

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (“DLOF”) is sent to you as a shareholder(s) of AKG EXIM LIMITED. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Equity Shares in the Target Company, please hand over this DLOF and the accompanying Form of Acceptance-cum-Acknowledgement 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 other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (hereinafter referred as “Takeover Regulations”).

TO THE SHAREHOLDERS OF AKG EXIM LIMITED

(hereinafter referred as “Target Company”)

having its Registered Office at Unit No. 237, 2nd Floor, Tower-B, Spazedge, Sector-47, Sohna Road, Gurgaon, 122018, Haryana, India;
Phone No.: +91 1244267873 ; Fax No.: 1244004503 ; [Corporate Identification Number (CIN): L00063HR2005PLC119497]; Email:
info@akg-global.com; Website: www.akg-global.com;

BY

Mr. Kalapi Vinit Nagada, son of Mr. Vinit Vishanji Nagada, aged about 44 years, an Indian national, residing at 402, 4th Floor, Shirin Towers, Shradhanand Road, Vile Parle (East), Mumbai, Maharashtra – 400057; Tel. No.: +91 98200 79991; Fax No.: Not Available, Email ID: kalapishah@hotmail.com (hereinafter referred to as “Acquirer”).

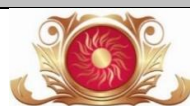
TO ACQUIRE

Up to 82,62,000 (Eighty Two Lakhs Sixty Two Thousand) fully paid-up equity shares of face value of ₹ 10 each (“Equity Shares”) representing 26.00% of the voting equity share capital of the Target Company, as of the tenth working day from the closure of the tendering period of the Open Offer (“Voting Share Capital”), from the eligible shareholders of the Target Company at a price of ₹ 15.00 per Equity Share (“Offer Price”), payable in Cash.

Please Note:

1. This Offer is being made pursuant to Regulation 3(1) and 4 and other applicable provisions of the Takeover Regulations for intention of substantial acquisition of the Equity Shares / voting rights accompanied with change in control of the Target Company.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company. Further, there is no differential pricing in the Offer.
3. **This Offer is not a competing offer.**
4. **If there is any competing offer at any time hereafter, the offers under all subsisting bids will open and close on the same date.**
5. **There has been no competing offer or any revision of the Offer Price or the Offer Size as on date of this DLOF.**
6. As on date of this Draft Letter of Offer, no statutory approvals are required.
7. Shareholders who have tendered the Equity Shares in acceptance of the Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement (“DPS”) / Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
8. If there is any upward revision in the Offer Price by the Acquirer at any time prior to commencement of the last one working day before the commencement of the Tendering Period than shareholders of the Target Company will be informed by way of another public announcement in the same newspapers in which the DPS pursuant to Public Announcement was published. The Acquirer shall pay such revised price for all the Equity Shares validly tendered any time during the Offer and accepted under the Offer. Further, in case, if the Offer is withdrawn pursuant to Regulation 23 of the Takeover Regulations, the same would be communicated within two working days by an announcement in the same newspapers in which the DPS was appeared. The same price would be payable by the Acquirer for all the Equity Shares tendered anytime during the Offer.
9. A copy of the Public Announcement, the DPS and the DLOF (including Form of Acceptance-cum-Acknowledgement) would also be available on the Securities and Exchange Board of India (“SEBI”)’s website at www.sebi.gov.in.
10. Any correspondence, relating to this Offer, should be addressed to **MAS Services Limited**, the Registrar to the Offer.

MANAGER TO THE OFFER



SUN CAPITAL ADVISORY SERVICES PVT. LTD.
CIN: U67190MH2006PTC159258

SEBI Registration No.: INM000012591
Registered Office: 302, 3rd Floor, Kumar Plaza, Kalina - Kurla Road,
Near Kalina Market, Santacruz (East),
Mumbai, Maharashtra - 400 029, India.

Website: www.suncapital.co.in
Investor grievance email: investorgrievance@suncapital.co.in
Tel. No.: +91 22 6178 6000 / 01; **Fax No.:** Not Available;
Contact Person: Mr. Darshan Shah;
Email ID: darshan@suncapital.co.in;

OFFER OPENS ON: Thursday, 4 December, 2025

REGISTRAR TO THE OFFER



MAS Services Limited
CIN: U74899DL1973PLC006950
SEBI Registration No.: INR000000049
T-34, 2nd Floor, Okhla Industrial Area Phase II,
New Delhi – 110 020, India;
Website: <https://www.masserv.com/>
Tel. No.: +91 +91 11 2638 7281 - 83
Fax No.: +91 11 2638 7384
Contact Person: Mr. N.C. PAL
E-mail ID: investor@masserv.com

OFFER CLOSES ON: Wednesday, 17 December, 2025

TENTATIVE SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Date	Day
Public Announcement	Thursday	9 October, 2025
Publication Date of Detailed Public Statement in newspapers	Thursday	16 October, 2025
Last date of filing Draft Letter of Offer with SEBI	Monday	October 27, 2025
Last date for a Competing bid	Tuesday	11 November, 2025
Last date for SEBI observations on Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Tuesday	18 November, 2025
Identified Date*	Thursday	20 November, 2025
Date by which the Letter of Offer to be dispatched to the shareholders	Thursday	27 November, 2025
Last date by which the committee of the Independent Directors of the Target Company shall give its recommendation	Tuesday	2 December, 2025
Last date for revising, if any, the Offer Price / number of Equity Shares	Wednesday	3 December, 2025
Date of publication of Offer opening public announcement, in the newspapers in which the DPS has been published (Issue Opening public announcement Date)	Wednesday	3 December, 2025
Date of commencement of Tendering Period (Offer Opening Date)	Thursday	4 December, 2025
Date of expiry of Tendering Period (Offer Closing Date)	Wednesday	17 December, 2025
Last date for completion of all requirements including payment of consideration	Thursday	1 January, 2026

**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 dispatched. It is clarified that all the public shareholders (except the Acquirer and the Seller) of the Target Company (registered or unregistered) are eligible to participate in this Offer at any time prior to the closure of this Offer.*

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 analysing all the risks with respect to their participation in the Offer.

- 1) To the best of knowledge of the Acquirer, no statutory approvals are required as on date of this DLOF. However, this Offer will be subject to all such statutory approvals that may become applicable at a later date. The Acquirer reserves the right to withdraw the Offer, subject to the SEBI approval, in accordance with Regulation 23(1)(a) of the Takeover Regulations in the event any such requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.
- 2) 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) the SEBI instructing the Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities as indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of the Target Company whose Equity Shares has been accepted in the Offer as well as the return of the Equity Shares not accepted in the Offer may be delayed. In case of any such delay, due to any non-receipt of statutory approvals, as per Regulation 18(11) of the Takeover Regulations, the SEBI may, if satisfied that the any such 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 the SEBI.
- 3) The shareholders should note that Equity Shares once tendered, with or without “Form of Acceptance-cum-Acknowledgement”, in the Offer, such shareholders will not be entitled to withdraw such acceptances. The acquisition of the Equity Shares tendered in the Offer by NRIs and/or OCBs is subject to receipt of approval from Reserve Bank of India (“**RBI**”), if any. Those NRIs and/or OCBs tendering the Equity Shares in the Offer, must obtain all requisite approvals as may be required, to tender the Equity Shares held by them (including but without limitation of, the approval from RBI) and submit such approvals along with the Form of Acceptance-cum-Acknowledgement.
- 4) Neither the U.S. Securities Exchange Commission nor any U.S. State Securities Commission has approved or disapproved the Open Offer or passed any comment upon the adequacy or completeness of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the U.S.
- 5) The Equity Shares tendered in the Offer will be blocked in demat account 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/or 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.
- 6) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of the Letter of Offer 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 and/or approval requirements.
- 7) 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 Draft Letter of Offer.

- 8) The information contained in this Draft Letter of Offer is as of the date of this Draft Letter of Offer unless expressly stated otherwise. The Acquirer and/or the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this Draft Letter of Offer.
- 9) The Acquirer or the Manager to the Offer or the Registrar to the Offer do not accept any responsibility for any loss of documents during transit (including but not limited to the Offer acceptance forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

B. IN ASSOCIATION WITH THE ACQUIRER

- 1) The Acquirer intends to acquire up to 82,62,000 (Eighty Two Lakhs Sixty Two Thousands) Equity Shares, representing 26.00% of the Voting Share Capital of the Target Company at an Offer Price of ₹ 15.00 (Rupees Fifteen Only) per Equity Share, payable in cash under the Takeover Regulations.
- 2) The Acquirer makes no assurance with respect to the market price of the Equity Shares during the Offer period and/or 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.
- 3) The Acquirer makes no assurance with respect to the financial performance of the Target Company.
- 4) Upon completion of this Offer (assuming full acceptance) of 82,62,000 Equity Shares, the Acquirer will hold 1,56,01,200 Equity Shares representing 49.10% of the Voting Share Capital of the Target Company. Thus, pursuant to this Offer, the public shareholding in the Target Company will not be decreased from the minimum public shareholding required as per the Securities Contracts (Regulation) Rules, 1957 as amended (“**SCRR**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**LODR Regulations**”). The Acquirer undertakes, in case required, it will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of the SCRR, the listing agreement or the LODR Regulations and the Regulations 7(4) and 7(5) of the Takeover Regulations.
- 5) For the purpose of disclosures in the DLOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. All information relating to the Seller has been obtained from the Seller. The accuracy of such details of the Target Company and/or the Seller have not been independently verified by the Acquirer and/or the Manager to the Offer.
- 6) The Acquirer and/or the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this DLOF or in the advertisement or any materials issued by or at the instance of the Acquirer and/or the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

C. CURRENCY OF PRESENTATION

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

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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	Mr. Kalapi Vinit Nagada
AOA	Articles of Association
NSE	National Stock Exchange of India Limited
Buying Broker	NNM Securities Private Limited
CIN	Corporate Identification Number
DTAA	Double Tax Avoidance Agreement
Designated Stock Exchange	National Stock Exchange of India Limited
Detailed Public Statement or DPS	Detailed Public Statement of the Offer made by the Acquirer, which appeared in the newspapers on Thursday, 16 October, 2025
DIN	Director Identification Number
DLOF or Draft Letter of Offer	The Draft Letter of Offer is this Offer Document
Emerging Fully Diluted Voting Equity Share Capital / Voting Share Capital	3,17,76,576 Equity Shares of the Target Company as of the 10 th working day from the closure of the tendering period
Existing Share Capital or Existing Voting Capital	Paid up share capital of the Target Company i.e. Rs. 31,77,65,760 comprises of 3,17,76,576 Equity Shares of face value of Rs. 10 each.
EPS	Earnings Per Share (i.e. Profit After Tax / No. of Equity Shares)
FDI	Foreign Direct Investment
Form of Acceptance	Form of Acceptance cum Acknowledgement
ICDR Regulations	the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
Identified Date	The date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period
ISIN	International Securities Identification Number
Listing Agreement	The listing agreement as entered by the Target Company with the NSE
LLP	Limited Liability Partnership
LODR Regulations	the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Manager to the Offer or Merchant Banker	Sun Capital Advisory Services Private Limited
Offer / Open Offer	Offer to acquire up to 82,62,000 (Eighty Two Lakhs Sixty Two Thousand) Equity Shares representing 26.00% of the Voting Share Capital of the Target Company by the Acquirer, at an offer price of ₹ 15.00 (Rupees Fifteen Only) per Equity Share, payable in Cash
Offer Price	₹ 15.00 (Rupees Fifteen Only) per Equity Share, payable in Cash
Offer Size	82,62,000 (Eighty Two Lakhs Sixty Two Thousand) Equity Shares of the Target Company at an offer price of ₹ 15.00 (Rupees Fifteen Only) per Equity Share, amounting to ₹ 1,239.30 Lakh
Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer, on Thursday, October 9, 2025.
Persons eligible to participate in the Offer / Eligible Shareholders / Public Shareholders	Registered or unregistered public shareholders (other than the Acquirer and the Seller) of the Target Company who own the Equity Shares of the Target Company on or before the last date of tendering period, is eligible to participate in the Offer
Seller	Mrs. Mahima Goel
SPA / Share Purchase Agreement	The share purchase agreement dated October 9, 2025 entered between the Acquirer and the Seller
PIS	Portfolio Investment Scheme

TERM	DESCRIPTION
RBI	Reserve Bank of India
Registrar to the Offer	MAS Services Limited
SCRR	The Securities Contract (Regulation) Rules, 1957 and subsequent amendments thereto
SEBI	The Securities and Exchange Board of India
Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TDS	Tax Deducted at Source
TRS	Transaction Registration Slip
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
Equity Shares / Shares	Fully paid-up equity shares of face value of Rs. 10 (Rupees Ten only) of the Target Company
Target Company	AKG Exim Limited
Stock Exchange(s)	National Stock Exchange of India Limited
Tendering Period	Period commencing from Thursday, 4 December, 2025 and closing on Wednesday, 17 December, 2025 (both days inclusive)
UCC	Unique Client Code
Voting Share Capital	Means the fully diluted equity voting share capital of the Target Company as of 10th working day from the closure of the tendering period of the Offer i.e. 3,17,76,576 Equity Shares
Working Days	A working day of the SEBI

Note:

i) All capitalized terms used in this DLOF, but not otherwise defined above, shall have the meanings ascribed thereto or, where no definition has been specified, in the Takeover Regulations.

ii) In this DLOF, any reference to the singular will include the plural and vice-versa.

2. DISCLAIMER CLAUSES

“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 TAKEOVER REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF THE TARGET COMPANY 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 TARGET COMPANY WHOSE EQUITY 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 THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, SUN CAPITAL ADVISORY SERVICES PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED OCTOBER 27, 2025 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMEENEMENTS THEREOF. THE FILING OF THE DRAFT 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 The Offer is a mandatory offer (“Offer” or “Open Offer”) in compliance with Regulations 3(1) and 4 and other applicable provisions of the Takeover Regulations, pursuant to the intention of the Acquirer to acquire the Equity Shares / voting rights over 25% and the control of and over the Target Company.
- 3.1.2 The Mr. Kalapi Vinit Nagada (“Acquirer”) and Mrs. Mahima Goel (“Seller”) have entered into a Share Purchase Agreement dated October 9, 2025 (“SPA”), wherein it was proposed that the Acquirer shall purchase 73,39,200 Equity Shares, constituting 23.10% of Voting Share Capital of the Target Company at a mutually agreed price of ₹ 13.00 (Indian Rupees Thirteen only) per Equity Share, aggregating to ₹ 9,54,09,600 (Indian Rupees Nine Crore Fifty Four Lakhs Nine Thousands and Six Hundred only only), payable in Cash, accompanied with the Change in Control of and over the Target Company.
- 3.1.3 Pursuant to the execution of the SPA, and intention to acquire the control over the Target Company, the Acquirer has triggered the Open Offer as per Regulations 3(1) and 4 of the Takeover Regulations. The Acquirer has intention to acquire and crossing 25% of voting rights and holding in the Equity Shares of the Target Company and to take control over the Target Company.
- 3.1.4 Salient features of the SPA are as follow:
- The purchase price for acquisition of 73,39,200 Equity Shares (“Sale Shares”) shall be at a price of ₹ 13.00 (Rupees Thirteen Only) per Equity Share, aggregating to total purchase consideration of 9,54,09,600 (Indian Rupees Nine Crore Fifty Four Lakhs Nine Thousands and Six Hundred only only). This purchase consideration is payable to the Seller by the Acquirer as follows:
 - A sum of ₹ 1,00,00,000 (Rupees One Crore Only) as earnest money or deposit paid to the Seller; and
 - Balance amount to be paid after the completion of the Open Offer.
 - The Acquirer reserves the right to nominate someone representing it to be a Director on the Board of Directors of the Target Company after an initial period of fifteen working days from the date of the DPS by depositing 100% of the maximum consideration payable under the Offer in the escrow account as required under Regulation 24(1) of the Takeover Regulations.
 - The Acquirer has undertaken that it shall pay the purchase consideration to the Seller only through normal banking channel i.e. through Cheque(s) / Bank Draft (s) / electronic transfer / RTGS / NEFT or any other mode as allowed by the RBI.
 - Post completion of the Open Offer formalities, the Seller shall relinquish the Control in the management of the Target Company in favour of the Acquirer.
- 3.1.5 The details of the Seller, who have entered into the Share Purchase Agreement with the Acquirer, has been set out hereunder:

Name of the Acquirer	Name of the Seller	Is the Seller part of the Promoter/Promoter Group (Yes / No)	Details of the Equity Shares / voting rights held by the Seller prior to the SPA	
			Number	%
Mr. Kalapi Vinit Nagada	Mrs. Mahima Goel	Yes	73,39,200	23.10
Total			73,39,200	23.10

- 3.1.6 Upon completion of the Offer, the Acquirer shall become the new promoter of the Target Company, subject to compliance with conditions stipulated in Regulation 31A of the LODR Regulations.
- 3.1.7 The Seller has confirmed that it has not been prohibited / debarred by the SEBI from accessing the capital markets or from dealing in securities, in terms of any directions issued under section 11B of the SEBI Act or under any other rules and regulations made under the SEBI Act. The Seller further confirmed that currently there are no pending litigations pertaining to securities market to which they have been made a party.
- 3.1.8 As on the date of the Public Announcement, the DPS and the DLOF, the Acquirer does not hold any Equity Shares in Target Company.
- 3.1.9 The objective and purpose of the Acquirer for making this Offer is to have substantial holding of the Equity Shares and voting rights accompanied with the change in management and control of the Target Company.
- 3.1.10 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 the Equity Shares of or voting rights in, the Target Company.
- 3.1.11 There is no separate arrangement for the acquisition of control over the Target Company.
- 3.1.12 The Acquirer will continue the existing line of business of the Target Company. However, depending on the requirements and expediency of the business situation and subject to required approval in accordance with the provisions of the Companies Act, 2013, Memorandum and Articles of Association and all applicable laws, rules and regulations, the Board of Directors may take such appropriate business decisions, as may be necessary, from time to time in order to improve the performance of the Target Company. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure that may affect the larger interest of the shareholders will be done with prior approval of shareholders by way of postal ballot at a general body meeting of the Target Company in accordance with Regulation 25(2) of the Takeover Regulations and other applicable laws. The Acquirer may diversify, reorganize and/or streamline the business of the Target Company for commercial reasons and operational efficiencies.
- 3.1.13 The Acquirer had previously acquired and sold 16,65,779 Equity Shares representing 5.24% voting rights of the Target Company during the twelve (12) months period preceding the date of the Public Announcement. As on the date of DLOF, the Acquirer is not holding any Equity Shares or any voting right in the Target Company.
- 3.1.14 The Manager to the Offer declares and undertakes that it shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Offer, directly or indirectly, including its own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the Takeover Regulations.
- 3.1.15 As per Regulations 26(6) and 26(7) the Takeover Regulations, the Board of Directors of the Target Company will constitute a committee of Independent Directors and 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 newspapers where the DPS of the Offer was published.
- 3.1.16 The Acquirer has not been prohibited by the SEBI from dealing in securities in terms of directions issued under section 11B of the Securities and Exchange Board of India Act, 1992, as amended (“SEBI Act”) or under any other rules and regulations made under the SEBI Act.

- 3.1.17 As on the date of this DLOF, none of the person(s) forming part of the Board of Directors of the Target Company represent the Acquirer. The Acquirer does not have any plan of making any changes in the Board of Directors of the Target Company post this Offer.

3.2 Details of the Proposed Offer

- 3.2.1 The Acquirer has made the DPS on Thursday, 16 October, 2025 in the following newspapers in accordance with Regulations 14(3), 3(1) and 4 of the Takeover Regulations.

Name of the Newspaper	Language	Editions
Financial Express	English	All editions
Janasatta	Hindi	All editions
Gurgaon Mail	Hindi	Gurgaon
Pratahakal	Marathi	Mumbai

The DPS is also available on the SEBI website at www.sebi.gov.in

- 3.2.2 The Acquirer is making this Offer under the Takeover Regulations, to acquire up to 82,62,000 (Eighty Two Lakhs Sixty Two Thousand) Equity Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of the Target Company on the terms and subject to the conditions set out in this DLOF, at a price of ₹ 15.00 (Rupees fifteen Only) per Equity Share, payable in Cash.
- 3.2.3 If the aggregate number of Equity Shares validly tendered in this Open Offer by the Public Shareholders is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that the acquisition of the Equity Shares from any Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer is 1 (one) only.
- 3.2.4 There is no differential pricing in this Offer.
- 3.2.5 This Open Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations and there has been no competing offer as on the date of this DLOF.
- 3.2.6 The Offer is not conditional offer and not subject to any minimum level of acceptance from the shareholders of the Target Company, in terms of Regulation 19(1) of the Takeover Regulations.
- 3.2.7 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 the Equity Shares of or voting rights in, the Target Company.
- 3.2.8 The Acquirer has not acquired any Equity Shares in the Target Company after the date of the Public Announcement (i.e. October 9, 2025) up to the date of this DLOF.
- 3.2.9 The Offer is subject to the terms and conditions as set out, herein and in the Public Announcement and the DPS made by the Acquirer from time to time in this regard.
- 3.2.10 No competitive bid has been received as on date of this DLOF.
- 3.2.11 The Equity Shares of the Target Company will be acquired by the Acquirer free from all liens, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights declared thereafter.

3.3 Object of the acquisition / Offer

- 3.3.1 The prime objective of the Acquirer for the acquisition of the Equity Shares of the Target Company is to have substantial holding of the Equity Shares and/or voting rights and/or Control over the Target Company. Further, the acquisition also aligns with the objective of the Acquirer for acquiring a listed company which will help with its long-term expansion and growth plans. However, depending on the requirements and expediency of the business situation and subject to required approval in accordance with the provisions of the Companies Act, 2013, Memorandum and Articles of Association and all applicable laws, rules and regulations, the Board of Directors may take such appropriate business decisions, as may be necessary, from time to time in order to improve the performance of the Target Company.
- 3.3.2 The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any such change in the structure, if any, that may affect the larger interest of the shareholders will be done with prior approval of shareholders at a general body meeting of the Target Company in accordance with Regulation 25(2) of the Takeover Regulations and in accordance with the other applicable laws. The Acquirer may diversify, reorganize and/or streamline the business of the Target Company for commercial reasons and operational efficiencies.
- 3.3.3 The Acquirer has no intention to restructure and/or sell and/or dispose off and/or otherwise encumber any significant assets of Target Company in the next two years. The future policy for disposal of significant assets, if any, will be decided by the Board of Directors of the Target Company, subject to the applicable provisions of the law and the prior approval of the shareholders through special resolution by postal ballot at a general body meeting of the Target Company shall be required in accordance with Regulation 25(2) of the Takeover Regulations.
- 3.3.4 After the completion of this Offer and pursuant to the transfer of the Equity Shares as contemplated in the SPA, the Acquirer intends to hold the majority of the Equity Shares by virtue of which he will be in a position to exercise effective management control and Control over the Target Company.
- 3.3.5 The Acquirer reserve the right to reconstitute the Board of Directors of the Target Company in accordance with the provisions of the Takeover Regulations, the Companies Act, 2013 and other applicable laws.
- 3.3.6 Pursuant to the Offer and upon the completion of the transactions contemplated in the SPA, the Acquirers will be classified as the Promoter of the Target Company and the Seller (which are all present Promoters and Promoter Group entities) will cease to be the Promoters of the Target Company and be reclassified as public in accordance with the provisions of Regulation 31A of the LODR Regulations.

4. BACKGROUND OF THE ACQUIRER

4.1 The details of the Acquirer are as follows:

Mr. Kalapi Vinit Nagada (Acquirer):

4.1.1 Mr. Kalapi Vinit Nagada, (hereinafter referred to as “**Acquirer**”), son of Mr. Vinit Vishanji Nagada, is an Indian National, aged about 44 years and having the residential address at 402, 4th Floor, Shirin Towers, Shradhanand Road, Vile Parle (East), Mumbai, Maharashtra – 400057, India. His contact number is +91 98200 79991 and his Email ID is: kalapishah@hotmail.com He is a master’s in business administration from K S School of Business Administration. He has about 21 years of experience in acquisitions, distribution syndication and production of films / Movies.

4.1.2 The Acquirer carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN).

4.1.3 The Acquirer is not a part of any group or member of any person acting in concert. Further, the Acquirer is not part of promoter and/or promoter group of the Target Company.

4.1.4 Mr. Prashant Jain (Membership No.: 553694), Partner of M/s. VSPJ & Associates, Chartered Accountants (FRN No: 036016N), having its office at H.No.24, Lane No.1, Shri Ram Colony, Bhola Nath Nagar, Shahdara, Delhi - 110 032, India, has certified and confirmed vide certificate dated October 8, 2025 (UDIN: 25553694BMNPUL6520) that the individual Networth of Mr. Kalapi Vinit Nagada (the Acquirer) is above Rs. 2,411.03 Lakh and the Acquirer has sufficient liquid funds to fulfill the obligations under the Offer.

4.1.5 The Acquirer is not holding position as board of director in any listed company in India and/or outside India.

4.1.6 The Acquirer is not appointed as whole time director in any company. The Director Identification Number (DIN) of the Acquirer is 02876927 and he is director in below companies:

- a) Raj Overseas Private Limited;
- b) Cinekorn Entertainment Private Limited;
- c) Nest Suburban Developers Private Limited;
- d) Lime Lite Films Private Limited.

4.1.7 The Acquirer has no relationship with the any existing shareholder or promoter and promoter group or Director of the Target Company. Further, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this DLOF.

4.1.8 The Acquirer has previously acquired and sold 16,65,779 Equity Shares representing 5.24% voting rights of the Target Company and the details of the same are as below:

a. Details of acquisition of the Equity Shares of the Acquirer:

Date of Acquisition of Voting right	Mode of Acquisition	No. of Shares Acquired	Average Price Paid (Rs.)	Highest Price Paid (Rs.)	Total Consideration (Rs.)*
13.03.2025	On Market	7,95,859	13.34	13.40	1,06,55,065
17.03.2025	On Market	4,54,141	13.26	13.30	60,45,149
19.03.2025	On Market	15,779	13.25	13.25	2,09,834
20.03.2025	On Market	4,00,000	13.22	13.25	53,07,004
Total		16,65,779	-		

*Including charges like brokerage, exchange transaction charges, SEBI turnover tax, GST, STT etc.

b. Details of sell of the Equity Shares of the Acquirer:

Date of Sell	Mode of Sell	No. of Shares Sold	Average Selling Price (Rs.)	Highest Selling Price (Rs.)	Total Consideration (Rs.)*
03.07.2025	On Market	16,64,979	14.00	14.10	2,33,09,839
08.07.2025	On Market	800	13.93	13.93	11,144
Total		16,65,779	-		

*Including charges like brokerage, exchange transaction charges, SEBI turnover tax, GST, STT etc.

4.1.9 Chapter V of the Takeover Regulations, has been complied by the Acquirer within the specified time and details of the same are mentioned below:

Sr. No	Regulation/ Sub-regulation	Due Date for compliance as mentioned in Regulation(s)	Actual date of compliance	Delay, if any (in No. of days) Col. 4- Col. 3	Status of compliance with the Takeover Regulations	Remarks
1	2	3	4	5	6	7
1.	29 (1)	24.03.2025	25.03.2025	1	Delayed complied	NA
2.	29 (2)	07.07.2025	07.07.2025	Nil	Complied	NA

4.2 Declarations by the Acquirer

- 4.2.1 The Acquirer confirms that he has not been prohibited by the SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, 1992, as amended (“SEBI Act”) or under any other Regulation made under the SEBI Act.
- 4.2.2 The Acquirer has confirmed that he is not categorized as a “Willful Defaulter” in terms of Regulation (1)(ze) nor it is categorized as a “Fugitive Economic Offender” in terms of Regulation (1) (ja) of the Takeover Regulations.
- 4.2.3 The Acquirer has not entered into any non-compete arrangement and / or agreement with the Target Company or its management.
- 4.2.4 As on date of this DLOF, the Acquirer is in compliance with Regulation 6A and Regulation 6B of the Takeover Regulations.
- 4.2.5 The Acquirer has undertaken to comply with the Takeover Regulations and complete the Offer formalities.
- 4.2.6 The Acquirer has undertaken that if it acquires any Equity Shares of the Target Company during the Offer Period, it shall inform the Stock Exchange(s) where the Equity Share(s) of the Target Company are listed and also to the Manager to the Offer within 24 hours of any such acquisition in compliance with Regulation 18(6) of the Takeover Regulations. Further, the Acquirer has also undertaken that it will not acquire 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 Takeover Regulations.
- 4.2.7 The Acquirer also undertakes that he will not sell the Equity Shares of the Target Company, held by him, if any, during the Offer Period in terms of Regulation 25(4) of the Takeover Regulations.
- 4.2.8 The Acquirer does not have any major contingent liabilities.
- 4.2.9 The Acquirer confirms that currently there are no pending litigations pertaining to securities market where he is made party to.
- 4.2.10 The Acquirer confirms that, there is / are no person acting in concert in relation to this Offer within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations.
- 4.2.11 The Acquirer confirms that he shall complete the acquisitions of the Equity Shares contracted under the SPA, not later than twenty-six weeks from the expiry of the offer period as per Regulation 22(3) of the Takeover Regulations

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 AKG Exim Limited (“**Target Company**”) was incorporated on July 26, 2005 under the Companies Act, 1956 in the name and style as "AKG Exim Private Limited" as a Private Limited company. Subsequently, the name of the Target Company was changed to “AKG Exim Limited” pursuant to change of name in accordance with the Companies Act, 2013 and a fresh Certificate of Change of Name dated January 17, 2018 was issued by the Registrar of Companies, Delhi. There has been no change in the name of the Target Company thereafter. The Corporate Identification Number (CIN) of the Target Company is L00063HR2005PLC119497.
- 5.2 The registered office of the Target Company is situated at Unit No. 237, 2nd Floor, Tower - B, Spazedge, Sector - 47, Sohna Road, Gurgaon, 122018, Haryana, India; Email ID: info@akg-global.com; Website: www.akg-global.com. Currently, the Target Company is engaged into business of distribution, indenting, and intermediary services for metal scrap, minerals and petrochemical products, catering to both Indian and global markets.
- 5.3 As on the date of this DLOF, the Target Company has an authorized share capital of Rs. 32,50,00,000 comprising of 3,25,00,000 (Three Crore Twenty-Five Lakhs only) Equity Shares of face value of Rs. 10 each. The Issued, Subscribed and Paid-up equity share capital of Target Company is Rs. 31,77,65,760 comprising of 3,17,76,576 (Three Crore Seventeen Lakhs Seventy-Six Thousand Five Hundred and Seventy-Six only) Equity Shares of face value of Rs. 10 each. The ISIN of the Target Company is INE00Y801016. The details are as under:

Paid-up Equity Shares of Target Company	No. of Equity Shares / voting rights	% of Equity Shares / voting rights
Fully paid-up Equity Shares	3,25,00,000	100
Partly paid-up Equity Shares	Nil	Nil
Total paid up Equity Shares	3,25,00,000	100
Total voting rights in Target Company	3,25,00,000	100

- 5.4 As on date of this DLOF, the Target Company does not have any outstanding warrants or options or similar instruments, which are convertible into the Equity Shares of the Target Company, at a later stage.
- 5.5 The entire present and paid-up Equity Shares of the Target Company is presently listed on the NSE w.e.f. September 25, 2018 on the SME NSE i.e. Emerge platform and migrated to main board of NSE on February 16, 2021 and having NSE Symbol - AKG. The Equity Shares of the Target Company are frequently traded on the NSE in terms of Regulation 2(1)(j) of the Takeover Regulations.
- 5.6 All the Equity Shares of the Target Company are listed.
- 5.7 The Equity Shares of the Target Company are currently not suspended on the NSE or any other stock exchange. The Equity Shares have not been delisted from any stock exchange in India.
- 5.8 As on date of this DLOF, the details of Board of Directors of the Target Company are as follows:

Name	Director Identification Number (DIN)	Designation	Date of Appointment
Mrs. Mahima Goel	02205003	Chairperson and Managing Director	26-Mar-2009
Mr. Rajeev Goel	01507297	Non-Executive - Non Independent Director	26-Jul-2005
Mr. Rakesh Mohan	07352915	Non-Executive - Independent Director	04-Jan-2018
Mr. Rao Laxman Singh	08055192	Non-Executive - Independent Director	18-Jan-2018
Mr. Rahul Bajaj	03408766	Executive Director	27-Jul-2019

Name	Director Identification Number (DIN)	Designation	Date of Appointment
Ms. Chetna	08981045	Non-Executive - Independent Director	09-Apr-2022

5.9 There has been no merger, de-merger and spin off in the last three years in the Target Company. Further, there has been no change in name of the Target Company in the last three years.

5.10 Brief consolidated financial information of the Target Company for the financial years ended on March 31, 2023, March 31, 2024, March 31, 2025 are as under:

(Rs. in Lakh)

Profit & Loss Statement	Financial Year 2022-23	Financial Year 2023-24	Financial Year 2024-25
	(Audited)	(Audited)	(Audited)
Revenue from Operations	13,269.06	18,359.28	22,114.51
Other Income	28.42	81.49	110.59
Total Income	13,297.48	18,440.77	22,225.10
Total Expenditure (excluding Depreciation, Interest & other Finance Cost)	13,072.52	18,097.71	21,802.33
Profit / (Loss) Before Depreciation, Interest & Tax	224.96	343.06	422.77
Depreciation	15.97	20.62	17.71
Interest & other Finance Cost	102.40	124.89	106.37
Profit / (Loss) Before Tax	13,269.06	18,359.28	22,114.51
Provision for Tax / Deferred Tax	28.42	81.49	110.59
Profit / (Loss) After Tax	13,297.48	18,440.77	22,225.10

(Source: Annual Report of the Target Company for the financial year 2022-23, 2023-2024 and financial results for FY 2024-25 as available on the NSE website)

(Rs. in Lakh)

Balance Sheet	As at Financial Year ended 31.03.2023	As at Financial Year ended 31.03.2024	As at Financial Year ended 31.03.2025
	(Audited)	(Audited)	(Audited)
Sources of Funds			
Equity Share Capital	3,177.66	3,177.66	3,177.66
Reserve & Surplus (excluding revaluation reserves)	2,112.99	2,065.45	1,924.33
Networth	5,290.65	5,243.11	5,101.99
Long Term Borrowings	14.20	73.72	31.32
Other Long-Term Liabilities	33.61	31.03	29.06
Short Term Borrowings	1,119.13	1,343.13	1,206.34
Trade Payable	920.67	770.50	790.76
Other Short-Term Liabilities	505.40	425.09	97.80
TOTAL	7,883.66	7,886.58	7,257.27
Application of Funds			
Net fixed assets	218.87	435.15	268.11
Investments (Non-Current)	-	-	-
Other Non-Current Assets	28.91	36.69	61.56
Trade Receivables	2,939.61	3,406.40	4,407.84

Other Current Assets	4,696.27	4,008.34	2,519.76
TOTAL	7,883.66	7,886.58	7,257.27

(Source: Annual Report of the Target Company for the financial year 2022-23, 2023-2024 and financial results for FY 2024-25 as available on the NSE website)

Other Financial Data	Financial Year 2023	Financial Year 2024	Financial Year 2025
	(Audited)	(Audited)	(Audited)
Dividend (%)	-	-	-
Earnings Per Share in (in Rs.)	0.27	0.48	0.78
Return on Net worth (%)	1.62%	2.92%	4.86%
Book Value Per Share (in Rs.)	16.65	16.50	16.06

5.11 Pre- and Post-Offer shareholding pattern of the Target Company based on shareholding pattern as on September 30, 2025 assuming full acceptance under the Open Offer is as under:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement / acquisition and offer		Equity Shares / voting rights agreed to be acquired which triggered off the Takeover Regulations		Equity Shares / Voting rights to be acquired in the Offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and the Offer	
		(A)		(B)		(C)		(A+B+C) = (D)	
		No.	%	No.	%*	No.	%	No.	%
1	Promoter & Promoter Group								
	a. Parties to the SPA	1,18,82,182	37.39	(73,39,200)	(23.10)	-	-	45,42,982	14.30
	b. Promoters other than (a) above	66,216	0.21	-	-	-	-	66,216	0.21
	Total 1 (a+b)	1,19,48,398	37.60	(73,39,200)	(23.10)	-	-	46,09,198	14.51
2	Acquirer								
	a) Main Acquirer	-	-	73,39,200	23.10	82,62,000	26.00	1,56,01,200	49.10
	b) PACs	-	-	-	-	-	-	-	-
	Total 2 (a+b)	-	-	73,39,200	23.10	82,62,000	26.00	1,56,01,200	49.10
3	Parties to agreement other than (1)(a) and (2)	-	-	-	-	-	-		
4	Public (other than parties to agreement, Acquirers & PACs)								
	a. FIs/MFs/FIIs/ Banks/SFI	-	-	-	-	-	-		
	b. Others*	1,98,28,178	62.40	-	-	(82,62,000)	(26.00)	1,15,66,178	36.40
	Total no. of shareholders in "Public Category" are 11,276			-	-	-	-		
	Total (4) (a+b)	1,98,28,178	62.40	-	-	-	-	1,15,66,178	36.40
	GRAND TOTAL (1+2+3+4)	3,17,76,576	100.00	-	-	-	-	3,17,76,576	100.00

Note:

- There are no persons acting in concert in this Offer within the meaning of Regulation 2(1)(q) of the Takeover Regulations.
- The Acquirer has not acquired any Equity Shares of the Target Company from the date of the PA till the date of this DLOF.

5.12 The total number of shareholders in the Target Company is 11,278 and total number of shareholders in public category is 11,276 (as per shareholding pattern of September 30, 2025)

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price (Direct Acquisition)

- 6.1.1 The Offer is made pursuant to entering into the SPA by the Acquirer with the Seller. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of the Equity Shares of the Target Company.
- 6.1.2 The Equity Shares of the Target Company are currently listed and traded on National Stock Exchange of India Limited (“NSE”) and having NSE Symbol: AKG.

The trading turnover in the Equity Shares, based on trading volumes during the 12 (twelve) calendar months prior to the month of the Public Announcement (i.e. from October 2024 to September 2025), on the NSE, is as under:

Name of the Stock Exchange	No. of Equity Shares traded during 12 calendar months preceding the month of the PA (A)	Weighted average number of total listed Equity Shares (B)	Trading Turnover (in terms of % to Total Listed Equity Shares) (A / B) X 100
NSE	2,81,25,125	3,17,76,576	88.51%

(Source: NSE)

- 6.1.3 Based on above, the Equity Shares of the Target Company are frequently traded on the NSE within the meaning of Regulation 2(1)(j) of the Takeover Regulations.
- 6.1.4 The Offer Price of Rs. 15.00 (Rupees Fifteen Only) per Equity Share has been determined in terms of Regulations 8(2) of the Takeover Regulations, being the highest of the following:

Sr. No.	Particular	Price (Rs. per Equity Share)
A	Highest negotiated price per Equity Share for any acquisition under the Agreement attracting the obligation to make the Public Announcement (PA)	13.00
B	Price at which the Equity Shares are proposed to be acquired pursuant to the preferential issue in accordance with Regulation 8(8) of the Takeover Regulations	NA
C	The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the Public Announcement	13.34
D	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of the PA	NA
E	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of the PA on Stock Exchanges	13.02
F	Where the shares are not frequently traded, the price determined by the Acquirer 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	NA
G	The per Equity Share value computed under Regulation 8(5) of the Takeover Regulations, if applicable	NA

Note:

The fair value of the Equity Share of the Target Company is ₹13.34 (Rupees Thirteen and Thirty Four Paise only) per Equity Share as certified vide valuation report dated October 9, 2025 (UDIN: 25123478BMIPVQ1466) by Ms. Rashmi Shah, being an Independent Valuer, having (Membership No.: 123478), Partner of M/s. R V Shah & Associates, Chartered Accountants (Firm Registration No.: 133958W), having their office situated at 702, Shah Trade Centre, Rani Sati Road, Malad (East), Mumbai – 400 097; Email ID: rashmi@rvs-ca.com.

Based on the information above, the Acquirer and the Manager to the Offer confirm that the Offer Price of Rs. 15.00 (Rupees Fifteen only) per Equity Share is justified in terms of the Regulation 8(2) of the Takeover Regulations.

- 6.1.5 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters for determining the Offer Price.
- 6.1.6 In the event of further acquisition of the Equity Shares of the Target Company by the Acquirer during the offer period, whether by subscription or purchase, 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 acquire any Equity Shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.7 If the Acquirer acquires the Equity Shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under any other open offer as per the Takeover Regulations, or pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of the Equity Shares of the Target Company, whether by way of bulk / block deals or in any other form.
- 6.1.8 As on date of this DLOF, there is no revision in Offer Price or Offer Size. The Offer Price may be subject to upward revision, if any, pursuant to the Takeover Regulations or at the discretion of the Acquirer, at any time prior to 1 (One) Working Day before the commencement of the tendering period in accordance with Regulation 18(4) of the Takeover Regulations. In the event of any such revision, the Acquirer is required to (i) make corresponding increases to the amount kept in the escrow account, as set out in section titled "Financial Arrangements" of this DLOF; (ii) make a public announcement in the newspapers where the DPS is published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchange(s) and the Target Company at its registered office of such revision in terms of Regulation 18(5) of the Takeover Regulations.
- 6.1.9 If there is any revision in the Offer Price on account of any future purchases or competing offer(s), it will be done only up to the period prior to three working days before the date of commencement of the tendering period and would be notified to the shareholders.

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 ₹ 1,239.30 (Indian Rupees One Thousand Two Hundred and Thirty Nine Lakh and Thirty Thousand Only) i.e. consideration payable for acquisition of 82,62,000 Equity Shares at an Offer Price of ₹ 15.00 per Equity Share of the Target Company.
- 6.2.2 The individual Networth of Mr. Kalapi Vinit Nagada (the Acquirer) is above ₹ 2,411.03 Lakh and the Acquirer has sufficient liquid funds to fulfill the obligations under the Offer. The same has been certified by Mr. Prashant Jain (Membership No.: 553694), Partner of M/s. VSPJ & Associates, Chartered Accountants (FRN No: 036016N), having its office at H.No.24, Lane No.1, Shri Ram Colony, Bhola Nath Nagar, Shahdara, Delhi – 110 032 vide its certificate (UDIN: 25553694BMNPUL6520) dated October 8, 2025.
- 6.2.3 The Acquirer has confirmed that he has adequate financial resources to meet the obligations under the Offer and has made firm financial arrangements for fulfilling the payment obligations under this Offer in terms of Regulation 25(1) of the Takeover Regulations and is able to implement this Offer.

- 6.2.4 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 Takeover Regulations.
- 6.2.5 In accordance with Regulation 17(1) of the Takeover Regulations, the Acquirer has opened an escrow cash account with IndusInd Bank Limited, in its branch at Andheri East (Branch Code: 0018; IFSC Code: INDB0000018), Acme Plaza, C.T.S. No. 32, Opp. Sangam Talkies, Andheri-Kurla Road, Andheri (E), Mumbai 400 059, Maharashtra, India, in name and style “KALAPI AKG EXIM OPEN OFFER ESCROW ACCOUNT” and have made a cash deposit of ₹ 350.00 Lakh in the said escrow cash account. The cash deposited in the escrow cash account is more than 25% of the total consideration payable to the equity shareholders under this Offer. Further, the Acquirer has solely authorised and empowered the Manager to the Offer to operate and to release the value of the said escrow cash account in terms of Regulation 21(1) of the Takeover Regulations.
- 6.2.6 Further, in order to ensure that the funds are managed more efficiently which are payable to the eligible shareholders whose Equity Shares are accepted in the Offer, the Acquirer has opened a special escrow account with IndusInd Bank Limited under the escrow agreement, for the purpose of Regulation 21 of the Takeover Regulations. The Manager to the Offer has been authorized by the Acquirer to operate the special escrow account, in accordance with the Takeover Regulations.
- 6.2.7 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that the firm arrangements have been put in place by the Acquirer to fulfill his obligations through verifiable means in relation to the Offer in accordance with the Takeover Regulations. The Manager to the Offer, Sun Capital Advisory Services Private Limited hereby confirms that the Acquirer is capable to implement the Offer obligations in accordance with the Takeover Regulations.
- 6.2.8 In case of any upward revision in the Offer Price or the Offer Size, the value in cash of the escrow amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulations 17(2) and 18(5) of the Takeover Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

- 7.1 The Letter of Offer along with Form of Acceptance cum Acknowledgement shall be sent to the public shareholders (except the Acquirer and the Seller) of the Target Company whose name appears in the records of the depositories as of the Identified Date. All public shareholders holding the Equity Shares whether in dematerialized form or physical form are eligible to participate in the Offer at any time during the Tendering Period.
- 7.2 All Public Equity Shareholder of the Target Company, registered or unregistered (except the Acquirer and the Seller) who own the Equity Shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in section titled “Procedure for Acceptance and Settlement”. Eligible shareholders can participate in the Offer by offering their Equity Shares in whole or in part. No indemnity is required from the unregistered equity owners.
- 7.3 The Letter of Offer will be dispatched /sent to all the Eligible Shareholders of the Target Company as of the Identified Date. While it would be ensured that the Letter of Offer is dispatched /sent by the due date to all the Eligible Shareholders as on the Identified Date, non-receipt of the Letter of Offer, if any, by any shareholder entitled to this Offer, will not invalidate the Offer in any manner whatsoever.
- 7.4 Subject to the conditions governing this Offer, as mentioned in the DLOF, 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 Equity Shares

The locked-in Equity Shares, if any, may be tendered in the Offer and transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager to the Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares.

7.6 Eligibility for accepting the Offer

The Offer is made to all the public shareholders (except the Acquirer and the Seller) whose names appeared in the register of shareholders at the close of the business hours as on Identified Date and also to those persons who own the Equity 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 As on the date of this DLOF, to the best of knowledge of the Acquirer, there is no statutory approval required by the Acquirer to complete this Offer. However, in case of any statutory approval, in case becomes applicable at a later date before the expiry of the tendering period, this Offer shall be subject to such approval(s) and the Acquirer shall make the necessary applications and/or actions for obtaining such statutory approval(s).

7.7.2 If any of the Public Shareholders of the Target Company that are not resident in India (such as NRIs, OCBs and FIIs etc.) and who wish to tender their Equity Shares of the Target Company in this Offer, such Public Shareholders shall be required to submit all the applicable approvals of the RBI that they would require to participate in the Offer and/or transfer the Equity Shares to the Acquirer. If such RBI approvals and the other relevant documents (including the approvals obtained at the time of acquiring the Equity Shares by them) are not submitted, along with the Form of Acceptance-cum-Acknowledgement, the Acquirer reserves the sole right to reject the Equity Shares tendered by them in the Offer. Further, such Public Shareholders shall be responsible to check and comply their country specific applicable laws on them before participating in the Offer.

7.7.3 Subject to the receipt of statutory and other approvals, if any, applicable in future, the Acquirer shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those equity shareholders whose Equity Share are validly tendered and are accepted for acquisition in the Offer by the Acquirer.

7.7.4 In terms of Regulation 23(1) of the Takeover Regulations, if any of the approvals becomes applicable in future, are not satisfactorily complied with or any of such statutory approvals are refused, the Acquirer shall have a right to withdraw the Offer, subject to SEBI permission. In the event of such withdrawal, if any, a public announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be filed with the SEBI, the Stock Exchange(s) and the registered office of the Target Company.

7.7.5 In terms of Regulation 18(11) of the Takeover Regulations, the Acquirer shall be responsible to pursue all statutory approvals which become applicable in future, if any, in order to complete the Offer without any default, neglect or delay. In case of any such delay in receipt of any such statutory approval, the SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for such approvals, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the shareholders as directed by the SEBI. Further, if any such delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the Takeover Regulations may also become applicable and the amount lying in the escrow cash account shall become liable for forfeiture.

7.7.6 As on date of this DLOF, no statutory approvals are required for this Offer.

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

7.7.8 The instructions and provisions contained in Form of Acceptance-cum-Acknowledgement constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 All public shareholders, registered or unregistered, holding the Equity Shares in dematerialized form are eligible to participate in this Offer at any time from Offer Opening Date till Offer Closing Date. Please refer to sub-section of this section in relation to tendering of the Equity Shares held in physical form.
- 8.2 The Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by the Stock Exchange(s) in the form of separate window (“**Acquisition Window**”) as provided under the Takeover Regulations and the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021, as amended, from time to time, and notices / guidelines issued by Stock Exchange(s) and the Clearing Corporation in relation to the mechanism / process for the acquisition of shares through the stock exchange from time to time.
- 8.3 The NSE shall be the Designated Stock Exchange for the purpose of tendering the Equity Shares in the Offer.
- 8.4 The cumulative quantity of the Equity Shares tendered shall be displayed on the website of the NSE at specific intervals during the Offer Period.
- 8.5 The Acquirer has appointed NNM Securities Private Limited, Stock Broker for the Offer (“**Buying Broker**”) through whom the purchases and settlement of the Equity Shares tendered under the Offer shall be made. The contact details of the Buying Broker are as under:

Name	NNM Securities Private Limited
Address	B 6/7, 2 nd Floor, Shri Siddhi Vinayak Plaza, Off Link Road, Opp City Mall, Andheri West Mumbai – 400053
Tel. No.	+91 022 4079 0032
E-mail ID	nikunj.a.mittal@gmail.com
Contact Person	Mr. Nikunj Mittal

- 8.6 All the eligible shareholders who desire to tender their Equity Shares under the Offer will have to intimate their respective stock brokers (“**Seller Brokers**”) within the normal trading hours of the Secondary Market, during the tendering period. The Acquisition Window will be provided by the NSE to facilitate placing of the bids. The Seller Broker can enter bids for dematerialized as well as physical Equity Shares.
- 8.7 The cumulative quantity tendered shall be displayed on the Stock Exchange website throughout the trading session at specific intervals by the Stock Exchange during the tendering period.
- 8.8 The details of settlement number for early pay-in of the Equity Shares shall be informed in the issue opening circular that will be issued by the NSE / Clearing Corporation, before the opening of the Offer.
- 8.9 Modification / cancellation of the bids / orders will not be allowed during the tendering period of the Offer.
- 8.10 The eligible shareholder(s) can tender their Equity Shares only through a broker with whom that eligible shareholder is registered as a client.
- 8.11 In the event the Seller Broker(s) are not registered with the NSE or if the shareholder does not have any stock broker then that shareholder can approach any NSE registered stock broker and can make a bid by using quick Unique Client Code (“**UCC**”) facility through that NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case any

shareholder is not able to bid using quick UCC facility through any other NSE registered stock broker, then such shareholder may approach the Buying Broker to bid by using quick UCC facility.

8.12 In case of non-receipt of the Letter of Offer and / or the Form of Acceptance-cum-Acknowledgement, a copy may be obtained by writing (on plain paper, signed by the respective shareholder, stating name and address, client ID number, Depository Participant name/ ID, beneficiary account number to the Registrar to the Offer / Manager to the Offer, clearly marking the envelope “AKG EXIM LIMITED - Open Offer”. Alternatively, such shareholder may download the Letter of Offer and / or the Form of Acceptance-cum-Acknowledgement from the websites of the NSE at <https://www.nseindia.com/> or the website of the SEBI at www.sebi.gov.in.

8.13 Modification / Cancellation of orders will not be allowed during the tendering period of the Offer.

8.14 Procedure for tendering the Equity Shares held in Dematerialized Form

- a) The Public Shareholder(s) who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in the Offer, should approach their stock broker / the Seller Broker and should indicate to them the details of the Equity Shares that they intend to tender in the Offer.
- b) The Public Shareholder(s) should tender their Equity Shares through stock-broker registered with the NSE only. In the event, the Seller Broker of any Public Shareholder is not registered with the NSE trading member / stock broker, then that Public Shareholder can approach any of NSE registered stock brokers and can register himself by using quick Unique Client Code (“UCC”) facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable law).
- c) The details of settlement number for early pay-in of the Equity Shares shall be informed in the Offer opening circular that will be issued by the Stock Exchange(s) / Clearing Corporation, before the opening of the Offer.
- d) The Public Shareholder(s) should ensure that their demat account / depository participant (“DP”) account is active.
- e) The Seller Broker(s) would be required to place a bid / order on behalf of the Public Shareholder(s) who wish to tender Equity Shares in the Offer using the Acquisition Window.
- f) Upon placing the order, the Seller Broker(s) shall provide transaction registration slip (“TRS”) generated by the Stock Exchange bidding system to the shareholder. The TRS will contain details of order submitted like Order/Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.
- g) The Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement and the TRS is not mandatorily required in case of the Equity Shares held in dematerialised form. The Public Shareholders are advised to retain the acknowledged copy of the TRS till the completion of Offer Period.
- h) Modification / cancellation of orders will not be allowed during the tendering period of the Offer.
- i) A lien shall be marked against the Equity Shares in their demat account of the shareholders who are participating in the Offers. Such Equity Shares tendered by the shareholders would be blocked / frozen in their demat account for the purpose of the Offer. Post finalization of the basis of acceptance of the Offer and on the settlement date, only accepted quantity of the Equity Shares of the shareholders in the Offer, shall be debited from their demat account and shall be transferred to Clearing Corporation. The lien marked against unaccepted Equity Shares in the Offer shall be released and would be freed / unfrozen in the shareholders demat account.
- j) The Clearing Corporation will hold the Equity Shares until the Acquirer completes its obligations under the Offer in accordance with the Takeover Regulations.

8.15 Procedure to be followed by the registered Shareholders holding Equity Shares in physical form

- a) As per the provisions of Regulation 40(1) of the LODR Regulations and the SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities not to be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by the SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender their shares in an open offer. Such tendering shall be as per the provisions of the Takeover Regulations. Accordingly, any Public Shareholder holding the Equity Shares in physical form are eligible to tender their Equity Shares in this Offer as per the Takeover Regulations.
- b) The Public Shareholder(s) who hold the Equity Shares in physical form and intend to participate in the Offer will be required to do so through their respective Seller Broker. The Public Shareholders should submit their orders through only the stock brokers who are registered with the NSE. In the event the Seller Broker of any Public Shareholder is not registered with the NSE trading member / stock broker, then such Public Shareholder can approach any NSE registered stock broker and can register himself / herself by using quick Unique Client Code ("UCC") facility through that NSE registered stock broker (after submitting all details as may be required by such NSE registered stock broker in compliance with applicable laws). The Public Shareholders holding the Equity Shares in physical form and intending to participate in the Offer should approach their Seller Broker along with the following complete set of documents to allow for verification procedure to be carried out:
- i. Original Equity Share certificate(s);
 - ii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered shareholders in the same order and as per the specimen signatures registered with the Target Company and/or Registrar to the Offer) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required (thumb impressions, signature difference, etc.) should be done by a magistrate/notary public/bank manager under their official seal;
 - iii. Self-attested PAN card copy (in case of joint holders, PAN card copies of all transferors);
 - iv. The Form of Acceptance-cum-Acknowledgement duly filled and signed (by all Public Shareholders in cases where the Equity Shares are held in joint names) in the same order in which they hold the Equity Shares;
 - v. Any other relevant documents such as power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of documents viz. valid Aadhaar Card, Voter Identity Card or Passport etc.;
 - vi. Declaration by joint holders consenting to tender the Equity Shares in the Offer, if applicable, and upon placing the order, the Seller Broker shall provide the TRS generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, etc.
- c) The Public Shareholder should ensure that the documents are delivered along with the TRS either by registered post or courier or by hand delivery to the Registrar to the Offer at the address given in this LOF within 2 (two) days of bidding by the Seller Broker. The envelope should be marked as "AKG Exim Limited - Open Offer".

- d) The Public Shareholders holding the Equity Shares in physical form should note that the Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares by the Acquirer shall be subject to verification of documents. The Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and until such time as the NSE shall display such orders as 'unconfirmed physical orders'. Once, the Registrar to the Offer confirms the orders it will be treated as 'Confirmed orders'. The bids / orders of the Public Shareholders whose original Equity Share certificate(s) and other documents along with the TRS are not received by the Registrar to the Offer two days after the Offer Closing Date, shall be liable to get rejected.
- e) In case of non-receipt of the Letter of Offer / Form of Acceptance-cum-Acknowledgement, the Public Shareholders holding the Equity Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, Equity Share certificate number, distinctive number and number of Equity Shares tendered in the Offer thereof, enclosing the original Equity Share certificates and other documents. The Public Shareholders will be required to approach their respective Seller Broker and have to ensure that their order is entered by their Seller Broker in the electronic platform to be made available by the NSE before the Offer Closing Date.
- f) The Registrar to the Offer will hold the Equity Share certificate(s) and other documents until the Acquirer complete their obligations under the Offer in accordance with the Takeover Regulations.

8.16 Procedure for Tendering the Equity Shares in case of Non-Receipt of the Letter of Offer

The persons who have acquired the 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 public shareholder may participate in the Offer by approaching their stock broker / the Seller Broker and tender the Equity Shares in the Offer as per the procedure mentioned in the Letter of Offer and/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 per members details on the Identified Date. In case of non-receipt of the Letter of Offer, such Eligible Shareholders of the Target Company may download the same from the website of SEBI at www.sebi.gov.in or website of the NSE at <https://www.nseindia.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.

8.17 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 not to participate in this Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and any other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

8.18 Acceptance of the Equity Share

The Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of the Equity Offer for which the Offer is made, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of the Equity Shares from any Public Shareholder shall not be less than the minimum marketable lot (i.e. One Equity Share, in this case).

8.19 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 as per the Takeover Regulations. The final list shall be provided to the Stock Exchange to facilitate settlement on the basis of acceptance of the Offer. The settlement of trades shall be

carried out in the manner similar to settlement of trades in the secondary market. The Seller Brokers should use the settlement number to be provided by the Clearing Corporation.

- b) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades.

8.20 Settlement of Funds / Payment Consideration

- a) Post finalization of the basis of acceptance as per the Takeover Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- b) The Acquirer will pay the consideration payable towards purchase of the Equity Shares to the Buying Broker who in turn will transfer the funds to the Clearing Corporation, on or before the pay-in date for settlement as per the secondary market mechanism.
- c) The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of the Seller Broker. For the Equity Shares accepted under the Offer, the Seller Broker / Custodian participant will receive funds pay-out in their settlement bank account. The Seller Brokers / Custodian participants would pay the consideration to their respective clients (i.e. Public Shareholder). The funds received from the Buying Broker by the Clearing Corporation will be released to the Seller Broker(s) as per secondary market pay-out mechanism.
- d) The Public Shareholder(s) who intend to participate in the Offer should consult their respective Seller Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Broker for the Equity Shares which may be accepted in the Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Seller 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) and such expenses needs to be incurred solely by the Public Shareholder.
- e) In case of delay, if any, in receipt of any statutory approval(s), the SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by the SEBI in terms of Regulation 18(11) of the Takeover Regulations.

8.21 NOTE ON TAXATION

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

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE

RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS (“DTAA”), IF ANY, WITH RESPECTIVE COUNTRIES.

IN VIEW OF THE PARTICULARISED NATURE OF INCOME TAX CONSEQUENCES, THE PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

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

- a) The basis of charge of Indian Income Tax depends upon the residential status of the person subject to income tax (“**Taxpayer**”) during a Financial Year and the taxpayer has to pay their taxes in the following year (Assessment Year). The Financial Year for Indian Residents starts from April 01 and ends on March 31. A person, who is a resident in terms of Indian Income Tax Act, 1961, as amended (“**IT Act**”), is liable to pay income-tax in India on its income, subject to certain tax exemptions, which are provided under the IT Act. A person who is treated as a non-resident for the purpose of Indian income-tax purposes is generally subject to tax in India only on such person’s India sourced income (i.e. income which accrues or arises or deemed to be accrued or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would normally depend on the “Situs” of such shares. “Situs” of the shares is generally where a company is “incorporated”.
- b) Accordingly, since the Target Company is incorporated in India, the Equity Shares of the Target Company should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such Equity Shares should be taxable in India under IT Act.
- c) A Taxpayer who is non-resident for tax purpose under Indian IT Act can avail benefits of the Double Taxation Avoidance Agreement (“**DTAA**”), between India and the respective country of which the Taxpayer is a resident for tax purpose subject to satisfying relevant conditions including:
 - i. those set out in limitation of benefits provisions present in the said DTAA (if any),
 - ii. the non-applicability of General Anti-Avoidance Rules, and
 - iii. providing and maintaining necessary information and documents as prescribed under the IT Act.
- d) As per the prevailing provisions of the Income-tax Act, 1961, income tax is levied at the applicable base rate depending on the status of the taxpayer. In addition to the basic tax rate, a surcharge and health and education cess are also levied as prescribed under the Act. The rate of surcharge varies based on the category of the taxpayer and the level of total income.
- e) Gains arising from the transfer of equity shares may be treated either as “Capital Gains” or as “Business Income” for income-tax purposes, depending upon whether such equity shares were held as a capital asset or business asset (i.e. stock-in-trade).
- f) The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of the Equity Shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE IT ACT AS APPLICABLE AS ON DATE OF THIS DRAFT LETTER OF OFFER. IN CASE OF ANY AMENDMENT MADE EFFECTIVE PRIOR TO THE DATE OF CLOSURE OF THIS OFFER, THEN THE PROVISIONS OF THE IT ACT AS

AMENDED WOULD APPLY. NOTWITHSTANDING THE DETAILS GIVEN ABOVE, ALL PAYMENTS WILL BE MADE TO THE PUBLIC SHAREHOLDERS SUBJECT TO COMPLIANCE WITH PREVAILING TAX LAWS. THE FINAL TAX LIABILITY OF THE PUBLIC SHAREHOLDER SHALL REMAIN OF SUCH PUBLIC SHAREHOLDER.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the registered office of the Manager to the Offer at Sun Capital Advisory Services Private Limited, 302, Kumar Plaza, Kalina - Kurla Road, Near Kalina Market, Santacruz (East), Mumbai, Maharashtra - 400 029, India, from 10.00 a.m. to 5.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- 9.1 A copy of certificate dated October 8, 2025 (UDIN: 25553694BMNPUL6520) of Mr. Prashant Jain (Membership No.: 553694), Partner of M/s. VSPJ & Associates, Chartered Accountants (FRN No: 036016N) by which he has certified and confirmed that the individual Networth of Mr. Kalapi Vinit Nagada (the Acquirer) is above ₹.2,411.03 Lakh and the Acquirer has sufficient liquid funds to fulfill the obligations under the Offer.
- 9.2 Annual Reports of the Target Company for the financial years ended on March 31, 2023, March 31, 2024 and March 31, 2025.
- 9.3 A copy of the SPA dated October 9, 2025.
- 9.4 A copy of the Public Announcement dated October 9, 2025.
- 9.5 A copy of the Detailed Public Statement, which was published in the newspapers on October 16, 2025.
- 9.6 A copy confirmation from the IndusInd Bank Limited w. r. t. the cash deposit of ₹. 350.00 Lakh that is kept in escrow account opened as per the Takeover Regulations and empowering the Manager to the Offer to operate it.
- 9.7 A copy of the Recommendation made by Committee of Independent Directors of the Target Company which is published in newspaper on [●].
- 9.8 A copy of the letter no. [●] received from the SEBI dated [●] containing its comments on the Draft Letter of Offer in terms of provisions of Regulation 16(4) of the Takeover Regulations.

10. DECLARATION BY THE ACQUIRER

- 10.1 I have made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.
- 10.2 I am responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in the Public Announcement, the DPS and this DLOF are true and correct on their respective date, unless stated otherwise.
- 10.3 The Manager to the Offer hereby states that the person signing this DLOF is the Acquirer who is duly authorized to sign this DLOF.

Signed By:
Sd/-

Kalapi Vinit Nagada (Acquirer)

Place: Mumbai

Date: October 27, 2025

Encl.: Form of Acceptance-Cum-Acknowledgement

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

(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

OFFER OPENS ON: [•], [•]

OFFER CLOSES ON: [•], [•]

From:

Name:

Address:

.....

.....

Status (Resident / Non-Resident):

To,

MAS SERVICES LIMITED

T-34, 2nd Floor, Okhla Industrial Area Phase II,

New Delhi – 110 020, India.

Tel. No.: +91 +91 11 2638 7281 – 83; **Fax No.:** +91 11 2638 7384;

Contact Person: Mr. N. C. Pal; **E-mail ID:** investor@masserv.com;

Website: <https://www.masserv.com/>

Dear Sir,

SUBJECT: OPEN OFFER FOR ACQUISITION OF UP TO 82,62,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL OF AKG EXIM LIMITED (“TARGET COMPANY”) AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER FROM THE ELIGIBLE SHAREHOLDERS OF TARGET COMPANY FOR CASH AT A PRICE OF RS. 15.00 (RUPEES FIFTEEN ONLY) PER EQUITY SHARE (“OFFER PRICE”), BY MR. KALAPI VINIT NAGADA (“ACQUIRER”) WITH AN INTENTION TO ACQUIRE MAJORITY OF SHAREHOLDING AND CONTROL OVER THE TARGET COMPANY.

I/We refer to the Letter of Offer dated October 27, 2025 for acquiring the Equity Shares held by me/us in the Target Company.

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

I/We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Details of Public Shareholder:

NAME (IN BLOCK LETTERS)	Holder	Name of Public Shareholder	Permanent Account No. (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole / First		
	Second		
	Third		
Contact number(s) of the first holder	Tel No. with STD Code:	Mobile No.:	
Full address of the first holder (with pin code)			
Email ID of first holder			
Incorporation Date and Place of (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL MODE

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

Resident

Non-Resident

I/We, holding physical Equity Shares, accept this Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below along with enclosures as mentioned herein:

Sr. No.	Registered Folio No.	Share Certificate No.	Distinctive No.		No. of Equity Shares
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				Total	

Enclosures (whichever is applicable)

Duly attested power of attorney, if any person apart from the public shareholder, has signed the Form of Acceptance-cum-Acknowledgement or the Equity Share transfer deed(s)

Original Equity Share certificate(s)

Valid Equity Share transfer deed(s)

Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories

Duly attested death certificate and succession certificate / probate / letter of administration (in case of single shareholder), in case the original shareholder has expired

Self-attested copy of PAN card of all the transferor(s)

Other relevant documents (please specify)

For all Eligible Public Shareholders

- I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.
- I / We have obtained all necessary consents, as applicable, to tender the Equity Shares on the foregoing basis.
- I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/ our right to tender the Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.
- I/We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance. I /We undertake to return to the Acquirer any Offer consideration that may be wrongfully received by me/us.
- I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer are enclosed herewith.
- I / We confirm that I / We are not members of the Promoter or Promoter Group.
- I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Offer Shares in this Offer.
- I / We confirm that I / we are in compliance with the terms of the Offer set out in the Public Announcement, the DPS and the Letter of Offer.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to effectuate this Offer in accordance with the Takeover Regulations.
- I / We are / am not debarred from dealing in shares or securities by the SEBI or any other regulatory authority.
- I / We confirm that there are no taxes or other claims pending against me / us which may affect the legality of the transfer of the Equity Shares under the Income Tax Act, including but not limited to section 281 of the Income Tax Act.

12. I / We note and understand that the Equity Shares would be kept in the pool account of my / our Seller Broker and the lien will be marked by Clearing Corporation until the settlement date whereby the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
13. I / We confirm that in the event of any Income Tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, or as a result of Income Tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Equity Shares or any other payments, I / we will indemnify the Acquirer for such Income Tax demand (including interest, penalty, etc.) and provide the Acquirer all information / documents that may be necessary and co- operate in any proceedings before any Income Tax / appellate authority.
14. I / We authorise the Acquirer to accept the Equity Shares so offered or such lesser number of Offer Shares which the Acquirer may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Open Offer is not found valid / not accepted without specifying the reasons thereof.
15. I / We authorise the Acquirer to take the bank account details for the purpose of payment of consideration from the record of the depositories.

FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our status as a shareholder is (√ whichever is applicable)

Individual	Foreign Company	FPI – Corporate	FPI - Others	FVCI
Foreign Trust	Private Equity Fund	Pension/ Provident Fund	Sovereign Wealth Fund	Partnership / Proprietorship Firm
Financial Institution	NRIs/PIOs-repatriable	NRIs/ PIOs - non repatriable	OCB	QFI
Insurance Company	Indian Company	Indian Trust	Others - please Specify	

- a) I/We, confirm that my/ our investment status is (please provide supporting documents and √ whichever is applicable)
- FDI Route
 - PIS Route
 - Any other - please specify
- b) In case of non-resident public shareholders, I/We, confirm that the Equity Shares tendered by me / us are held on (√ whichever is applicable)
- Repatriable basis
 - Non - repatriable basis
- c) I/We, confirm that (√ whichever is applicable)
- No RBI or other regulatory approval was required by me for holding the Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI.
 - Copies of all approvals required by me for holding the Equity Shares that have been tendered in this Offer are enclosed herewith.
 - Copy of RBI Registration letter taking on record the allotment of the Equity Shares to me/us is enclosed herewith.
- d) I/We, confirm that (√ whichever is applicable)
- No RBI or other regulatory approval is required by me/us for tendering the Equity Shares in this Offer.
 - Copies of all approvals required by me/us for tendering the Equity Shares in this Offer are enclosed herewith.
- e) Additional confirmations and enclosures for all public shareholders, as applicable, I/We, have enclosed the following documents (√ whichever is applicable):
- Self-attested copy of PAN card.
 - Self-declaration form in Form 15 G / Form 15 H, in duplicate copy.
 - Certificate from Income Tax authorities for deduction of tax at lower or nil rate.
 - For Banks, LIC, Unit Trust of India and other specified entities covered under Section 194A (3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification.

- 'Valid Tax Residency Certificate' issued by the Income Tax authority of a foreign country of which he / it claims to be a tax resident, in case the public shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the public shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- SEBI registration certificate issued to Category I or Category II or other category Alternative Investment Fund, if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

Yours faithfully

Signed & delivered	Full Name	PAN	Signature
Sole / First Holder			
Second Holder			
Third Holder			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place:

Date:

-----TEAR HERE-----

<p>Acknowledgement Receipt – AKG Exim Limited - Open Offer</p> <p>Received from Mr./Ms./M/s.....</p> <p>Form of Acceptance-cum-Acknowledgement for AKG Exim Limited - Open Offer as per details below:</p> <p>Copy of delivery instruction to depository participant for Equity Shares of</p> <p>Client ID: DP ID:</p> <p>Date of Receipt:</p> <p>Place of Receipt:</p>
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