



2.2.9 The consolidated financial information of GIS as represented above includes one of its subsidiaries, namely, Gulf Baader Capital Markets (S.A.O.C.) ("GBCM"). As on December 31, 2019, GIS owned 99.99% of the capital of GBCM. However, GIS in compliance with the disclosure requirements for publicly listed companies on the Muscat Securities Market has disclosed that it has signed a sale and purchase agreement on March 19, 2020 with Uthar Capital S.A.O.C. for the sale of its 100% holding in GBCM. The transaction has been completed in accordance with the prevailing guidelines of the Muscat Securities Market.

2.3 The Two Independent Co-Acquirers, i.e., Baader Bank and GIS, are not related to each other and are not acting in concert in this Open Offer. The Two Independent Co-Acquirers have agreed to come together to make this 'joint' public announcement for the sole purpose of complying with SEBI's order dated March 2, 2016, in an efficient and a timely manner. In this regard, the Two Independent Co-Acquirers have received the approval from Securities and Exchange Board of India for making a joint open offer vide email dated June 16, 2020, addressed to the Manager to the Offer.

2.4 In the past, the Acquirers, i.e., Baader Bank and GIS, had inadvertently delayed or omitted to comply with certain disclosure requirements to be made under the Takeover Regulations, 1997 and the SEBI (Prohibition of Insider Trading) Regulations, 1992 ("PIT Regulations"), which pertained to the acquisition of the equity shares of the Target Company during the period of 2006 – 2009. The Acquirers, individually, suo moto proposed settlement of the said violations through a consent order vide letters dated April 16, 2009. Subsequently, Baader Bank remitted Rs. 16,50,000 (rupees sixteen lakh fifty thousand); and GIS remitted Rs. 9,25,000 (rupees nine lakh twenty five thousand), aggregating Rs. 25,75,000 (rupees twenty five lakhs seventy five thousand only) on April 3, 2010 to SEBI and vide a common consent order of SEBI dated April 15, 2010, the non compliances as mentioned above under the Takeover Regulations, 1997 and the PIT Regulations were settled.

3 **Information about Parsoli Corporation Limited ("Target Company")**

3.1 The Target Company was incorporated as a private limited company on November 21, 1990 in the name of 'Parsoli Investments and Trading Company Private Limited' under the provisions of the Companies Act, 1956. The name of the Target Company was changed to 'Parsoli Capital and Finance Private Limited' and a fresh certificate of incorporation dated September 22, 1994 was issued by the Registrar of Companies, Maharashtra. The Target Company was converted to a public company and the name of the Target Company was changed to 'Parsoli Capital and Finance Limited' and a fresh certificate of incorporation dated October 5, 1994 was issued by the Registrar of Companies, Maharashtra. Subsequently, the name of the Target Company was again changed to Parsoli Corporation Limited and a fresh certificate of incorporation dated September 28, 1999 was issued by the Registrar of Companies, Maharashtra. The name of the Target Company has not undergone any change in the last three years. The CIN of the Target Company is L65990MH1990PLC059074. The registered office of the Target Company is presently situated at Shop no. 23, 1st Floor, Crystal Shoppers Paradise, JN. of 24th Road, Plot No. 489, Bandra (West), Mumbai – 400 050, Maharashtra. The corporate office of the Target Company is presently situated at B Wing, 4th Floor, Shalimar Complex, Mahalaxmi Five Roads, Paldi, Ahmedabad-380 007, Gujarat.

3.2 As per the information shared by the Target Company, presently it is engaged in providing the following services:

a) Corporate finance (fund raising, deal structure and execution);

b) Restructuring (lender and client negotiation, financial restructuring-refinancing); and

c) Risk advisory and management consulting services.

3.3 The Target Company is a Non-Deposit taking, Non-Systemically Important, Non-banking Financial Company, registered with the Reserve Bank of India ("RBI") having registration number B-13.01032 dated October 16, 2000.

3.4 The authorised share capital of the Target Company is Rs. 50,00,00,000 (rupees fifty crores only), divided into 5,00,00,000 equity shares of face value of Rs. 10 each. The total paid-up equity share capital of the Target Company is Rs. 28,02,71,270 (rupees twenty eight crores two lakhs seventy one thousand two hundred seventy only) divided into 2,80,27,127 equity shares of Rs. 10 each. There are no partly paid-up equity shares in the Target Company.

3.5 Out of the said 2,80,27,127 fully paid up equity shares of the Target Company, 11,02,227 equity shares were issued and allotted on November 2, 2009, pursuant to conversion of fully convertible debentures (which were issued by the Target Company on April 20, 2007). In respect of the said 11,02,227 equity shares, BSE has vide its letter no DCS/PREF/AJ/PRE/2950/2018-19 dated June 19, 2018 granted its in-principle approval of listing. The said in-principle approval of listing stated that the final trading approval will be provided to the Target Company upon fulfillment of conditions laid out by BSE therein. Subsequently, the Target Company made its submission with responses to the conditions vide its letter dated June 21, 2018. However, as informed to us by the Target Company, it has not received any further communication from BSE in this regard and the Target Company is yet to receive the final listing and trading approval from BSE for the said 11,02,227 equity shares.

3.6 The Board of Directors of the Target Company, as on date are:

| Name of Director                | Designation          |
|---------------------------------|----------------------|
| Nazima Irshad-Ali Saiyed        | Director             |
| Mohammed Habib Zafar Sareshwala | Managing Director    |
| Umar Uves Sareshwala            | Director             |
| Rama Singh                      | Independent Director |
| Amber Zaidi                     | Independent Director |

(Source: Based on the information received from the Target Company)

3.7 The equity shares of the Target Company are listed on BSE (security code: 530071). However, the equity shares of the Target Company have been suspended from trading w.e.f. July 19, 2010. The reason for suspension of the equity shares of the Target Company was 'non-compliance with the provisions of the listing agreement', which, as communicated to us by the Target Company have since been complied with by them. Subsequently, the Target Company has applied to BSE vide its letter dated March 22, 2019 to revoke the said suspension of its equity shares. The Target Company has informed us that it is in compliance with the listing requirements of BSE and the SEBI LODR Regulations. Additionally, as communicated to us by the Target Company, BSE has allowed the Target Company to pay dues in respect of the listing fees through installments to BSE. The Target Company has last paid an installment of Rs. 2 Lakhs to BSE on January 6, 2020. However, the subsequent installment of the listing fees (due on March 31, 2020) is outstanding to be paid to BSE by the Target Company due to the lockdown situation pursuant to the COVID-19 pandemic.

(Note: The Manager to the Offer, on behalf of the Acquirers had sought various information / documents that are required to be disclosed in the PA, from the Target Company vide its e-mail dated April 29, 2020. The information about the Target Company contained in para 3.1 to 3.7 above has been sourced from such information as provided by the Target Company.)

3.8 Brief audited financial information of the Target Company for the financial years 2020, 2019 and 2018 are as under:

| Particulars                 | Financial year ended March 31, 2020 (*) | Financial year ended March 31, 2019 | Financial year ended March 31, 2018 |
|-----------------------------|-----------------------------------------|-------------------------------------|-------------------------------------|
| (Rs. In Lakhs)              |                                         |                                     |                                     |
| Total income <sup>(*)</sup> | 1.07                                    | 2.00                                | 6.78                                |
| Total expenditure           | 142.76                                  | 107.98                              | 21.21                               |
| Loss after tax              | (141.69)                                | (105.98)                            | (14.43)                             |

(\*) Income earned by the Target Company herein is from other income.

| Particulars                                          | Financial year ended March 31, 2020 (*) | Financial year ended March 31, 2019 | Financial year ended March 31, 2018 |
|------------------------------------------------------|-----------------------------------------|-------------------------------------|-------------------------------------|
| (Rs. In Lakhs)                                       |                                         |                                     |                                     |
| <b>Sources of Funds</b>                              |                                         |                                     |                                     |
| Issued, subscribed & paid up equity share capital    | 2,802.71                                | 2,802.71                            | 2,802.71                            |
| Reserves and Surplus (excluding revaluation reserve) | (3,610.66)                              | (3,468.97)                          | (3,362.99)                          |
| Net worth                                            | (807.95)                                | (666.26)                            | (560.28)                            |
| Miscellaneous expenditure not written off            | -                                       | -                                   | -                                   |

| Particulars                    | Financial year ended March 31, 2020 (*) | Financial year ended March 31, 2019 | Financial year ended March 31, 2018 |
|--------------------------------|-----------------------------------------|-------------------------------------|-------------------------------------|
| Dividend (%)                   | -                                       | -                                   | -                                   |
| Earnings per share (EPS) (Rs.) | (0.51)                                  | (0.38)                              | (0.05)                              |
| Return on net worth (%)        | (17.54)                                 | (15.90)                             | (2.58)                              |
| Book value per share (Rs.)     | (2.88)                                  | (2.38)                              | (2.00)                              |

(\*) The audited financials for the year ended March 31, 2020 has been approved by the board of directors of the Target Company at a meeting of the board of directors held on July 31, 2020. The said audited financials are yet to be approved by the shareholders of the Target Company.

**Notes:**

1. Source - The financial information as provided above for the financial years ended March 31, 2019 and 2018 to the extent disclosed has been extracted from the annual report for the respective years as provided by the Target Company. The financial information for the financial year ended March 31, 2020 to the extent disclosed have been extracted from the audited financial results as approved by the board of directors of the Target Company and as disclosed on the website of BSE.

2. Net worth = Paid-up equity share capital plus reserves & surplus.

3. Return on net worth = Profit / (loss) after tax / Net worth

4. Book value per share = Net worth (as calculated in 2 above) / Weighted average number of equity shares outstanding during the respective year

5. The statutory auditor's report on the quarterly and year to date results for the quarter/ year ended March 31, 2020 pursuant to regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 gives a qualified opinion on the financial statements for the mentioned period. The qualification is reproduced herein below:

"In view of losses incurred during the current year as well as accumulated losses of the earlier years, the continuation of the company as a going concern is dependent on further infusion of funds in the company and lifting of the SEBI restrictions."

6. The statutory auditor's report on the financial statements for the financial year ended March 31, 2019 draws attention to certain matters with regard to the Target Company. The same has been reproduced herein below:

(i) SEBI has restrained the company, its whole time directors and its associates/ group companies from accessing the security market and also prohibited them from buying, selling or dealing in securities in any manner till further order.

(ii) Various balances aggregating Rs. 4.53 crores credit and Rs. 4.53 crores debit have been written off/ back to profit and loss statement under the head surplus/ balance written off/ (net).

In view of losses incurred during the current year as well as accumulated losses of the earlier years, the continuation of the company as a going concern is dependent on further infusion of funds in the company and lifting of the SEBI restrictions."

With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, the auditor has made the following observation:

"Unpaid dividend of Rs. 1,50,000 has not been transferred to the Investor Education and Protection Fund by the Company."

In addition to the above, please find below certain observations made by the statutory auditor in the audit report for the financial year ended March 31, 2019 reproduced herein below:

(i) In our opinion, the Company is not maintaining a proper record of inventory. The inventory records are combined for its own shares and shares of its clients. Hence, it is not possible to ascertain the discrepancies, if any, between the physical stock and the book records.

(ii) To the best of our knowledge and according to the information and explanations given to us, the Company has not been generally regular in depositing the undisputed statutory dues consisting of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess with the appropriate authorities. There are no dues in respect of income tax, sales tax, wealth tax, customs duty, excise duty, value added tax or cess which have not been deposited by the Company with the appropriate authorities on account of any dispute. However, the company has written back

old payables of income tax deducted at source of appr. Rs. 66 lakhs and old PF and ESI dues of appr. Rs. 2.44 lakhs to profit and loss during the year."

(Source: Annual report for FY 2018-19 as provided by the Target Company)

7. The statutory auditor's report on the financial statements for the financial year ended March 31, 2018 draws attention to certain matters with regard to the Target Company. The same has been reproduced herein below:

(i) We are unable to express our opinion on the realisability of loans and advances to the extent of Rs. 202 lakhs and the consequential impact that this would have on the balance sheet as at 31st March, 2017 and profit and loss statement for the year ended on that date.

(ii) Trade receivables, loans and advances are subject to reconciliation and consequential adjustments if any as referred to in note no. 24(14)

(iii) SEBI has restrained the Company, its whole time directors and its associates/ group companies from accessing the security market and also prohibited them from buying, selling or dealing in securities in any manner till further order.

(iv) No provision has been made for doubtful trade receivables and loans and advances aggregating Rs. 2,95,53,595. Consequently, the loss for the year ended March 31, 2017 has been understated by Rs. 2,92,03,595.

In view of losses incurred during the current year as well as accumulated losses of the earlier years, the continuation of the Company as a going concern is dependent on further infusion of funds in the Company and lifting of the SEBI restrictions."

With respect to the other matters to be included in the auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, the auditor has made the following observation:

"Unpaid dividend of Rs. 1,50,000 has not been transferred to the Investor Education and Protection Fund by the Company."

In addition to the above, please find below certain observations made by the statutory auditor in the audit report for the financial year ended March 31, 2018 reproduced herein below:

(i) In our opinion, the Company is not maintaining a proper record of inventory. The inventory records are combined for its own shares and shares of its clients. Hence, it is not possible to ascertain the discrepancies, if any, between the physical stock and the book records.

(ii) To the best of our knowledge and according to the information and explanations given to us, the Company has not been generally regular in depositing the undisputed statutory dues consisting of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess with the appropriate authorities. There are no dues in respect of income tax, sales tax, wealth tax, customs duty, excise duty, value added tax or cess which have not been deposited by the Company with the appropriate authorities on account of any dispute except income tax deducted at source of appr. Rs. 66 lakhs which has not been paid for the preceding ten years and PF and ESI dues of Rs. 2.44 lakhs."

(Source: Annual report for FY 2017-18 as provided by the Target Company)

4 **Reasons for the acquisition and the Open Offer**

4.1 This Open Offer is a mandatory offer in terms of and in compliance with Regulation 10 of the Takeover Regulations, 1997 read together with the SEBI Order, consequent to the preferential allotment made on April 20, 2006 to Baader Bank by the Target Company taken together with the preferential allotment made on July 24, 2006 to the Acquirers by the Target Company. The acquisition of equity shares by the Acquirers pursuant to the above said preferential allotments resulted in their individual shareholding exceeding the limit of 15% and hence it was a substantial acquisition of shares and voting rights, without a change in control or management of the Target Company. The said transactions done on July 24, 2006 triggered the obligation of the Acquirers to make a public announcement in terms of and in compliance with the Takeover Regulations, 1997. Pursuant to the SEBI Order and in order to comply with the same, the Acquirers are making this PA to acquire the equity shares from the Public Shareholders of the Target Company in terms of the Offer Size. Further, the transaction which triggered the Open Offer obligations was done when the Takeover Regulations, 1997 (since repealed) were in force. This Offer has been made with the object of complying with the SEBI Order and SAT Order as described in paras 1.10 (i) and (iii) above. In accordance with Regulation 35(2)(b) of the Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, any obligation or liability acquired, accrued or incurred under the repealed Takeover Regulations, 1997 shall remain unaffected as if the repealed Takeover Regulations, 1997 have never been repealed. Accordingly this Open Offer is being undertaken and completed in accordance with the now repealed Takeover Regulations, 1997 as if the same have never been repealed.

4.2 Presently, the Acquirers do not have control of the Target Company and further pursuant to this Open Offer will not acquire control of the Target Company. Therefore, the Acquirers are not in a position to and cannot alienate any asset of the Target Company in any manner.

4.3 Since the Acquirers do not have control of the Target Company and further pursuant to this Open Offer will not acquire control of the Target Company, neither can the Acquirers modify the present structure of the business nor can they reorganize the same in any manner.

5 **Statutory approvals / other approvals required for this Open Offer**

5.1 Except the prior approval from the Reserve Bank of India ("RBI") for acquiring equity shares in this Open Offer in accordance with Master Direction No. DNBR.PD.007/03.10.119/2016-17 dated September 1, 2016 and as amended from time to time, as of the date of this PA, to the best of the knowledge of the Acquirers, there are no other regulatory or statutory approvals required by the Acquirers for this Open Offer. If any other statutory approval(s) becomes applicable prior to the completion of the Open Offer, this Open Offer would also be subject to such other statutory approval(s) being received. Further, the Acquirers will not dispatch the Letter of Offer for this Open Offer to the Public Shareholders of the Target Company until such time the Acquirers have received the prior approval from RBI. Further, in terms of Regulation 27 of the Takeover Regulations, 1997, the Acquirers will have the right to not proceed with the Open Offer, in the event the required statutory approvals (including from RBI) are not received by them.

5.2 Except the prior approval from RBI for this Open Offer as explained in para 5.1 above, the Acquirers do not require any other approval from financial institutions or banks for this Open Offer.

5.3 In case of delay in receipt of any statutory approval(s) as mentioned in para 5.1 above, SEBI has the power to grant an extension of time to the Acquirers for payment of consideration to the Public Shareholders of the Target Company, subject to the Acquirers agreeing to pay interest, if any, for the delayed period if directed by SEBI in terms of Regulation 22(12) of the Takeover Regulations, 1997.

5.4 The acquisition of the equity shares tendered by Non-Resident Indian ("NRI"), foreign portfolio investor ("FPI") and Overseas Corporate Bodies ("OCB") are subject to approval/exemption, if applicable, from the RBI. NRI and OCB holders of equity shares, if any, must obtain all requisite approvals required to tender the equity shares held by them pursuant to this Open Offer (including without limitation, the approval from the RBI and/or any such statutory body(s)) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if the holders of the equity shares who are not persons resident in India (including NRIs, OCBs, FPI) had required any approvals (including from the RBI and/or any such statutory body(s)) in respect of the equity shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the equity shares, to tender the equity shares held by them pursuant to this Open Offer, along with the other documents required to be tendered, to accept this Open Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such equity shares tendered in this Open Offer.

6 **Option to the Acquirers in terms of Regulation 21(2) of Takeover Regulations, 1997**

The Acquirers form part of the 'public' category shareholders of the Target Company and, pursuant to this Open Offer the Acquirers are not seeking a reclassification from public category to promoter category shareholders. Hence, equity shares of the Target Company acquired by the Acquirers from the Public Shareholders, pursuant to this Open Offer, shall continue to be classified under the 'public' shareholding category of the Target Company. Accordingly, the restriction pertaining to the shareholding of the Acquirers going beyond the maximum permissible 'non-public' shareholding under the Securities Contracts (Regulations) Rules, 1957, as amended, is not applicable in this case.

7 **Financial Arrangements**

7.1 The Acquirers have made firm financial arrangements for financing the acquisition of the equity shares under this Open Offer, in terms of Regulation 16(xiv) of the Takeover Regulations, 1997.

7.2 The total funding requirement to make payment of consideration of the Offer Price and the Interest Component for the acquisition of the equity shares tendered in the Open Offer is upto Rs. 28,10,01,468 (rupees twenty eight crores ten lakhs one thousand four hundred and sixty eight only) assuming full acceptance and assuming that the date of the payment of consideration is November 30, 2020 and the Interest Component is paid on all the equity shares proposed to be acquired under this Open Offer (i.e., being upto 45,96,785 equity shares) ("Maximum Consideration").

7.3 The Acquirers, the Manager to the Offer and Kotak Mahindra Bank Limited, a banking company incorporated under Companies Act, 1956, licensed under the Banking Regulation Act, 1949, having its registered office at 2nd Floor, 27 BKC, Plot No. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 and acting through its branch office at Nariman Point, Mumbai, have entered into an Escrow Agreement on August 10, 2020, for the purpose of the Open Offer ("Escrow Agreement"). Pursuant to the Escrow Agreement and in compliance with Regulation 28 of the Takeover Regulations, 1997, the Acquirers have opened an Escrow Account in the name and style of "Escrow Account Parsoli Corporation Open Offer" bearing Account number 3014171834 ("Escrow Account"). The Acquirers have jointly deposited Rs. 7,02,55,000 (rupees seven crores two lakhs fifty five thousand only) in cash in the Escrow Account, as certified by Kotak Mahindra Bank Limited vide letter dated August 25, 2020, which is atleast 25% of the value of Maximum Consideration payable under the Open Offer. The Manager to the Offer is duly authorized by the Acquirers to realize the value of the Escrow Account and operate the Escrow Account in terms of the Takeover Regulations, 1997.

7.4 The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the equity shares under this Open Offer. Mr. Rakesh Agarwal, (Membership no. 170685), Partner, K C P L and Associates LLP, Chartered Accountants, having its registered office at 77, Ground Floor, Virwani Ind. Estate, off Western Express Highway, Goregaon (East), Mumbai – 400063 vide two certificates dated June 19, 2020, certified that the respective Acquirers have adequate financial resources and have made firm financial arrangements to meet the fund requirements for the acquisition of the equity shares of the Target Company under this Open Offer.

7.5 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill the obligations through verifiable means in relation to this Open Offer in accordance with the Takeover Regulations, 1997.

8 **Other Terms of the Offer**

8.1 This is not a conditional offer and is not subject to any minimum level of acceptance from the Public Shareholders.

8.2 The Letter of Offer, specifying the detailed terms and conditions, together with the form of acceptance-cum-acknowledgement ("Form of Acceptance") and form of withdrawal ("Form of Withdrawal"), will be mailed or electronically dispatched to all the Public Shareholders of the Target Company whose names appear on the register of members of the Target Company, as at the close of business hours on September 25, 2020 ("Specified Date"). Pursuant to the relaxations provided by SEBI circular bearing reference number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 read with SEBI circular bearing reference number SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020 the Acquirers may opt for any electronic dispatch of the Letter of Offer. In which case, the Acquirers shall publish an announcement in the same newspaper in which the Public Announcement was published, informing the public shareholders of electronic dispatch of the Letter of Offer.

8.3 All owners of fully paid equity shares, registered or unregistered, of the Target Company (except (i) the Acquirers, (ii) persons deemed to be acting in concert with the Acquirers, (iii) the promoters of the Target Company and (iv) the associates and family members of the promoters of the Target Company) are eligible to participate in the Open Offer during the Tendering Period.

8.4 Accidental omission to dispatch of Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

8.5 Public Shareholders of the Target Company who wish to tender their equity shares in the Open Offer shall send / deliver the Form of Acceptance along with all the relevant documents to any of the collection centers of the Registrar to the Offer as mentioned below, in accordance with the procedure as set out in the Letter of Offer:

| Sr. No. | Collection Center | Address of the Collection Center                                                                                                                                                                     | Contact person   | E-mail id                          | Phone no.          | Mode of delivery                        |
|---------|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------------------------|--------------------|-----------------------------------------|
| 1       | Mumbai            | Link Intime India Pvt Limited, C-101, 247 park, 1st floor, L.B.S. Marg, Vikhroli west, Mumbai – 400083                                                                                               | Sumeet Deshpande | parsoli.openoffer@linkintime.co.in | 022-49186200       | Hand Delivery/ Courier/ Registered Post |
| 2       | New Delhi         | Link Intime India Pvt Limited, Noble Heights, 1st Floor, Plot NH2, C-1 Block LSC, Near Savitri Market, Janakpuri - New Delhi -110058                                                                 | Swapn / Bharat   | parsoli.openoffer@linkintime.co.in | 011-1410592 /93/94 | Hand Delivery                           |
| 3       | Ahmedabad         | Link Intime India Pvt Limited, 5th Floor, 506-508, Amamath Business centre -1 (ABC -1) Beside Gala Business Centre, Near ST. Xavier's College Corner, Off C G Road, Ellis bridge, Ahmedabad - 380006 | Chandra-sekher   | parsoli.openoffer@linkintime.co.in | 079-2646 5179      | Hand Delivery                           |

Note: For hand delivery, the collection centres timings will be all working days, anytime from Monday to Friday, between 10am to 1pm and 2pm to 5pm, except Saturdays, Sundays and public holidays.

8.6 **Tendering of equity shares:**

As per the applicable provisions of Foreign Exchange Management (Non-Debt Instrument) Regulations, 2019 alongwith the rules made thereunder ("FEMA Regulations, 2019") a person resident outside India is permitted to purchase the equity shares of a listed Indian company on the stock exchange if such person has already acquire control of such Indian listed company in accordance with the SEBI Takeover Regulations, 2011 / 1997. The Acquirers do not have control over the Target Company nor are they acquiring control pursuant to this Open Offer. Accordingly, the Acquirers (being persons resident outside India) are not permitted to purchase the equity shares of the Target Company on the stock exchange under the mechanism for acquisition of equity shares specified vide SEBI circular bearing reference number CIR/CFD/POLICYCELL/2015 dated April 13, 2015 ("SEBI Circular, 2015") and SEBI circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016. Thus, in accordance with clause 3(c) of the SEBI Circular, 2015, the Acquirers will follow the tender offer method in this Open Offer. For the same, the Registrar to the Offer has opened a Special Depository Account (defined below) with National Securities Depository Limited ("NSDL").

8.6.1 **For shareholders holding dematerialized equity shares:**

(i) Public Shareholders holding the fully paid up equity shares of the Target Company in dematerialized form who wish to tender their equity shares in this Open Offer will be required to send the documents as specified in the Letter of Offer alongwith their Form of Acceptance and the photocopy or counterfoil of the delivery instructions in 'Off-market' mode, duly acknowledged by the Depository Participant ("DP"), in favour of the Special Depository Account (defined below) to the collection centers of Link Intime India Private Limited acting as the Registrar to the Offer ("Registrar to the Offer"), to the addresses as mentioned in para 8.5 above, either by hand delivery on weekdays or by registered post, so as to reach them on or before the closing of the Tendering Period, i.e. being, November 3, 2020, in accordance with the instructions to be specified in the Letter of Offer and in the Form of Acceptance.

(ii) The Registrar to the Offer has opened a special depository account for the Open Offer with NSDL as Depository, Ventura Securities Limited as Depository Participant called, "ESCROW DEMAT ACCOUNT LIPL PARSOLI CORPORATION OPEN OFFER" ("Special Depository Account"). The DPID is IN303116 and Client ID is 13099052. For payment of consideration to the dematerialized shareholders whose shares are accepted in this Open Offer, the bank account particulars as obtained from the Depository for such shareholders will be considered for payment and the payment instrument will be issued with such bank account particulars. Public Shareholders of the Target Company having their beneficiary account in Central Depository Services Limited ("CDSL") shall use the inter-depository delivery instruction slip for the purpose of crediting their equity shares in favor of the Special Depository Account with NSDL.

(iii) In case of non-receipt of the required documents, but receipt of the equity shares in the Special Depository Account, the Acquirers may deem the Offer to have been accepted by the Public Shareholder.

(iv) Dematerialized equity shares tendered pursuant to the Form of Acceptance but not credited to the Special Depository Account on or before the closing of the Tendering Period, i.e., November 3, 2020 are liable to be rejected. Public Shareholders are therefore requested to tender the delivery instructions at least two (2) working days prior to the date of the closing of the Tendering Period.

(v) For payment of consideration to the dematerialized shareholders whose shares are accepted in this Open Offer, the bank account particulars as obtained from the Depository for such shareholders will be considered for payment and the payment instrument / instructions will be issued with such bank account particulars.

8.6.2 **For shareholders holding physical equity shares:**

Public Shareholders who hold equity shares of the Target Company in physical form and wish to tender their equity shares in the Open Offer will be required to follow the procedure given below:

(i) As per the provisions of Regulation 40(1) of the SEBI LODR Regulations and SEBI Press release 49/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, as per circular bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, it has been clarified by SEBI that, the equity shares held by the Public Shareholders in physical form can be tendered in open offers. Thus, the equity shares held by the Public Shareholders in physical form that are validly tendered in the Open Offer will be accepted in accordance with the instructions as specified in the Letter of Offer and in the Form of Acceptance.

(ii) Public Shareholders holding the fully paid up equity shares of the Target Company in physical form who wish to tender their equity shares in this Open Offer will be required to send their Form of Acceptance, alongwith the following documents:

(a) Original Share Certificate(s).

(b) Valid Share Transfer Deed(s) duly signed as transfers (by all Public Shareholders in the same order in which equity shares are held in case the equity shares are in joint names) as per the specimen signature(s) and duly witnessed at the appropriate place. The Share Transfer Deed should be left blank, except the signature portion and witness portion as mentioned above. Attestation, where required (thumb impression, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorised to use the seal of his office of a member of a recognised stock exchange under their seal of office and membership number or manager of the transferor's bank.

(c) In case the equity shares stand in the name of a sole shareholder, who is deceased, then the Form of Acceptance must be signed by the legal representative(s) of the deceased and submitted along with a certified or attested true copy of the probate /letter of administration/ succession certificate, while accepting this Offer.

(d) In case of a registered shareholder, in case we do not receive the aforesaid documents, but receive the share certificates alongwith the duly completed transfer deed, the same shall be deemed to be acceptance of the Offer. Notwithstanding that the signature(s) of the transferor(s) has /have been attested as aforesaid, if the signature(s) of the transferor(s) differs from the specimen signature(s) or are not in the same order, such equity shares are liable to be rejected under this Offer even if the Offer has been accepted by a bona fide owner of such equity shares

(e) Duly attested power of attorney, if any person other than the shareholder has signed the Form of Acceptance and Share Transfer Deed(s).

(f) In case of companies, the necessary corporate authorisations including the following:

- Board resolution authorising such acceptance /power to sell the Shares.
- Board resolution authorising execution of transfer documents.
- Signature(s) of the Authorised Signatories duly attested.

8.7 Unregistered owners or Public Shareholders who have not received the Letter of Offer and would like to tender their shares in the Open Offer, may (i) download the Letter of Offer from the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) or the Manager to the Offer ([www.plindia.com](http://www.plindia.com)), or the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)) or BSE ([www.bseindia.com](http://www.bseindia.com)) or the Target Company ([www.parsoli.com](http://www.parsoli.com)), (ii) obtain a copy of the same by writing to the Registrar to the Offer and/or the Manager to the Offer, (iii) make an application to the Registrar to the Offer, on a plain paper stating the Name & Address of the First Holder, Name(s) & Address(es) of Joint Holder(s) if any, Number of Shares held, Number of Shares offered, DP Name, DP ID, Beneficiary Account Number and send the same alongwith the original share certificate(s) and share transfer deed(s) / a photocopy of the delivery instruction in 'Off-market' mode or counterfoil of the delivery instruction in 'Off-market' mode, duly acknowledged by the DP, in favour of the Special Depository Account (as applicable), so as to reach the Registrar to the Offer on or before the closing of the Open Offer, i.e., November 3, 2020. Further, no indemnity is required from the unregistered owners.

8.8 Public Shareholders who have sent their share certificates for dematerialization should provide the following documents alongwith the duly filled in Form of Acceptance:

(i) A copy of the dematerialization request form duly acknowledged by the Shareholder's depository participant.

(ii) Such Public Shareholders need to ensure that the process of getting their equity shares dematerialized is completed in time for the credit in the Special Depository Account, to be received on or before 5:00 pm on the Offer Closing Date, or else their application will be rejected. Alternatively, if the equity shares sent for dematerialization are yet to be processed by the shareholder's DP, the shareholder can withdraw its dematerialization request and tender the Share certificate(s) in this Offer as per the mentioned procedure.

8.9 Applications in respect of equity shares that are subject to any charge, lien or encumbrance are liable to be rejected in this Offer. Applications in respect of equity shares of the Target Company that are subject matter of litigation wherein the shareholders of the Target Company may be prohibited from transferring the equity shares during the pendency of the said litigation are liable to be rejected if the directions/ orders regarding these equity shares are not received together with the equity shares tendered under the Open Offer.

8.10 The Registrar to the Offer will hold in trust the share certificates, Share Transfer Deed(s), equity shares held in credit of the Special Depository Account and the Form of Acceptance, if any, on behalf of the Public Shareholders of the Target Company who have accepted the offer, until the cheques/drafts are dispatched or payment made through electronic mode for the consideration or the share certificates are posted/ the unaccepted equity shares are credited.

8.11 Since this Open Offer is to acquire all the equity shares held by the Public Shareholders, it is not possible that the aggregate of the valid responses in this Open Offer will exceed the Offer Size. Therefore, oversubscription in this Open Offer will not be applicable. Further, it should be noted that vide the SEBI Order, the promoters of the Target Company, their associates and family members cannot tender their equity shares in this Open Offer being made by the Acquirers.

8.12 In case of equity shares held in physical form, to the extent of the equity shares not accepted in the Open Offer, the rejected share certificates, Share Transfer Deed(s) and any other documents if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk by the Registrar to the Offer to the sole / first shareholder. For the physical equity shares accepted under the Offer, the Registrar to the Offer shall take action for transferring the equity shares to the Acquirers after the payment of consideration to the concerned shareholders. For the equity shares lying in the Special Depository Account, the Registrar to the Offer shall take action for transferring the equity shares to the Acquirers after the payment of consideration to the beneficial owners.

8.13 In case of equity shares held in dematerialized form, unaccepted equity shares will be credited back to the shareholders' depository account with the respective Depository Participant as per the details furnished in the Form of Acceptance. Rejected documents, if any, will be returned by Registered Post at the shareholders' / unregistered owners' sole risk by the Registrar to the Offer to the sole / first shareholder. For the equity shares lying in the Special Depository Account, the Registrar to the Offer shall take action for transferring the equity shares to the Acquirers after the payment of consideration to the beneficial owners.

8.14 The instructions, authorizations and provisions contained in the Form of Acceptance and Form of Withdrawal constitute an integral part of the terms of this Open Offer.

8.15 The Acquirers will purchase the shares from the Public Shareholders of the Target Company who have validly tendered their equity shares in this Open Offer and remit the consideration in respect thereof within fifteen (15) days from closure of the Tendering Period by crossed account payee cheques/ demand drafts / electronic transfers.

8.16 Equity shares tendered in the Open Offer by the Public Shareholders of the Target Company shall be free from lien, charges or encumbrances of any kind whatsoever. Equity shares that are subject to any lien, charge or encumbrance are liable to be rejected in this Open Offer.



**ICI Prudential Asset Management Company Limited**

Corporate Identity Number: U99999DL1993PLC054135

To increase awareness about Mutual Funds, we regularly conduct Investor Awareness sessions across the country. Schedule for upcoming "Chat Show" webinar is as below:

| Topic: Managing Your Debt Fund Investments |         |                                                                                                                 |
|--------------------------------------------|---------|-----------------------------------------------------------------------------------------------------------------|
| Date                                       | Time    | For Registration                                                                                                |
| 29 <sup>th</sup> August, 2020              | 5:00 PM | <a href="http://bit.ly/ICIPRINT" style="color: #007bff; text-decoration: underline;">http://bit.ly/ICIPRINT</a> |

**Mutual Fund investments are subject to market risks, fund all scheme related documents carefully.**

(AP No. 005/08/2020)

**Bilcare<sup>™</sup>**  
*Research*

**Bilcare Limited**  
Regd. Office : 1028, Shirol, Pune 410505.  
Tel.: +91 2135 647501 Email: cs@bilcare.com  
Website: www.bilcare.com  
CIN : L28939PN1987PLC043953

**NOTICE**

Notice is hereby given that pursuant to provisions of Regulation 29 read with Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that a meeting of the Board of Directors of the Company will be held on Thursday, September 03, 2020, inter-alia to consider and adopt the Unaudited Financial Results of the Company for the quarter ended June 30, 2020.

The Notice is also available on the website of the Company ([www.bilcare.com](http://www.bilcare.com)) and that of the BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

Pune  
27.08.2020

For **Bilcare Limited**  
Mohan Bhandari  
Managing Director

**JCK Infrastructure Development Limited**  
CIN: L71012KA1979PLC003590  
No.309, 1<sup>st</sup> Floor, Westminster Building, 13, Cunningham Road,  
Bengaluru 560052, Ph: 080-22203423  
Website: [www.jckgroup.in](http://www.jckgroup.in); Email: [investors@jckgroup.in](mailto:investors@jckgroup.in)

**NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING,  
E-VOTING INFORMATION AND BOOK CLOSURE DATES**

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting ("AGM") of the members of JCK Infrastructure Development Limited will be held on Monday, 21<sup>st</sup> September 2020 at 11.30 AM through Video Conferencing/OAVM in compliance with general circular numbers 20/2020, 14/2020, 17/2020 and all other applicable laws and circulars issued by Ministry of Corporate Affairs (MCA), Govt of India and SEBI to transact the Business, as set out in the Notice of AGM.

The Notice of the AGM together with Annual Report for the FY 2019-2020 have been sent on 28.08.2020 electronically to all the shareholders of the Company as on that date. Notice of the AGM and Annual Report are also available on the Company's website: [www.jckgroup.in](http://www.jckgroup.in) Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide remote E-Voting (e-voting from a place other than venue of AGM) facility through CDSL, as an alternative for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of 40<sup>th</sup> Annual General Meeting of the Company.

Shareholders are requested to update their KYC/Mobile number and E-Mail ID's with their depositories (Where shares are held in dematerialized mode) and with the Company's Registrar and Share Transfer agent (Where shares are held in physical mode).

If your E-Mail ID is already registered with the Depository/RTA, login details for e-voting will be sent to your registered e-mail address.

The remote E-Voting period begins on 18.09.2020 at 9.00 A.M (IST) and ends on 20.09.2020 at 5.00 P.M (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 15.09.2020 may cast their vote electronically. The remote E-Voting module shall be disabled by CDSL for voting after 5.00 P.M. (IST) on 20.09.2020

The procedure for E-Voting has been mentioned in the Notice of 40<sup>th</sup> AGM. Mr. Shashikanth Nadig, Practicing Company Secretary has been appointed as the scrutinizer to scrutinize the remote E-Voting process in a fair and transparent manner. In case of any queries or issues regarding E-Voting, you may refer to the Frequently Asked Questions ("FAQs") and E-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [giri@integratedindia.in](mailto:giri@integratedindia.in) or contact Mr. Giridhar, Senior Manager, Integrated Registry Management Services Private Limited at 080-23460815.

The documents referred to in the Notice of the AGM are available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.

The result of E-Voting shall be announced on or after the AGM of the Company not later than 2(two) days of conclusion of the meeting. The results declared along with the Scrutinizers Report shall be placed on Company's website and on the website of CDSL for the information of the Members, besides being communicated to the Metropolitan Stock Exchange of India Limited.

Since the AGM is being held through VC/OAVM, the facility for voting through ballot/polling paper shall not be made available to the shareholders.

In case a person becomes a Member of the Company after the despatch of the AGM Notice and holds shares on the cut - off date i.e. 15.09.2020, may obtain the User ID and password by sending a request at [investors@jckgroup.in](mailto:investors@jckgroup.in) or: [giri@integratedindia.in](mailto:giri@integratedindia.in). If the Member is already registered with CDSL for E-Voting, such Member can use the existing user ID and password for casting the vote through remote E-Voting.

Notice is also hereby given pursuant to Section 91 of the Companies Act, 2013 and as per Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 12.09.2020 to 21.09.2020 (both days inclusive).

**By Order of the Board of Directors  
For JCK Infrastructure Development Limited**

|                          |                          |
|--------------------------|--------------------------|
| <b>Place: Bengaluru</b>  | <b>Suhas CB</b>          |
| <b>Dated: 28.08.2020</b> | <b>Company Secretary</b> |

**EXTENTION IN DATE FOR SUBMISSION OF EXPRESSION OF  
INTEREST FOR EMCO LIMITED BY THIS AMENDMENT TO  
ADVERTISEMNET DATED 12 AUGUST 2020**

With reference to the advertisement dated 12 August 2020 (**Advertisement**) published by the Resolution Professional of EMCO Limited in the Financial Express, Navshakti (Mumbai Edition), Loksaata (Aurangabad Edition) and Jansatta (Delhi and Chandigarh Edition) inviting expression of interest (**Eoi**) for submission of resolution plans for EMCO Limited in accordance with the provisions of the Insolvency and Bankruptcy Code 2016, it is hereby notified that the last date for submission of Eoi stands extended upto **02 September 2020**. All other terms and conditions of the Advertisement remain unchanged. The Advertisement, this Amendment and the process for submission of Eoi is governed by the terms of the Eol Process Document, which is available on [www.emco.co.in](http://www.emco.co.in) or can be sought by email to [RP EMCO@bdo.in](mailto:RP EMCO@bdo.in).

Kindly refer the updated Form G (Invitation for Expression of Interest) and Eol Process Document pursuant to the present Amendment, on the website of EMCO Limited; [www.emco.co.in](http://www.emco.co.in)

Kind regards,

Sd/-  
**Sundareshbhat**  
Resolution Professional in the matter of CIRP of EMCO Limited  
Communications Email Address: [RP EMCO@bdo.in](mailto:RP EMCO@bdo.in)  
IBBI Registration no. IBBI/IPA-001/IP-P00077/2017-18/10162  
IBBI Registered Email: [sundareshbhat@bdo.in](mailto:sundareshbhat@bdo.in)  
IBBI Registered Address: BDO Restructuring Advisory LLP, Level 9, The Ruby, North West Wing, Senapati Bapat Road, Dadar (W), Mumbai 400028.

## "IMPORTANT"

Whilst care is taken prior to acceptance of advertising copy, it is not possible to verify its contents. The Indian Express (P) Limited cannot be held responsible for such contents, nor for any loss or damage incurred as a result of transactions with companies, associations or individuals advertising in its newspapers or Publications. We therefore recommend that readers make necessary inquiries before sending any monies or entering into any agreements with advertisers or otherwise acting on an advertisement in any manner whatsoever.

**ZenSár**  
**Zensar Technologies Limited**  
**Registered Office:** Zensar Knowledge Park, Plot # 4, MIDC, Kharadi,  
 Off Nagar Road, Pune – 411014 **Ph:** 020-66057500  
**E-mail:** investor@zensar.com **Website:** www.zensar.com  
**CIN:** L72200PN1963PLC012621

**NOTICE**

Notice is hereby given that the 57<sup>th</sup> Annual General Meeting (AGM) of the Members of Zensar Technologies Limited (Company) will be held on Wednesday, September 23, 2020 at 11.00 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), in compliance with all the applicable provisions of Companies Act, 2013 (the Act) and rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, read with Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 5, 2020, Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, to transact the business, as set out in the Notice of the AGM.

In compliance with the aforesaid circular(s), electronic copies of the Annual Report for FY 2019-20 along with the Notice of AGM has been sent to all Members whose email addresses are registered with the Depository Participant(s) and/or the Company and/or the Register and Share Transfer Agent (RTA) on August 27, 2020. These documents are also available on Company's website at [www.zensar.com](http://www.zensar.com), NSDL: <https://www.evoting.nsdl.com> and on the website of stock exchanges viz., BSE Limited: [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited: [www.nseindia.com](http://www.nseindia.com).

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, the facility to cast their votes electronically (remote e-voting) as well as e-voting at the AGM through e-voting services of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in respect of all the business(es) to be transacted at the AGM. Members are requested to carefully read all the Notes set out in the Notice of the AGM and in particular, instructions for joining the AGM, manner of casting vote through remote e-voting or through e-voting facility at the AGM.

**Key instructions for remote e-voting and e-voting during AGM:**

- The remote e-voting period commences on Sunday, September 20, 2020 at 09:00 a.m. (IST) and ends on Tuesday, September 22, 2020 at 5:00 p.m. (IST). During this period, Members can cast their votes electronically. The remote e-voting module shall be disabled by NSDL thereafter.
- The voting right of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Wednesday, September 16, 2020 (cut-off date).
- Any person who acquires share(s) of the Company and becomes a Member of the Company after dispatch of Notice and holding share(s) as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he /she is already registered with NSDL for remote e-Voting, then he /she can use his / her existing user ID and password for voting.
- The facility for voting through electronic means shall also be provided at the AGM. Those Members, who are present at the AGM through VC/OAVM facility and have not already cast their votes on the resolutions via remote e-voting shall be eligible to vote through e-voting system during the AGM. The Members, who have cast their vote by remote e-voting prior to AGM, can attend the AGM through VC/OAVM but shall not be entitled to cast their vote again at the AGM.
- Company's Register of Members and Share Transfer Book shall not remain closed, for the purpose of this AGM.
- Detailed procedure and instructions for casting vote using e-voting system of NSDL, by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses, form part of the Notice.
- In case of any queries, please refer Frequently Asked Questions (FAQs) and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll free No.: 1800-222-990 or send a request to Amit Vishal, Senior Manager, NSDL Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at the designated e-mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or at telephone number +91-99202 64780.

Members of the Company who have not registered/updated their email address can register/update the same as per the following procedure:

|                         |                                                                                                                                                                                                                                                                                                                                                                                                              |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Physical Holding</b> | Contact Company's RTA, KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) by sending an email at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> , along with request letter, Folio No., Name of shareholder(s), and scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy), AADHAR Card (self-attested scanned copy). |
| <b>Demat Holding</b>    | Contact respective Depository Participant.                                                                                                                                                                                                                                                                                                                                                                   |

To encourage Green Initiative, Members are also requested to register their bank details with Company's RTA/the respective Depository Participant to receive the dividends, when declared by the Company, directly into their bank account through approved electronic mode of payment.

**For Zensar Technologies Limited**

Sd/-  
**Gaurav Tongia**  
Company Secretary

**Place:** Pune  
**Date:** August 27, 2020



## JM FINANCIAL MUTUAL FUND

### NOTICE-CUM-ADDENDUM

---

**NOTICE-CUM-ADDENDUM TO THE STATEMENT OF ADDITIONAL INFORMATION (SAI), SCHEME INFORMATION DOCUMENT (SID) AND KEY INFORMATION MEMORANDUM (KIM) OF THE SCHEMES OF JM FINANCIAL MUTUAL FUND ("THE FUND").**

**Appointment of Director on the Board of JM Financial Asset Management Limited.**

Notice is hereby given that Mr. Parthiv Kilachand has been appointed as an Independent Director on the Board of JM Financial Asset Management Limited with effect from August 27, 2020.

The following details pertaining to Mr. Parthiv Kilachand shall be a part of the section 'Details of AMC Directors' in the Statement of Additional Information (SAI):

| Name                  | Age/Qualification                                                                                    | Brief Experience                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Parthiv Kilachand | 53 years<br><br>Sc.B "Electrical Engineering" & A.B. "Engineering & Economics" from Brown University | Mr. Parthiv T. Kilachand is the co-owner, co-founder and Chairman of Connell Brothers Co. (India) Pvt. Ltd., a company which distributes specialty chemicals and ingredients in India and a joint venture with Wilbur-Ellis Co. from USA.<br><br>He has been involved with Polychem Limited, a listed company, in various capacities from November 1, 1988 and is actively involved in the management of the Company, as Managing Director of Polychem Limited till date.<br><br>He co-founded a Company International Distillers India Ltd which manufactures alcoholic beverages in India in JV with IDV (now Diageo). He is also on the Board of many other companies.<br><br>Mr. Kilachand has studied at Eton College, UK and Brown University USA. |

All other terms and conditions of the SAI of the Fund will remain unchanged.

Place : Mumbai

Date : August 27, 2020

Authorised Signatory

**JM Financial Asset Management Limited**

(Investment Manager to JM Financial Mutual Fund)

**For further details, please contact :**

**JM Financial Asset Management Limited**

(Formerly known as JM Financial Asset Management Private Ltd.),

**Registered Office:** 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025.

**Corporate Office:** Office B, 8th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai-400025.

Corporate Identity Number: U65991MH1994PLC078879. • Tel. No.: (022) 6198 7777

• Fax No.: (022) 6198 7704. • E-mail: investor@jmfml.com • Website : www.jmfinancialmf.com

---

**Mutual Fund investments are subject to market risks, read all scheme related documents carefully.**

**REF No. 13/2020-21**

**Dhanvarsha**

# DHANVARSHA FINVEST LIMITED

**Corporate Identity Number:** L24231MH1994PLC334457

**Registered Office:** 2nd Floor, Bldg. No. 4, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069

**Phone:** 022-6845 7200 | **Email:** [contact@dfitd.in](mailto:contact@dfitd.in) | **Website:** [www.dfitd.in](http://www.dfitd.in)

## NOTICE OF 26TH ANNUAL GENERAL MEETING OF THE COMPANY, BOOK CLOSURE AND E-VOTING INFORMATION

This is in continuation to our earlier communication dated April 29, 2020, whereby Members of Dhanvarsha Finvest Limited ("**The Company**") were informed that in compliance with applicable provisions of the Companies Act, 2013 and the rules made thereunder as amended from time to time, read with General Circular issued by the Ministry of Corporate Affairs bearing no.14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively and nationwide lock down in view of COVID-19 pandemic, wherein the Company had proposed to send all the documents like General Meeting Notices/other notices, or any other document to Members in electronic form, whose email addresses are registered with Depository Participant ("**DP**") or with the Company. Members were requested to register their email addresses with their DP with whom their Demat Account is maintained or with the Company.

Pursuant to additional relaxations vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("**SEBI Circular**"), the Board of Directors at their meeting held on August 22, 2020 approved conveying of the 26th Annual General Meeting ("**AGM**") of the Company on Monday, September 21, 2020 at 10.00 a.m. IST through Video Conferencing ("**VC**") Other Audio Visual Means ("**OAVM**") facility, without the physical presence of the Members at a common venue, to transact the business as set out in the Notice of AGM.

The Notice of 26th AGM of the Company for the Financial Year ended March 31, 2020 along with login details for joining the AGM through VC / OAVM facility including e-voting has been sent on Thursday, August 27, 2020 through e-mail to all those Members whose e-mail address were registered with the Company or Registrar and Share Transfer Agent ("**RTA**") or with their respective Depository Participants ("**DP**") in accordance with the MCA Circulars and SEBI Circular and the same are also available on the Company's website: [www.dfitd.com](http://www.dfitd.com), Stock Exchange website i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited ("**CDSL**") (<http://www.evotingindia.com>).

For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA/Depositories Shareholders may note that the AGM Notice and Annual Report 2019-20 will also be available on the Company's website [www.dfitd.com](http://www.dfitd.com), website of the Stock Exchange i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL <http://www.evotingindia.com>. The remote e-voting period will commence on Friday, September 18, 2020 at 9.00 a.m. and ends on Sunday, September 20, 2020 at 5.00 p.m. for the Members exercising their vote through electronic voting. The remote e-voting module shall be disabled by Central Depository Services (India) Limited ("**CDSL**") for voting thereafter.

The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM facility but shall not be entitled to cast their vote again through e-voting facility available during the AGM.

Once the Member cast vote on a resolution, the Member shall not be allowed to change it subsequently. Detailed instructions for remote e-voting, joining the AGM and e-voting during the AGM is provided in the Notice of 26th AGM and email sent by CDSL.

Ms. Manisha Maheshwari (ACS 30224, holding CP No. 11031), Partner of Bhandari & Associates, Practicing Company Secretaries, is appointed as Scrutinizer for conducting process of remote e-voting in accordance with the provisions of the Act, Rules, and the MCA Circulars in a fair and transparent manner.

Members whose names appear in the list of beneficial owners received from National Securities Depository Limited/ Central Depository Services (India) Limited ("**Depositories**") as at the close of business hours on Friday, August 21, 2020 ("**cut-off date**") will be entitled to receive the notice of 26th AGM. The Remote E-Voting Cut-Off date is Monday, September 14, 2020. Members as on the cut-off date for Remote E-Voting would be entitled to vote by way of remote e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Members who have not registered their e-mail address and in consequence could not receive the Notice may get their e-mail address registered with the RTA by writing to [sudhod@mcsregistrars.com](mailto:sudhod@mcsregistrars.com) with the subject "**Dhanvarsha Finvest Limited**" and providing their name, Demat ID, Client ID, No. of Shares held, e-mail address to be registered and Contact no. to be registered. Member(s) may also intimate the same to the Company by writing at [contact@dfitd.in](mailto:contact@dfitd.in).

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013 and Rules framed thereunder and Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books office Company will remain closed from Tuesday, September 15, 2020 to Monday, September 21, 2020 (both days inclusive) for the purpose of 26th AGM.

Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance through e-mail during the period from 14th September, 2020 (9.00 a.m. IST) to 16th September, 2020 (5.00 p.m. IST) mentioning their name, demat account number/folio number, email id, mobile number at [contact@dfitd.in](mailto:contact@dfitd.in). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

The results of the remote e-voting will be declared on Wednesday, September 23, 2020 at the Registered office of the Company in case normalcy is attained. In case of lockdown, the remote e-voting results and report of the Scrutinizer will be furnished to BSE Limited and will also be uploaded on the website of the Company [www.dfitd.in](http://www.dfitd.in). The above-mentioned details of 26th AGM viz. date & time of 26th AGM to be convened through VC / OAVM facility, book closure, remote e-voting and e-voting details are read and substituted at all places appearing in the Annual Report of the Company for the Financial Year ended March 31, 2020.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("**FAQs**") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Contact details of the person responsible to address the grievances connected with remote e-voting is Mr. Fredrick Pinto, Company Secretary, Corporate Office: 2nd Floor, Building No. 4, Wilson House, Old Nagardas Road, Andheri (E), Mumbai 400 069 (MH), Phone +91-6845 7200 Email: [contact@dfitd.in](mailto:contact@dfitd.in).

By the Order of the Board of Directors  
**Dhanvarsha Finvest Limited**  
**Sd/-**  
**Fredrick Pinto**  
**Company Secretary**

**Place:** Mumbai  
**Date:** August 28, 2020

|                                                                                                                                                                                        |                              |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8.17 A Schedule of some of the key events in respect of the Open Offer is given below:                                                                                                 |                              | 9 General |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Post the expiry of the said SEBI order, since August 2017 there are no restrictions on the Target Company from buying, selling, or dealing in the securities market. The Target Company has never been termed or classified as a wilful defaulter or fugitive economic offender in terms of applicable SEBI regulations. (Source: Based on the information provided by the Target Company). |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>ACTIVITY</b>                                                                                                                                                                        | <b>Day and Date</b>          | 9.1       | In accordance with Regulation 22(5A) of the Takeover Regulations, 1997, the Public Shareholders of the Target Company who have tendered their equity share holding in this Open Offer, can withdraw the same up to three (3) working days prior to the date of closure of the Open Offer, i.e., up to Wednesday, October 28, 2020.                                                                                                                                                                                                                                                                                   | 9.9                                                                                                                                                                                                                                                                                                                                                                                         | Pursuant to Regulation 13 of the Takeover Regulations, 1997, the Acquirers have appointed PL Capital Markets Private Limited, as Manager to the Offer.                                                                                                                                                                                                                                                                                                                                                       |
| Date of Public Announcement                                                                                                                                                            | Friday, August 28, 2020      | 9.2       | Public Shareholders who wish to withdraw their equity shares from the Open Offer will be required to send the Form of Withdrawal duly completed & signed along with the requisite documents to the Registrar to the Offer.                                                                                                                                                                                                                                                                                                                                                                                           | 9.10                                                                                                                                                                                                                                                                                                                                                                                        | The Acquirers have appointed Link Intime India Private Limited as Registrar to the Offer having its office at C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083; Contact person: Sumet Deshpande, Tel No: +91 22 4918 6200, Fax No: +91 22 4918 6195, Email: parsoli.openoffer@linkintime.co.in.                                                                                                                                                                                      |
| Last date for filing of Draft Letter of Offer with SEBI                                                                                                                                | Friday, September 11, 2020   | 9.3       | In case of non receipt of Form of Withdrawal, the withdrawal can be exercised by making an application on plain paper by stating Name, Address, Number of shares tendered and to be withdrawn, DP Name, DP Id, Beneficiary Account Number, Counterfoil/ Photocopy of the delivery instruction in 'Off market' mode duly acknowledged by the DP in favour of the Special Depository Account.                                                                                                                                                                                                                          | 9.11                                                                                                                                                                                                                                                                                                                                                                                        | The respective Board of Directors of the respective Acquirers accept responsibility for the information contained in this PA (to the extent such information relates to such respective Acquirer and except for the information regarding the Target Company, which has been sourced from the Target Company and from publicly available information) and for the fulfillment of the obligations of the respective Acquirer, as laid down in terms of and in compliance with the Takeover Regulations, 1997. |
| Last date for a competitive bid                                                                                                                                                        | Friday, September 18, 2020   | 9.4       | As per Regulation 26 of the Takeover Regulations, 1997, the Acquirers can revise the Offer Price upwards up to seven (7) working days prior to the closure of the Tendering Period and in case of any revision in the Offer Price or withdrawal of the Open Offer, the same would be informed by way of a public announcement in the same newspapers where this Public Announcement appears. If the Offer Price is revised upward, such revised price will be payable to all shareholders (whose equity shares have been accepted in the Open Offer) to the extent of their equity shares acquired by the Acquirers. | 9.12                                                                                                                                                                                                                                                                                                                                                                                        | This Public Announcement will also be available on the website of SEBI (www.sebi.gov.in), BSE (www.bseindia.com), Target Company (www.parsoli.com), Registrar to the Offer (www.linkintime.co.in) and the Manager to the Offer (www.plindia.com).                                                                                                                                                                                                                                                            |
| Specified Date (*)                                                                                                                                                                     | Friday, September 25, 2020   | 9.5       | <b>If there is a Competitive Offer/Bid:</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 9.13                                                                                                                                                                                                                                                                                                                                                                                        | All references to INR/ Rs. in this PA are to Indian Rupees, i.e., the currency of the Republic of India.                                                                                                                                                                                                                                                                                                                                                                                                     |
| Last date for receipt of comments from SEBI on the Draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer) (**) | Monday, October 5, 2020      | (i)       | <b>The public offers under all the subsisting bids shall close on the same date.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 9.14                                                                                                                                                                                                                                                                                                                                                                                        | For further details, shareholders are requested to refer the Letter of Offer, Form of Acceptance and Form of Withdrawal.                                                                                                                                                                                                                                                                                                                                                                                     |
| Last date by which Letter of Offer is to be dispatched to shareholders (***)                                                                                                           | Friday, October 9, 2020      | (ii)      | <b>As the offer price cannot be revised after seven (7) working days prior to the closing date of the offers/ bids, it would, therefore, be in the interest of the shareholders to wait till the commencement of that period to know the final offer price of each bid and tender their acceptance accordingly.</b>                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Date of opening of the Tendering Period                                                                                                                                                | Thursday, October 15, 2020   | 9.6       | This is not a competing offer in terms of the Takeover Regulations, 1997. There is an ongoing open offer being made by the promoters of the Target Company, namely, Mr. Zafar Yunus Sareeshwala and Mr. Yunes Yunus Sareeshwala who have made a public announcement dated, July 12, 2018 and filed with SEBI a draft letter of offer dated July 25, 2018, in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. As on the date of this PA, the said open offer being made by the promoters of the Target Company is pending to be completed.                                         |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Last date for revising the Offer Price                                                                                                                                                 | Thursday, October 22, 2020   | 9.7       | The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B or any other regulations made under the Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto ("SEBI Act, 1992") or any other regulations made under the SEBI Act, 1992.                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Last date for withdrawal of Form of Acceptance by the shareholders                                                                                                                     | Wednesday, October 28, 2020  | 9.8       | In the past, the Target Company was prohibited by SEBI from dealing in securities for the period of seven years from the date of SEBI order no. WTM/MSS/ID/761/2010 dated July 27, 2010 passed by its Whole Time Member.                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Date of closing of the Tendering Period                                                                                                                                                | Tuesday, November 3, 2020    |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Last date by which acceptance / rejection shall be intimated and payment of consideration for accepted shares/ return of shares in case of rejection                                   | Wednesday, November 18, 2020 |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |