)

D. Details of the Offer

1. The Acquirer is making this Offer to all the Public Shareholders of the Target Company, to acquire upto 7,83,166 (Seven Lakh Eighty-Three Thousand One Hundred Sixty- Six) Equity Shares (“Offer Size”), representing 26% of the total outstanding fully-paid- up equity share capital of the Target Company at an offer price of INR 15/- (Rupees Fifteen Only) per equity share (“Offer Price”), which is consider in accordance with Regulation 8 of the Regulations.
2. This Offer is being made by the Acquirer to all the public shareholders who hold equity shares of the Target Company other than (i) the Acquirer, person acting in concert with acquirer and the parties to the underlying agreement i.e (SPA) including person deemed to be acting in concert with such parties in terms of Regulation 7(6) of SEBI (SAST) Regulations.
3. This offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.
4. This is not a conditional offer and is not subject to any minimum level of acceptance from the Public Shareholders.
5. The Offer Price shall be payable at cash in accordance with Regulation 9(1)(a) of the Takeover Regulations, and subject to the terms and conditions set out in this DPS and Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the Takeover Regulations.
6. To the best of the knowledge of the Acquirer, there is no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If however, any statutory or other approval becomes applicable prior to completion of such acquisition, the open offer would also be subject to such other statutory or other approval(s) being obtained.
7. The Public Shareholders who will tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Shares being validly tendered in this offer, together with all the rights attached thereto, including all rights to dividend, bonuses and rights offers declared thereof, and the tendering Public Shareholder shall have obtained all necessary consent required by them to tender the Shares.
8. The Acquirer intends to seek a reconstitution of the Board of Directors of the Target Company in compliance with Regulation 24(1) of the Takeover Regulations and SEBI (LODR) Regulation, 2011.
9. All equity shares tendered by the shareholders in acceptance of the Offer upto a maximum of 7,83,166 (Seven Lakh Eighty-Three Thousand One Hundred and Sixty-Six) equity shares, will be acquired by the Acquirer subject to terms and conditions set out in this DPS and the Letter of Offer.
- E. The Acquirer has no plans for restructuring and/or to alienate any material assets of the Target Company whether by sale, lease, encumbrance or otherwise outside the ordinary course of business of the Target Company. In the event any substantial assets of the Target Company is proposed to be sold, disposed-off or otherwise encumbered in the succeeding 2 (two) years from the date of closure of the offer, the Acquirer undertakes that they shall do so only upon receipt of prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot in terms of the provision to Regulation 25(2) of the Takeover Regulations and subject to applicable laws as may be required.
- F. Upon completion of the Offer, assuming full acceptances in the Offer, pursuant to the SPA, Acquirer will hold 16,53,341 (Sixteen Lakh Fifty Three Thousand Three Hundred and Forty-One only) equity shares constituting 54.89% of the total outstanding, issued and fully paid-up equity share capital carrying voting rights of the Target Company.
- G. In terms of Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended from time to time (“SCRR Rules”), the Target Company is required to maintain at least 25% public shareholding for listing on a continuous basis. Considering the equity shares that may be acquired by the Acquirer in the present Offer, the public shareholding in the Target Company falls below the minimum public shareholding requirement as per SCRR, and the SEBI (LODR) Regulations, then Acquirer has agreed to take necessary steps to bring down the promoters and promoter group shareholding in the Target Company to the level specified, and within the time prescribed, under applicable law, in a manner acceptable to the Acquirer and the PACs.
- H. Upon completion of the Open Offer, and subject to compliance with Regulation 31A of the LODR Regulations, the Acquirer shall be inducted as the Promoter of the Target Company and they shall exercise control over the Target Company.

II. BACKGROUND OF THE OFFER

1. This Offer is being made pursuant to the execution of the Share Purchase Agreement (“SPA”) dated October 16, 2023 to purchase 8,70,175 (Eight Lakh Seventy Thousand One Hundred Seventy Five) equity shares constituting 28.89% of the fully paid up and voting equity share capital of the Target Company by Acquirer from the existing promoters of the Target Company (“Sellers”) at a consideration of INR 12.06/- (Rupee Twelve and Six Paise Only) per Equity Share payable in cash.
2. The Open Offer is a mandatory offer pursuant to Regulations 3(1) and 4 and other applicable regulations of the SEBI (SAST) Regulations pursuant to the execution of the SPA and is subject to the terms and conditions set out in this DPS and the letter of offer which is proposed to be sent to all the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations (“Letter of Offer”).
3. 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 herof.
4. The Acquirer proposes 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

III. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Details	Acquirer	
	No. of Equity Shares	% of the total paid-up equity share capital
Shareholding as on the date of PA	NII	NII
Shares acquired between the date of the PA and this DPS	NII	NII

Shares agreed to be acquired through SPA	8,70,175	28.89%
Post Offer shareholding (assuming full acceptance, on diluted basis, as on 10th working day after the closure of the tendering period)	16,53,341	54.89%

IV. OFFER PRICE

1. The equity shares of the Target Company are listed on SME platform of BSE Limited (Scrip Code: 540718) and the Scrip of the Company are not suspended from trading on BSE.
2. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA date i.e October 16, 2023 (October 2022 to September 2023) is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
BSE	October 2022 to September 2023	2,73,000	30,12,175	9.06
Total		2,73,000	30,12,175	9.06

(Source: www.bseindia.com)

3. The equity shares of the Target Company are listed and traded on BSE and are infrequently traded within the meaning of definition of ‘frequently traded shares’ under clause (j) of Sub-Regulation 2 (1) of the SEBI (SAST) Regulations on the Stock Exchange.
4. The Offer Price of INR 15.00/- (Rupees Fifteen Only) has been determine considering the parameters as set out under Regulations 8 (1) & 8(2) of the Takeover Regulations, being the highest of the following:

Sr. No.	Particulars	Price (in INR per Equity Shares)
1.	The highest Negotiated Price per fully paid-up equity share of the Target Company for acquisition under an agreement attracting the obligation to make public announcement of an open offer	12.06/-
2.	The volume weighted average price paid or payable for any acquisition, whether by the Acquirers or by PAC, during the fifty-two weeks immediately preceding the date of the PA	Not Applicable
3.	The highest price paid or payable for any acquisition, whether by the Acquirers or by PAC, during the twenty-six weeks immediately preceding the date of the PA	Not Applicable
4.	The volume-weighted average market price of the Equity Shares for a period of sixty trading days immediately preceding the date of the PA as traded on the BSE, being the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period, provided such Equity Shares are infrequently traded.	Not Applicable
5.	Where the Equity Shares are not frequently traded, the price determined by the Acquirers, PAC and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	12.06/-*

Note: The trading data with respect to BSE has been downloaded from website of www.bseindia.com

- * Mr. Subodh Kumar, Registered Valuer, Securities or Financial Assets having registration no. IBBI/RV/05/2019/11705 having office at 210, Wadhwa Complex, Street No. 10, Laxmi Nagar, Delhi - 110092 vide certificate dated October 14, 2023 has certified that the fair value of the Equity Share of AKM Creations Limited is INR 12.06/- (Rupees Twelve and Six paise Only) per fully paid up Equity shares based on the prescribed methodology.
5. In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager, the Offer Price of INR 15.00/- (Rupees Fifteen Only) per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8(2) of the Takeover Regulations and is payable in cash.
6. There has been no revision in the Offer Price since the date of the PA till the date of this DPS. Further, the Offer Price does not warrant any adjustments for corporate actions under Regulation 8(9) of the Takeover Regulations.
7. In the event of further acquisition of equity shares of the Target Company by the Acquirer during the Offer period, by purchase of equity shares of the Target Company at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the Takeover Regulations. However, the Acquirer shall not be acquiring any equity shares of the Target Company after the 3rd (third) working day prior to the commencement of the tendering period and until the expiry of the tendering period.
8. The Acquirer may, in terms of Regulation 18(4) of the Takeover Regulations, make upward revision of the Offer Price at any time prior to the commencement of the last 1 (one) working day before the expiry of the tendering period. If, there is any such upward revision in the Offer Price by the Acquirer or in case of withdrawal of Offer, the same would be informed by way of a public announcement in the same newspapers wherein this DPS is published. Such revision in the Offer Price would be payable by the Acquirer for all the equity shares validly tendered at any time during the Offer. In case of upward revision in the Offer Price, the value of the Escrow Account (as defined later) shall be computed on the revised consideration calculated at such ‘revised’ Offer Price and any additional amount required will be funded in the Escrow Account (as defined later) by the Acquirer prior to effecting such revision, in accordance and in compliance with Regulation 17(2) of the Takeover Regulations. Simultaneously with the issue of the public announcement, the Acquirer will also inform the Stock Exchanges, SEBI and the Target Company at its registered office of such revision in terms of Regulation 18(5) of the Takeover Regulations.

V. FINANCIAL ARRANGEMENT

1. The total consideration for the Offer Size at the Offer Price, assuming full acceptance of the Offer is INR 1,17,47,490/- (Rupees One Crore Seventeen Lakhs Forty Seven Thousand Four Hundred and Ninety Only) (“Maximum Consideration”).
2. Acquirer has adequate resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the offer in terms of Regulation 25 (1) of the SEBI (SAST) Regulations. The additional fund requirement, if any for acquisition in terms of the SPA and this open offer will be financed through the internal resources of the Acquirer.
3. The Acquirer, the Manager to the Offer and ICICI Bank Limited, a banking company incorporated under Companies Act, 1956 and licensed under the Banking Regulation Act, 1949 and having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, Gujarat. Pin – 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020, have entered into an Escrow Agreement on October 16, 2023, for the purpose of the Offer. Pursuant to the Escrow Agreement and in compliance with Regulation 17(1) of the Takeover Regulations, the Acquirer has opened an Escrow Account in the name and style of “AKM CREATION - ESCROW ACCOUNT” and Acquirer has deposited INR 30,00,000/- (Rupees Thirty Lakh) being an amount equivalent to more than 25% of the total consideration payable under the offer (assuming full acceptance) in cash in the following manner:

Date	Amount (in INR)	Mode
17/10/2023	10,00,000/-	Through Banking Channel
19/10/2023	20,00,000/-	Through Banking Channel
Total	30,00,000/-	

- Further on 18/10/2023, the Acquirer has processed for pledging of 15,75,896 (Fifteen Lakhs Seventy Five Thousand Eight Hundred and Ninety Six) Equity shares of a BSE Listed Company namely IFL Enterprises Limited in the favour of Manager to the Open offer amounting to INR 1,32,21,767/- (Rupees One crore Thirty Two Lakhs Twenty One Thousand Seven Hundred and Sixty Seven Only). However, as Demand account of Manager to the open offer has opened and maintained with National Securities Depository Limited and Demand account of Acquirer has opened and maintained with Central Depository Securities Limited. Because of non-maintained of same depository by both parties, the Pledge Request Form was rejected with the reason that “Inter DP Pledge are not allowed”. Due to which acquirer has deposited the INR 20,00,000/- in Escrow Account on 19/10/2023.

- The Manager to the Offer is duly authorized by the Acquirer to realize the value of the Escrow Account and operate the Escrow Account in terms of the Takeover Regulations.
4. Based on the above, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirer to fulfil the obligations in relation to this Offer through verifiable means in accordance with the Acquirer to fulfil the obligations in relation to this Offer through verifiable means in accordance with the Takeover Regulations.
5. In case of any upward revision in the Offer Price or the Offer Size, the Acquirer shall deposit additional funds in the Offer Escrow Account as required under the Regulation 17(2) of the Takeover Regulations.
6. In terms of Regulation 22(2) and the proviso to Regulation 22(2A) of the Takeover Regulations, subject to the Acquirer depositing in the Offer Escrow Account, cash of an amount equal to 100% of the Maximum Consideration, the Acquirer may, after the expiry of 21 days from date of this DPS, subject to fulfillment of conditions as detailed in this DPS, and other acquisitions during the Offer period, if any.
- VI. STATUTORY AND OTHER APPROVALS
1. To the best of the knowledge of the Acquirer and the PACs, there are no statutory or other approvals required to complete the Open Offer as on the date of this DPS. If however, any statutory or other approval becomes applicable prior to completion of such acquisition, the open offer would also be subject to such other statutory or other approval(s) being obtained.
2. All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
3. In case of delay in receipt of any statutory approval that may be required by the Acquirer at a later date, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the Takeover Regulations, grant an extension of time to the Acquirer and/or PAC to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
4. In terms of Regulation 23(1) of the Takeover Regulations, in the event that the Mandatory Statutory Approvals or any other approvals which may become applicable prior to completion of the Offer are not received, the Acquirer shall have the right to withdraw the Offer. In the event of withdrawal of this Offer, a public announcement will be made within 2 Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the Takeover Regulations.
5. NRIs and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FPIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer and PAC reserve the right to reject such Equity Shares tendered pursuant to this Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITIES

Sr. No.	Activity	Schedule (Day & Date)
1	Date of Public Announcement	Monday, October 16, 2023
2	Date of Publishing of the DPS	Saturday, October 21, 2023
3	Date for Filing Draft Letter of Offer with SEBI	Monday, October 30, 2023
4	Last Date of Public Announcement for Competing Offer(s)	Monday , November 06