

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as Public Shareholder(s) of LKP Finance Limited (hereinafter referred to as “Target Company” or “LKP”). If you require any clarification about the action to be taken, you may please consult your stockbroker or investment consultant or the Manager to the offer or the Registrar to the Offer. In case you have recently sold your equity shares in LKP Finance Limited, please hand over this Letter of Offer and the accompanying Form of Acceptance cum acknowledgement, and Transfer Deed(s) to the Member of Stock Exchange through whom the said sale was effected.

OPEN OFFER BY

M/s Hindon Mercantile Limited (“Acquirer 1”)

Address: 201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place, New Delhi – 110034, India
Corporate office: 201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place,
New Delhi – 110034, India

Mr. Kapil Garg (“Acquirer 2”)

Address: CGX-151 DLF, Green Capital Phase-3, Moti Nagar New, Kirti Nagar, West Delhi 110015, India
to the Public Shareholders of

LKP FINANCE LIMITED



Registered Office: 203, Embassy Centre, Nariman Point, Mumbai-400021
Tel No: +91-22-40024785/40024786, Email: girish_inani@lkpsec.com

TO ACQUIRE

Up to 32,67,845 equity shares of face value of Rs. 10/- each, representing 26% of the total equity/voting share capital of the Target Company at a price of Rs 250.00/- per fully paid equity share payable in Cash.

Notes:

1. The Offer is being made by the Acquirer (s) pursuant to the Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI (SAST) Regulations”).
2. This Offer is not conditional to any minimum level of acceptance.
3. This is not a competing offer.
4. The Acquirer (s) may revise the Offer Price at any time up to 3 (Three) Working Days prior to the opening of the Tendering Period of the Offer i.e., **Thursday, October 17, 2024**. Any upward revision or withdrawal, if any, of the Offer would be informed by way of the issue opening public announcement in the same newspapers and editions in which the original detailed public statement had appeared. Consideration at the same rate will be paid by the Acquirer(s) for all equity shares tendered anytime during the Offer.
5. **There is no Competing Offer.**
6. A copy of the Public Announcement, DPS and the Letter of Offer (including Form of Acceptance) are also available on Securities and Exchange Board of India website: www.sebi.gov.in.

Manager to the Offer	Registrar to the Offer
 Manager to the Offer D & A FINANCIAL SERVICES (P) LIMITED 13, Community Centre, East of Kailash New Delhi – 110065. Tel nos.: 011-26419079/ 26218274; Fax no.: 011 - 26219491; Email: investors@dnafinserv.com Contact Person: Ms. Radhika Pushkarna SEBI Regn No.: INM000011484	 Registrar to the Offer Beetal Financial & Computer Services Pvt Limited Beetal House, 3 rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi-110062 E. Mail: beetalrta@gmail.com Tel. Nos.: 29961281-82, Fax No.: 29961284 Contact Person: Mr. Punit Mittal. SEBI Reg. No.: INR000000262
OFFER OPENS ON: Tuesday, October 22, 2024	OFFER CLOSES ON: Tuesday, November 05, 2024

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

S. No	Activity	Days & Dates
1.	Date of Public Announcement	Wednesday, August 28, 2024
2.	Date of Publication of Detailed Public Statement	Wednesday, September 04, 2024
3.	Filing of the Draft letter of Offer to SEBI	Wednesday, September 11, 2024
4.	Last Date for a Competitive Offer(s)	Thursday, September 26, 2024
5.	Identified Date*	Tuesday, October 08, 2024
6.	Date by which Final Letter of Offer will be dispatched to the shareholders	Tuesday, October 15, 2024
7.	Last Date for revising the Offer Price / number of shares.	Thursday, October 17, 2024
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendations.	Friday, October 18, 2024
9.	Date of Publication of Offer Opening Public Announcement	Monday, October 21, 2024
10.	Date of Commencement of Tendering Period (Offer Opening date)	Tuesday, October 22, 2024
11.	Date of Expiry of Tendering Period (Offer Closing date)	Tuesday, November 05, 2024
12.	Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account.	Wednesday, November 20, 2024

**The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.*

RISK FACTORS

Risk Factors relating to the transaction

- In the event that (a) the regulatory approvals are not received in a timely manner; (b) there is any litigation to stay the Offer; or (c) SEBI instructs the Acquirer(s) not to proceed with the Offer, then the Offer proceeds may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of LKP, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer (s) may be delayed. The tendered equity Shares and documents will be held until such time as the process of acceptance of such equity Shares and the payment of consideration thereto is completed.
- In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer (s) for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer (s) agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- The equity shares once tendered in the Open Offer cannot be withdrawn by the Public Shareholders, even in the event of a delay in the acceptance of equity shares under the Open Offer and/or the payment of consideration. The tendered Equity Shares and documents will be held in trust for the benefit of the Public Shareholders, who have tendered Equity Shares in the Open Offer, by the Clearing Corporation /Registrar to the Offer until such time the process of acceptance of tenders of Equity Shares under the Open Offer and the payment of consideration is completed. Once tendered, the Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the equity shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. The Public Shareholders will be solely responsible for their decisions regarding participation in this Open Offer.
- Public Shareholders should note that the Public Shareholders who tender the equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the Tendering Period.

- In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the Public Shareholders in the Offer will be accepted.
- The Acquirer (s) and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, DPS or this Letter of Offer or in the advertisements or other materials issued by, or at the instance of the Acquirer(s) and the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.
- This Offer is subject to completion risks as would be applicable to similar transactions.

Risk Factors relating to the proposed offer

1. In the event that either (a) there is any litigation to stay the Offer, or (b) SEBI instructs the Acquirer (s) to comply with certain conditions before proceeding with the Offer, then the Offer procedure may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of the Target Company, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer (s) may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer (s) for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer (s) agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
2. **As per Regulation 18(9) of SEBI (SAST) Regulations, Public Shareholders who have tendered shares in acceptance of the open offer shall not be entitled to withdraw such acceptance during the tendering period, even if the acceptance of shares under the Offer and dispatch of consideration gets delayed.**
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The tendered shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and during this period, Public Shareholders who have tendered their shares in the Offer will not be able to trade in the shares on the stock exchanges or take advantage of upward movement in the share price, if any. Accordingly, the Acquirer (s) makes no assurance with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
5. The Acquirer (s) and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer / DPS / Public Announcement and anyone placing reliance on any other sources of information (not released by the Acquirer (s)) would be doing so at his / her / its own risk.

Probable risks involved in associating with the Acquirer(s)

1. The Acquirer (s) makes no assurance with respect to the financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
2. The Acquirer (s) makes no assurance with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirer (s) does not provide any assurance with respect to the market price of the equity Shares of the Target Company before, during or after the Offer.

The risk factors set forth above, pertain to the Offer and associating with the Acquirer (s), and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in the Offer. Public Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

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1. DEFINITIONS/ ABBREVIATIONS

1.	Acquirer (s)	M/s Hindon Mercantile Limited and Mr. Kapil Garg.
2.	Book Value per share	Net worth / Number of equity shares issued
3.	BSE	BSE Limited
4.	DPS	Detailed Public Statement, as per Regulation 14 (3) of the SEBI (SAST) Regulations
5.	Eligible Persons or Eligible Public Shareholders (to participate in this Offer)	Registered shareholders of LKP Finance Limited, and unregistered shareholders who own the equity shares of LKP Finance Limited any time prior to the Offer Closure other than the Acquirer (s) and Parties to the Agreement.
6.	EPS	Profit after tax / Number of equity shares issued
7.	Form of Acceptance	Form of Acceptance cum Acknowledgement
8.	LoF or Letter of Offer	Offer Document
9.	Manager to the Offer or, Merchant Banker	D & A Financial Services (P) Limited
10.	N.A.	Not Available
11.	Negotiated Price	Rupees 250.00 per fully paid-up equity share/ voting share capital of face value of Rs. 10.00/- each.
12.	Offer or The Offer	Open offer for acquisition of up to 32,67,845 equity shares (“ Offer Shares ”) of Rs 10/- each representing 26% of the total paid up equity share capital of Target Company at a price of Rs 250.00 per fully paid equity share, payable in Cash.
13.	Offer Price	Rs 250.00 per share for fully paid equity shares of face value of Rs 10/- each, payable in Cash.
14.	PAC(s)	Persons acting in concert
15.	Public Announcement or PA	Public announcement submitted to stock exchanges where the Target Company is listed as well as to SEBI on August 28, 2024.
16.	Public Shareholders	The shareholders of the Target Company who own equity shares at any time prior to the closure of Tendering Period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirer (s), PACs and the Sellers, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations
17.	Registrar to the Offer	Beetal Financial & Computer Services Pvt Limited.
18.	Return on Net Worth	(Profit After Tax/Net Worth) *100
19.	SEBI	Securities and Exchange Board of India
20.	Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

21.	SEBI Act	Securities and Exchange Board of India Act, 1992
22.	Seller	<ol style="list-style-type: none"> 1. Mr. Mahendra Vasantrai Doshi 2. Mr. Mahendra Vasantrai Doshi on behalf of partnership firm L K Panday 3. Ms. Ira Pratik Doshi 4. Mr. Pratik M Doshi 5. Ms. Samaya Pratik Doshi 6. Mrs. Shital Avirat Sonpal 7. M/s Bhavana Holdings (P) Ltd 8. M/s Sea Glimpse Investments (P) Ltd
23.	SPA	Share purchase and transfer of control agreement entered into between M/s Hindon Mercantile Limited, Mr. Kapil Garg (“ Acquirers ”) AND Mr. Mahendra Vasantrai Doshi, Mr. Mahendra Vasantrai Doshi on behalf of partnership firm L K Panday, Ms. Ira Pratik Doshi, Mr. Pratik M Doshi, Ms. Samaya Pratik Doshi, Mrs. Shital Avirat Sonpal, M/s Bhavana Holdings (P) Ltd and M/s Sea Glimpse Investments (P) Ltd (“ Sellers ”) dated August 28, 2024.
24.	Share(s)	Fully paid-up equity shares of face value of Rs. 10/- (Rupee Ten only) each of the Target Company
25.	Target Company or Company or LKP	Company whose equity shares are proposed to be acquired viz. LKP Finance Limited.
26.	Total paid-up Capital or Equity Capital of the Target Company	Consisting of 1,25,68,623 fully paid-up equity shares of Rs.10/- each of the Target Company as on the date of this Letter of Offer
27.	Tendering Period	Period within which Public Shareholders may tender their shares in acceptance of this open Offer i.e. from Tuesday, October 22, 2024 to Tuesday, November 05, 2024.
28.	Working Day	Working Day of the SEBI

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF LKP FINANCE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER (S) OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER (S) IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER (S) DULY DISCHARGE ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, D & A FINANCIAL SERVICES (P) LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 11TH SEPTEMBER, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER (S) FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 The Offer is being made under Regulations 3(1) and 4 of SEBI (SAST) Regulations and as a result of this Offer, the Acquirer (s) will have substantial acquisition of shares or voting rights accompanied with complete change in control and management of LKP.
- 3.1.2 The Acquirer (s) does not hold any equity Shares in the Target Company as on date.
- 3.1.3 The Acquirer (s) and the Seller have entered into the Share purchase and transfer of control agreement on August 28, 2024, pursuant to which and subjected to the satisfaction or waiver, if applicable, of the conditions contained in the SPA, the Seller has agreed to sell, and the Acquirer(s) have agreed to purchase in cash 56,96,312 equity Shares representing 45.32% of the total issued and paid up Equity Capital of the Target Company at a price of Rupees 250.00 per equity Shares (“Sale Shares”) from the Seller. The Sellers are Promoters / Promoter Group of the Target Company and are in management and control of the Target Company. The completion of acquisition of shares under the SPA shall be done in compliance with Regulation 22(1) of the SEBI (SAST) Regulations.

(a) The Details of the Sellers are as under:

Sr. No	Name of Shareholders/Sellers	Address & Phone No.	No. of shares	% to the Paid-up Capital	Sale price per equity shares (In Rs.)	Sale Consideration (In Rs)
1	Mr. Mahendra Vasantrai Doshi	Flat No. 11, 6 th Floor, Sea Glimpse Chs Ltd, 69, Worli Hill Road, Worli Mumbai 400018	11,49,363	9.14	250.00	28,73,40,750
2	Mr. Mahendra Vasantrai Doshi on behalf of partnership firm L K Panday	Flat No. 11, 6 th Floor, Sea Glimpse Chs Ltd, 69, Worli Hill Road, Worli Mumbai 400018	20,72,482	16.49	250.00	51,81,20,500
3	Ms. Ira Pratik Doshi	Flat No. 11, 6 th Floor, Sea Glimpse Chs Ltd, 69, Worli Hill Road, Worli Mumbai 400018	2,00,000	1.59	250.00	5,00,00,000
4	Mr. Pratik M Doshi	Flat No. 11, 6 th Floor, Sea Glimpse Chs Ltd, 69, Worli Hill Road, Worli Mumbai 400018	1,00,722	0.80	250.00	2,51,80,500
5	Ms. Samaya Pratik Doshi	Flat No. 11, 6 th Floor, Sea Glimpse Chs Ltd, 69, Worli Hill Road, Worli Mumbai 400018	2,00,000	1.59	250.00	5,00,00,000
6	Ms. Shital Avirat Sonpal	54-B, Miramar C.H.S., Next to St. Stephen Church, L.J Marg, 3, Nepean Sea Road, Mumbai-400036	16,725	0.14	250.00	41,81,250

7	M/s. Bhavana Holdings (P) Ltd	112A, Embassy Centre, Nariman Point, Mumbai City, Mumbai, Maharashtra, India, 400021	2,43,058	1.93	250.00	6,07,64,500
8	M/s Sea Glimpse Investments (P) Ltd	112-A Embassy Centre, Nariman Point, Mumbai, Maharashtra, India, 400021	17,13,962	13.64	250.00	42,84,90,500
	Total		56,96,312	45.32		142,40,78,000

3.1.4 The important features of the SPA are laid down as under:

- a. In consideration of the purchase of the sale shares, the Acquirer (s) shall pay total cash consideration of Rupees 142,40,78,000/- (Rupees One Hundred Forty-Two Crore Forty Lakh Seventy-Eight Thousand Only).
- b. Against payment of the sale consideration, the Seller as the legal and beneficial owners of the shares, shall sell, transfer, convey and deliver to the Acquirer (s) and the Acquirer (s) shall purchase and acquire from the Seller, the Sale Shares free from all encumbrances, all rights, title and interests of the Seller in the Sale Shares together with all accrued benefits, rights and obligations attaching thereto.
- c. The Acquirer (s) undertakes and covenants to take all steps and actions as may be necessary for compliance with the provisions of the SEBI (SAST) Regulations. The seller agrees to provide the Acquirer (s) with all necessary support, for complying with the provisions of the SEBI (SAST) Regulations relating to public offer as are applicable to the transaction envisaged herein.
- d. The Parties confirm that in the event any of the Parties fail to comply with the applicable provisions of the Takeover Code, as amended or statutory approvals, if any, are not received, then the Agreement shall not be acted upon by the Parties.
- e. On Completion, the Acquirers shall be entitled to nominate the Acquirer's Nominee Directors as additional directors to the Board, and the Promoters will cause the Target Company to appoint such Acquirer's Nominee Directors as additional directors to the Board.
- f. The Board of Directors of Target Company may from time to time may decide to sell the Listed Shares via the stock exchanges i.e. the NSE and/or BSE, in normal course of business and will ensure that the sale consideration in respect thereof is realized in the bank accounts of the Target Company.
- g. The Board of Directors of Target Company may from time to time may decide to sell the Unlisted Shares at fair value, in normal course of business, and ensure that the sale consideration in respect thereof is realized in the bank accounts of the Target Company.

Release all rights and Claims to the LKP brand name.

- h. It has been agreed between the Parties, that pursuant to the transaction contemplated herein, the Acquirers and/or the Target Company shall have no right, title and/or interest whatsoever in the brand name "LKP".
- i. At present LKP brand name is owned by and registered in the name of LKP Securities Limited and/or M/s L.K.Panday (an Affiliate of the Promoters) and the Target Company is using the same under a license agreement dated 6th December, 1995 and on the terms and conditions stated therein. Notwithstanding the same, it has been irrevocably agreed between the Parties all right, title and/or interest in the said brand name "LKP" shall always belong to the Promoters only.
- j. Accordingly, the Promoters shall cause the Target Company to execute documents and deeds to release any and all Claims in respect to the entitlement and ownership of the brand name LKP without any consideration, if required including but not limited to termination of the said license agreement dated 6th December, 1995. The Promoters shall be entitled to

register the brand name LKP in their own name and/or that of their nominees, at their sole discretion.

- 3.1.5 Neither the Acquirer(s), Seller nor the Target Company have been prohibited by SEBI from dealing in securities, in terms of direction under Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 3.1.6 The Board of the Target Company shall, in accordance with Regulation 26(6) of the SEBI (SAST) Regulations, constitute a committee of independent directors who would provide its written reasoned recommendation on the Offer to the Public Shareholders of the Target Company. In accordance with Regulation 26(7) of the SEBI (SAST) Regulations, the committee of independent directors of the Target Company shall provide their reasoned recommendations on this open Offer to its Public Shareholders and the Target Company shall in accordance with Regulation 26(6) of the SEBI (SAST) Regulations, cause to publish such recommendation at least two working days before the commencement of the tendering period i.e., on or before Friday, October 18, 2024, in the same newspapers where the DPS of the Offer was published.

3.2 Details of the Proposed Offer

- 3.2.1 A detailed public statement, as per Regulation 14 (3) of the SEBI (SAST) Regulations, was made in the following newspapers, on September 04, 2024:

Publication	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Mumbai Lakshadweep (Marathi)	Mumbai Edition

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

- 3.2.2 The Acquirer (s) are making an Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations to acquire 32,67,845 equity shares of Rs 10/- each, fully paid, up representing 26% of the share/voting capital of LKP at a price of Rs 250.00/- per fully paid up equity share (“Offer Price”), payable in cash, from the Public Shareholders of Target Company other than the acquirer (s), persons acting in concert with them and the parties to the share purchase agreement including persons deemed to be acting in concert with such parties, and subject to the terms and conditions set out in the Public Announcement, DPS and this Letter of Offer.
- 3.2.3 The Offer Price is Rs 250.00 (Rupees Two Hundred and Fifty Only) per share of face value of Rs 10/- each. As on date of this draft letter of offer, all the equity Shares of the Target Company are fully paid up and there are no partly paid-up equity shares in the Target Company. There are no outstanding convertible instruments (debentures / warrants / FCDs / PCDs) etc., into equity shares on any later date.
- 3.2.4 There is no differential pricing for the shares proposed to be acquired under the Offer.
- 3.2.5 This is not a competing offer.
- 3.2.6 All the shares tendered shall be free from lien, charges and encumbrances of any kind, whatsoever.
- 3.2.7 The Offer is not subject to any minimum level of acceptance from the shareholders i.e. **it is not a conditional offer** and the Acquirer (s) shall be obliged to acquire all the equity shares tendered in response to the Offer, subject to a maximum of 32,67,845 equity Shares that are tendered in the valid form in terms of the Offer subject to the terms and conditions mentioned in the DPS and the Letter of Offer to be mailed to the Public Shareholders of the Target Company.

- 3.2.8 The Acquirer (s) have not acquired any equity Shares of the Target Company from the date of Public Announcement up to the date of this Draft Letter of Offer.
- 3.2.9 The Acquirer (s) does not hold any equity Shares in the Target Company.
- 3.2.10 In terms of Regulation 25(2) of SEBI (SAST) Regulations, other than as stated in this DPS, as on the date of this DPS, the Acquirers does not have any intention to dispose or otherwise encumber any material assets of the Target Company for the succeeding 2 (two) years from the date of closure of this Offer, except (i) in the ordinary course of business (including for the disposal of assets and creating encumbrances in accordance with business or financing requirements); or (ii) with the prior approval of the shareholders; or (iii) to the extent required for the purpose of restructuring and/or rationalization of assets, investments, liabilities or business of the Target Company and in compliance with all the applicable laws; or (iv) for alienation of assets of the Target Company that are determined by the board of directors of the Target Company as being surplus and/or non-core, or on account of any approval of or conditions specified by any regulatory or statutory authorities, Indian or foreign, or for the purpose of compliance with any law that is binding on or applicable to the operations of the Target Company. It will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws and legislation at the relevant time.
- 3.2.11 The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (*defined herein below*) will not result in public shareholding in LKP being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 (“**SCRR**”).

3.3 Object of the Acquisition / Offer

- 3.3.1 The Acquirers are interested in taking over the management and control of LKP. The said acquisition will also enable the acquirer to expand its existing business as a non-banking financial company. The substantial acquisition of shares and voting rights accompanied with change in control and management and expansion of existing non-banking financial business is the reason and rationale for this offer. At present, the Acquirer(s) have no intention to change the existing line of business of the Target Company.
- 3.3.2 The Acquirer reserves the right to streamline/ restructure, pledge/ encumber its holding in the Target Company and/ or the operations, assets, liabilities and/ or businesses of the Target Company and/ or its subsidiary through arrangements, reconstructions, restructurings, mergers (including but not limited to merger with or between its subsidiary), demergers, sale of assets or undertakings and/ or re-negotiation or termination of existing contractual/ operating arrangements, at a later date in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.

4. BACKGROUND OF THE ACQUIRERS

4.1 ACQUIRER 1– M/S HINDON MERCANTILE LIMITED

- 4.1.1 M/s Hindon Mercantile Limited was originally incorporated as public limited on August 14, 1985, with the Registrar of Companies, Delhi, under the provision of the Companies Act, 1956. The Registered Office of the Company is situated at 201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place, New Delhi - 110034, India, and corporate office at 201, 2nd Floor, Best Sky Tower Plot No. F-5, Netaji Subhash Place, New Delhi - 110034, India

having corporate identification number: U34300DL1985PLC021785. Phone Number: 011-42610483.

4.1.2 Presently, the acquirer company, being a NBFC company, is focuses exclusively on product related to personal loan, business loan, loan against property, machinery and equipment, supply chain finance and education loan.

4.1.3 Mr. Vikas Dua (Membership No. 535712) partner of M/s P J M & Associates, Chartered Accountants (Firm Registration Number: 029582N), having its office at H-1, 109, Garg Tower, Netaji Subhash Place, Pitampura, Delhi - 110034, Phone Number: 9034343410 Email Id: vikas@pjmindia.in, vide his certificate dated August 28, 2024 have confirmed that the Net worth of M/s Hindon Mercantile Limited as on 31st July, 2024 is Rs 137.36 Crore and further the letter also confirms that it has sufficient liquid funds to fulfil its part of obligations under this offer.

4.1.4 The shareholding pattern of the Acquirer 1 as on August 28, 2024 is given as under:

	Particulars	No. of shares	Percentage of shares held
A	Promoters' Holding:		
1.	Indian		
	Individuals/ HUF	85,53,059	44.24
	TOTAL	85,53,059	44.24
2.	Promoter's Group Holding:		
	Indian	-	-
	Individuals/HUF	7,35,813	3.81
	Bodies Corporate	9,16,221	4.74
	TOTAL	16,52,034	8.54
3.	Foreign Promoters	-	-
	Sub Total (A)(1+2+3)	1,02,05,093	52.78
B	Non-Promoters' Holding:		
1.	Institutional Investors	4,70,810	2.44
2.	Central Government/State Government(s)/ President of India	-	-
3.	Non-Institution Investors		
	Directors (excluding independent directors and nominee directors)	8,43,402	4.36
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	49,20,583	25.45
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	9,83,200	5.09
	Non-Resident Indians	3,86,064	2
	HUF	1,53,247	0.79
	Bodies Corporate	11,01,911	5.70
	Firms	2,36,790	1.22
	Sub Total (B)	90,96,007	47.05
	TOTAL (A+B)	1,93,01,100	99.83
C.	Employee Stock Grant Scheme (ESGS)	32,873	0.17
	Sub Total (C)	32,873	0.17
	GRAND TOTAL (A+B+C)	1,93,33,973	100

Note: The acquirer company has also issued the 59,170 Compulsory Convertible Preference Shares ("CCPS"), which are compulsory convertible after a period of 19 years.

4.1.5 The details of directors of the Acquirer-1 are as follows:

S No	Name of the Director	Resident Address	Experience and Qualification	Date of Appointment	Director Identification Number (DIN)	Designation
1	Mr. Kapil Garg	CGX-151 DLF, Green Capital Phase-3, Moti Nagar New, Kirti Nagar, West Delhi 110015	Chartered Accountant and Law Graduate having 20 years of experience in Audit/Finance/Compliance of taxation and managing Non-Banking Finance Company.	07/09/2021	01716987	Managing Director
2	Mr. Sandeep Jain	115-C, Pocket-I, Sector-18, Rohini, New Delhi - 110085	Chartered Accountant having 17 years of experience in Audit/Taxation etc.	25/06/2019	06400869	Director
3	Mr. Hemant Bhageria	H. No. 1/11074-A, Street No. 8, Behind Kirti Mandir, West Subash Park, Naveen Shahdara, East Delhi, Delhi-110032	Chartered Accountant and having 16 years of experience in dealing with matter related to Audit/Taxation.	12/01/2023	06476292	Director
4	Mr. Luv Khanna	B 4/63, First floor, Paschim Vihar, West Delhi, Delhi - 110063	Master in Business Administration and having 15 year of experience in Corporate Finance etc.	18/09/2020	07723426	Director
5	Mr. Pradip Kumar Kar	House No. 59, Lane No. 4, Ananda Nagar, Pandu, Guwahati, Assam - 781012	Doctor of Philosophy in Science (Physics), Has worked with RBI and retired as a General Manager.	23/10/2021	09326052	Director
6	Mr. Amol Sinha	202-B, Green Woods Govt. Officer Welfare Society, Phase-1, Pocket P2, Omega 1, Greater Noida, Uttar	Law Graduate and practising Lawyer having 17 years of experience in dealing with matters of Income Tax, Company Law etc	25/11/2021	09411129	Director

		Pradesh - 201310			
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4.1.6 The key financial information of the Acquirer 1 is as follows:

(Rupees in lakhs)

Profit & Loss Statement	Year Ended March 31, 2022 (Audited)	Year Ended March 31, 2023 (Audited)	Year Ended March 31, 2024 (Un-audited)	Period Ended June 30, 2024 (Un-audited)
Income from Operations	7746.94	7634.84	1941.46	1622.69
Other Income	382.07	380.08	94.21	54.02
Total Income	8129.01	8014.92	2035.67	1676.71
Total Expenditure	2386.28	3432.01	1090.96	1419.22
Profit before Depreciation, Interest and Tax	5742.73	4582.91	944.71	257.49
Depreciation	28.90	52.71	33.51	19.76
Interest and Impairment cost	5035.82	4125.49	631.64	170.98
Profit before Tax	678.01	404.71	279.56	66.75
Provision for Tax	(15.14)	175.06	69.89	6.33
Profit after Tax	693.15	229.65	209.67	60.42
Balance Sheet Statement	Year Ended March 31, 2022 (Audited)	Year Ended March 31, 2023 (Audited)	Year Ended March 31, 2024 (Un-audited)	Period Ended June 30, 2024 (Un-audited)
EQUITY AND LIABILITIES				
Shareholder's Fund				
Equity Share Capital	1279.26	1479.26	1479.26	1479.26
Other Equity (Reserves & Surplus) (Other than revaluation reserve)	5703.26	7732.55	7941.70	9177.29
Non-Current Liabilities				
Long Term Borrowings	32650.38	1362.85	674.90	624.69
Long Term Provisions	1.19	2.91	2.43	2.43
Current Liabilities				
Short-Term Borrowings	7622.05	2727.42	4960.19	5528.67
Trade Payables	0	0	0	0
Short Term provisions	0	0	0	0
Other Current Liabilities	2435.20	574.50	1016.40	1360.18
Net Worth	6741.19	9022.78	8884.91	10096.57
Total	49691.35	13879.49	16074.90	18172.53
ASSETS				
Current Assets				
Cash and Cash Equivalents	279.44	2448.48	1672.92	3527.38
Inventories	0	0	1.47	1.47
Trade Receivables	117.77	34.73	0.02	7.37
Short term Loans and Advances	40794.31	3151.91	5110.58	5207.10
Short Term Investments	0	0	0	0
Other Current Assets	1101.87	562.93	867.72	984.90
Non-Current Assets				
Deferred Tax Assets (Net)	90.14	90.66	90.66	90.66
Tangible Assets	24.14	20.94	14.74	13.49
Intangible Assets	4.05	1.61	0.72	0.63
Non -Current Investments	7132.48	7471.47	7871.39	7870.84
Capital work in progress	147.15	96.76	444.68	468.69
Other non-current assets	0	0	0	0
Total	49691.35	13879.49	16074.90	18172.53

Other Financial Data	Year Ended March 31, 2022 (Audited)	Year Ended March 31, 2023 (Audited)	Year Ended March 31, 2024 (Un-audited)	Period Ended June 30, 2024 (Un-audited)
Dividend (%)	-	-	-	-
Earnings Per Share (In Rs.)	5.95	1.76	1.42	0.41
Book Value Per Share	59.96	70.59	53.69	62.04
Return on Net worth (%)	10%	3%	2%	1%

*As Certified by Mr. Vikas Dua (Membership No. 535712) partner of M/s P J M & Associates, Chartered Accountants (Firm Registration Number:029582N), having its office at H-1, 109, Garg Tower, Netaji Subhash Place, Pitampura, Delhi - 110034, Phone Number: 9034343410 Email Id: vikas@pjmindia.in as certified vide his certificate dated August 28, 2024.

- 4.1.7 The Acquirer presently being a limited company and is an unlisted Company.
- 4.1.8 The Acquirer Company is registered with Reserve Bank of India as a Non-Banking Finance Company (“NBFC”) under section 45 IA of the Reserve Bank of India Act, 1934, vide RBI registration no. B-14-00518 originally issued by RBI Regional Office, New Delhi.
- 4.1.9 The Acquirer company does not belong to any group and there is no relationship exists between acquirer and target company and sellers.
- 4.1.10 As per declaration received from the Acquirer-1, as on date of the DPS. The acquirer company is not declared as wilful defaulter by Reserve Bank of India and also not declared as fugitive economic offender.
- 4.1.11 As on the date, the Acquirer has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- 4.1.12 The present promoter of acquirer company is Mr. Kapil Garg.
- 4.1.13 Mr. Kapil Garg, (Acquirer-2) is acting as Promoter and Managing Director of M/s Hindon Mercantile Limited (Acquirer 1).
- 4.1.14. The shares of acquirer company are not listed.
- 4.1.17 **The Name and Other Details of the Compliance Officer of acquirer company is as under:**
Name of the Compliance Officer: Ms. Ruby Chauhan
Address: 202, 2nd Floor, Best Sky Tower, Netaji Subhash Place, Pitam Pura New Delhi-110034
Phone No.: +91 11 43094300, Email id: compliance@mufinfinance.com
- 4.1.18 There have been no merger / de-merger / spin-off during the last preceding 3 (Three) years involving the Acquirer Company.

4.2 ACQUIRER 2– MR. KAPIL GARG

- 4.2.1. Mr. Kapil Garg, S/o Shri Shiv Ratan Garg, aged about 44 years, is residing at CGX-151 DLF, Green Capital Phase-3, Moti Nagar New, Kirti Nagar, West Delhi 110015, India. He is a qualified Chartered Accountant from The Institute of Chartered Accountants of India (‘ICAI’). He has also completed his Bachelor of Laws (L.L.B) from Manav Bharti University in the year 2019. having 20 years of experience in Audit/Finance/Compliance of taxation and managing Non-Banking Finance Company.
- 4.2.2 Mr. Vikas Dua, (Membership No. 535712) partner of M/s P J M & Associates, Chartered Accountants (Firm Registration No. 029582N), having office at H-1, 109, Garg Tower, Netaji Subhash Place, Pitam Pura, 110034, Phone Number: 9034343410, Email Id: vikas@pjmindia.in has certified vide his

certificate dated August 28, 2024, that the Net worth of Mr. Kapil Garg as on August 26, 2024 is Rs 480.69 Crore and further the letter also confirms that he has sufficient liquid funds to fulfil his part of obligations under this offer.

- 4.2.3 As on the date of DPS, he holds directorship in Mufin Green Infra Limited, Bimapay Finsure Private Limited, Mufin Green leasing Private Limited, Mufinpay Payment Solutions Private Limited, Fintelligence Data Science Private Limited, Hindon Account Aggregation Services Private Limited, Electric Mobility Financiers Association of India, Mufin Green Finance Limited, Hindon Peer To Peer Finance Private Limited. He is also partner in Fast Plus Advisory LLP. He is acting as Managing Director of M/s Mufin Green Finance Limited, which is a BSE and NSE listed company and also acting as Managing Director of M/s Hindon Mercantile Limited.
- 4.2.4 As on the date of DPS he has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, (“SEBI Act”).
- 4.2.5 As on the date of DPS, he does not hold equity shares in the target company and have not acquired any equity shares of the Target Company during preceding 12 (Twelve) months from the date of PA.
- 4.2.6 On the basis of data available and to the best of knowledge of acquirer, the acquirer is not declared as wilful defaulter by the Reserve Bank of India and also not declared as fugitive economic offender.
- 4.2.7 He is acting as Managing Director of M/s Hindon Mercantile Limited (Acquirer 1).

BACKGROUND OF THE TARGET COMPANY

LKP FINANCE LIMITED

- 5.1 LKP Finance Limited (Hereinafter referred to as “Target Company”/ “LKP”) was incorporated as ‘Elkaypee Merchant Financing Private Limited’ on May 5, 1984 under the provisions of Companies Act, 1956. Subsequently, the name of the Target Company was changed to ‘LKP Merchant Financing Private Limited’ and a fresh certificate of incorporation was issued on February 13, 1986. Pursuant to conversion of status of the Company, the Company’s name was changed to LKP Merchant Financing Limited on February 13, 1986. Subsequently, Company’s name was further changed to LKP Finance Limited and a fresh certificate of incorporation issued on August 27, 2008. Presently the Registered Office of the company is situated at 203, Embassy Centre, Nariman Point, Mumbai-400021 having corporate identification number: CIN No. L65990MH1984PLC032831. The Company does not belong to any group.

Share Capital Structure of the Target Company as on date is as under:

Paid up equity shares	No. of shares/ voting rights	Percentage of Shares / voting rights
Fully paid-up equity shares	1,25,68,623	100.00
Partly paid-up equity shares	Nil	Nil
Total paid-up equity shares	1,25,68,623	100.00
Total voting rights in the Target Company	1,25,68,623	100.00

- 5.2 All the shares of the Target Company are listed and permitted for trading on the BSE Limited (Scrip Code: 507912).
- 5.3 The Target Company is registered with the Reserve Bank of India (“RBI”) as a Non-Banking Finance Company (“NBFC”) under Section 45 IA of the RBI Act, 1934 having RBI Registration no. B-13.01282 issued by the RBI at Mumbai vide its certificated dated 07th August, 1999.
- 5.4 On the basis of data available, there are no outstanding convertible instruments / partly-paid up equity Shares in the target company. Target Company has not issued any depository receipts of shares in foreign countries till date.

5.5 The Composition of the Board of Directors of the Target Company is as under.

Sr No	Name	DIN No	Date of Original Appointment	Residential Address	Designation
1.	Mr. Pratik Mahendra Doshi	00131122	26/10/2009	Flat No. 11, Sea Glimpse Worli Hill Road, Worli, Mumbai, Maharashtra – 400018	Director
2.	Mr. Dara Jahangir Kalyaniwala	03311200	26/04/2024	J-51, Merwanjee Cama Park, Cama Road, Andheri, (W), Mumbai, Maharashtra - 400058	Director
3.	Mr. Dinesh Kalidas Waghela	00230087	04/12/2020	24/1313, Kher Nagar, Shanti Sadan CHSL, M H B Colony, Bandra East, Mumbai, Maharashtra – 400051	Director
4.	Ms. Saseekala Nair	10122007	25/07/2024	Road View, Ambujavilasom Ram, Vanchiyoor, Trivandrum GPO, VTC, Thiruvananthapuram, Kerala - 695001	Additional Director
5.	Mr. Mahendra Vasantrai Doshi	00123243	01/04/2009	11, Sea Glimpse, Worli Hill Road, Worli, Mumbai, Maharashtra – 400018	Managing Director
6.	Mr. Sajid Mohamed	06878433	03/08/2015	13, 1 st Floor, Nariman Bhavan, NCPA, Nariman Point, Mumbai, Maharashtra – 400021	Director

5.6 There have been no merger / de-merger / spin-off during the last 3 (Three) years involving the Target Company.

5.7 Financial Highlights of the Target Company

The brief audited standalone financial details of the Target Company for the preceding three financial years are as under:

(Rs. in Lakhs)

Statement of Profit and Loss	Year Ended 31st March, 2022	Year Ended 31st March, 2023	Year Ended 31st March, 2024	Quarter Ended 30th June, 2024
	Audited	Audited	Audited	Un-audited
Revenue from Operations	5554.01	2500.22	8260.04	2030.10
Other Income	15.80	7.33	20.85	1.44
Total Income	5569.81	2507.55	8280.89	2031.54
Total Expenditure	1553.25	840.97	1169.50	90.44
Profit before Depreciation, Finance Cost and Tax	4016.56	1666.58	7111.39	1941.10

Depreciation	1.64	3.57	5.69	1.47
Finance Cost	292.89	303.19	322.75	96.82
Profit Before Tax	3722.03	1359.82	6782.95	1842.81
Provision for Tax	441.25	141.13	1277.44	529.10
Profit after Tax	3280.78	1218.69	5505.51	1313.71
Other Comprehensive Income (net of tax)	212.50	(277.58)	589.78	324.72
Total Comprehensive Income	3493.28	941.11	6095.29	1638.43

Balance Sheet Statement	Year Ended 31 st March, 2022	Year Ended 31 st March, 2023	Year Ended 31 st March, 2024	Quarter Ended 30 th June, 2024
	Audited	Audited	Audited	Un – Audited
ASSETS				
Financial Assets				
Cash and Cash Equivalents	1598.23	692.29	192.19	189.92
Bank Balance other than (a) above	722.51	1032.37	1873.63	1897.64
Trade Receivables	174.50	70.22	-	-
Loans	12987.09	11366.54	5611.32	7377.61
Investments	20670.13	23796.96	32802.50	33873.37
Other Financial Assets	580.05	308.87	116.72	84.94
Total Financial Assets	36732.51	37267.25	40596.36	43423.48
Non – Financial Assets				
Current Tax Assets (net)	354.69	241.03	29.54	29.54
Deferred Tax Assets (net)	-	-	-	-
Property, Plant and Equipment	8.19	6.32	5.33	5.31
Right – of – use – Assets	-	11.03	6.69	5.60
Other Non – Financial Assets	1174.44	1184.55	1212.09	1171.83
Total Non – Financial Assets	1537.32	1442.93	1253.65	1212.28
TOTAL ASSETS	38269.83	38710.18	41850.01	44635.76
LIABILITIES AND EQUITY				
Liabilities				
Financial Liabilities				
(a) Payables				
i. Trade Payables	-	43.64	-	-
ii. Other Payables	6.96	10.08	39.90	8.64
Borrowings	8226.07	8725.77	5491.06	6454.24
Lease Liabilities	-	11.21	7.20	6.10
Other Financial Liabilities	591.76	84.42	138.40	40.54
Total Financial Liabilities	8824.79	8875.12	5676.56	6509.52
Non – Financial Liabilities				
Current Tax Liabilities	-	-	151.81	360.54
Provisions	50.70	51.12	39.23	39.23
Deferred Tax Liabilities (net)	529.58	426.13	977.94	1157.52
Other Non – Financial Liabilities	97.19	26.08	80.20	6.23

Total Non – Financial Liabilities	677.37	503.33	1249.18	1563.52
Equity				
Equity Share Capital	1256.86	1256.86	1256.86	1256.86
Other Equity	27510.81	28074.87	33667.41	35305.84
Total Equity	28767.67	29331.73	34924.27	36562.70
TOTAL LIABILITIES AND EQUITY	38269.83	38710.18	41850.01	44635.75

Other Financial Data	Year Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2024	Quarter Ended June 30, 2024
Dividend (%)	30%	10%	40%	NIL
Earnings Per Share (In Rs.)	26.09	9.70	43.80	10.45
Book Value Per Share	228.88	233.37	277.87	290.90
Return on Net worth (%)	11.40%	4.15%	15.76%	3.59%

Source: As Certified by statutory auditor of the Target Company, M/s MGB & Co. LLP, Chartered Accountants (Firm Registration Number: 101169W/W-100035), as certified by Sanjay Kothari, Partner (Membership Number: 048215), having its office at Peninsula Business Park, 19th Floor, Tower B, Lower Parel, Mumbai-400 013, vide his certificate dated 28th August, 2024, Phone Number: +91-22-61246124, Email id: mgbco@mgbco.com.

5.10 The shares of the target company are not currently suspended at BSE Limited.

5.11 Pre and Post - Offer share holding pattern of the Target Company shall be as follows:

Sr. No	Shareholder Category	Shareholding & voting rights prior to the acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/voting rights to be acquired in the open Offer (assuming full acceptance)		Shareholding/voting rights after the acquisition and Offer i.e. (A+B+C)	
		(A)	(A)	(B)	(B)	(C)	(C)	(A+B+C)	(A+B+C)
		No.	%	No.	%	No.	%	No.	%
1	a. Parties to SPA								
	Mr. Mahendra Vasantrai Doshi	11,49,363	9.14	(11,49,363)	(9.14)	Nil	N.A	Nil	N.A
	Mr. Mahendra Vasantrai Doshi on behalf of partnership firm L K Panday	20,72,482	16.49	(20,72,482)	(16.49)	Nil	N.A	Nil	N.A
	Ms. Ira Pratik Doshi	2,00,000	1.59	(2,00,000)	(1.59)	Nil	N.A	Nil	N.A
	Mr. Pratik M Doshi	1,00,722	0.80	(1,00,722)	(0.80)	Nil	N.A	Nil	N.A
	Ms. Samaya Pratik Doshi	2,00,000	1.59	(2,00,000)	(1.59)	Nil	N.A	Nil	N.A
	Ms. Shital Avirat Sonpal	16,725	0.14	(16,725)	(0.14)	Nil	N.A	Nil	N.A
	M/s Bhavana Holdings Private Limited	2,43,058	1.93	(2,43,058)	(1.93)	Nil	N.A	Nil	N.A
	M/s Sea Glimpse Investments Private Limited	17,13,962	13.64	(17,13,962)	(13.64)	Nil	N.A	Nil	N.A
	Total 1(a) Promoter Group	56,96,312	45.32	(56,96,312)	(45.32)	Nil	N.A	Nil	N.A
2.	(a) Acquirer								
	M/s Hindon Mercantile Limited	Nil	NA	56,79,587	45.18	32,67,845	26.00	8947432	71.18

	Mr. Kapil Garg	Nil	NA	16,725	0.14	Nil	Nil	16725	0.14
	Total 2(a)	Nil	NA	56,96,312	45.32	3267845	26.00	8964157	71.32
3	Parties to the Agreement other than 1 2 & 3	Nil	N.A	Nil	Nil	Nil	N.A	Nil	N.A
4.	Public (other than 1 to 3)								
	a. FIs/MFs/FIIs Banks/SFIs etc	859117	6.84	Nil	NA				
	b. Bodies Corporate	2995600	23.83	Nil	NA				
	c. Indian Public	26,09,807	20.76	Nil	NA	(3267845)	(26.00)	3604466	28.68
	d. NRI/OCB	89960	0.71	Nil	NA				
	e. Any other	224007	1.79	Nil	NA				
	f. IEPF Account	93820	0.75	Nil	NA				
	Total 4	6872311	54.68						
	Grand Total (1 to 4)	12568623	100	Nil	N.A	Nil	Nil	12568623	100.00

Notes:

- The data within bracket indicates sale of Equity Shares.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer price

6.1.1 This Offer is pursuant to a direct acquisition.

(a) The equity shares of the Target Company are listed on the BSE. The Equity Shares on BSE are frequently traded, in terms of the SEBI (SAST) Regulations. The annualized trading turnover in the equity shares based on the trading volumes on the BSE for the period from August, 2023 to July, 2024 i.e., 12 (Twelve) calendar month preceding August, 2024, the month in which the Public Announcement was issued are given below: as given below:

Name of the Stock Exchange	Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., August 2023 to July, 2024.	Total Number of Listed Shares	Annualized Trading Turnover (as % of total weighted number of equity shares listed)
BSE	1,78,00,706	1,25,68,623	141.63

Source: www.bseindia.com

(2) Justification of Offer Price

- The Offer Price of Rupees 250.00/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

	Details	Rupees
a.	The Negotiated Price	Rupees.250.00
b.	The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty-Two) weeks immediately preceding the date of PA	Not Applicable
c.	The highest price paid or payable for any acquisition by	Not Applicable

	the Acquirer or PACs during the 26 (Twenty-Six) weeks immediately preceding the date of the PA	
d.	The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE	Rupees. 182.54
e.	The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc: where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer

The details of calculation of volume weighted average price for 60 trading days immediately preceding the date of public announcement is as under:

Sr No.	Date	No.of Shares	Total Turnover (Rs.)
1	27-Aug-24	77191	16585584
2	26-Aug-24	32557	6880240
3	23-Aug-24	15387	3297064
4	22-Aug-24	35372	7656438
5	21-Aug-24	56055	12286371
6	20-Aug-24	15070	3302615
7	19-Aug-24	34570	7630949
8	16-Aug-24	33398	7324843
9	14-Aug-24	48128	10446120
10	13-Aug-24	55074	12149585
11	12-Aug-24	63967	13619251
12	09-Aug-24	94094	19004938
13	08-Aug-24	32592	6594498
14	07-Aug-24	41132	8771141
15	06-Aug-24	97980	21625360
16	05-Aug-24	151592	31246043
17	02-Aug-24	99253	19821299
18	01-Aug-24	21185	4123660
19	31-Jul-24	53697	9836782
20	30-Jul-24	49089	8624614
21	29-Jul-24	22098	3907898
22	26-Jul-24	26782	4839741
23	25-Jul-24	50081	9180173
24	24-Jul-24	12107	2132229
25	23-Jul-24	19469	3403377
26	22-Jul-24	22326	3937494
27	19-Jul-24	27979	4794416
28	18-Jul-24	25721	4569543
29	16-Jul-24	18919	3522197

30	15-Jul-24	37154	6672669
31	12-Jul-24	45721	8391449
32	11-Jul-24	48066	9065266
33	10-Jul-24	212115	40023942
34	09-Jul-24	72953	13113565
35	08-Jul-24	100519	17293009
36	05-Jul-24	77780	12770504
37	04-Jul-24	32806	5145356
38	03-Jul-24	13578	2036204
39	02-Jul-24	10856	1640792
40	01-Jul-24	14811	2203802
41	28-Jun-24	54407	8198380
42	27-Jun-24	17247	2743527
43	26-Jun-24	12821	2050921
44	25-Jun-24	33313	5326203
45	24-Jun-24	38633	6030529
46	21-Jun-24	70438	11621349
47	20-Jun-24	45093	7147748
48	19-Jun-24	58323	8744294
49	18-Jun-24	42417	6088627
50	14-Jun-24	7776	1076208
51	13-Jun-24	9653	1351723
52	12-Jun-24	29192	4052256
53	11-Jun-24	21162	2992472
54	10-Jun-24	61662	8246955
55	07-Jun-24	11742	1516263
56	06-Jun-24	35059	4347904
57	05-Jun-24	45073	5469942
58	04-Jun-24	35374	4491947
59	03-Jun-24	17162	2294949
60	31-May-24	5972	786562
	TOTAL	2651743	484049780
	60 Days VWAP		182.54

Therefore, in view of above, the Offer Price of Rupees 250.00 per share is justified.

- (a) As per Regulation 8(2)(c) of the SEBI (SAST) Regulations, highest price paid for an acquisition by the Acquirers during the 26 (Twenty-Six) weeks immediately preceding the date of the PA is not applicable.
- (b) The Offer Price would be revised in the event of any corporate action like bonus, splits etc., where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the Tendering Period in the Offer.
- (c) In case the Acquirers acquires or agrees to acquire whether by themselves or through PAC or with persons deemed to be acting in concert with them any shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition and would be notified to the Public Shareholders by way of an announcement in all the newspapers in which the DPS was made. Provided that, no such

acquisition shall be made after the third Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

- (d) An upward revision to the Offer Price or to the offer size, if any, on account of competing offers or otherwise, may be done at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the Tendering Period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall (i) make further deposits into the escrow account and (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its registered office of such revision.

- 6.1.2 The Manager to the Offer, that is, D & A Financial Services (P) Ltd does not hold any equity Shares in the Target Company on their own account as at the date of LoF.

6.2 Financial arrangements:

- 6.2.1 Assuming full acceptance, the total fund requirements to meet this Offer is Rs. 81,69,61,250/- (Rupees Eighty-One Crore Sixty-Nine Lakh Sixty-One Thousand Two Hundred and Fifty Only).
- 6.2.2 In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement (“**Escrow Agreement**”) with Axis Bank Limited (“**Escrow Agent**”), having its branch at A-1, Ground Floor, Aurobindo Marg, Adhchini, New Delhi – 110016 and have deposited an amount of Rs. 22,00,00,000/- (Rupees Twenty-Two Crore only)/- in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- 6.2.3 The Acquirer(s) have adequate resources to meet their respective financial obligations of the Offer. The acquisition will be financed through internal / personal resources.
- 6.2.4 The Acquirers have duly empowered M/s D & A Financial Services (P) Limited, Manager to the Offer, to realize the value of the escrow account(s) in terms of the SEBI (SAST) Regulations.
- 6.2.5 In terms of Regulation 17(10)(e), in case of non-fulfilment of obligations by the Acquirer’s, the Manager to the Offer shall ensure realization of escrow amount by way of foreclosure of deposit.
- 6.2.6 Mr. Vikas Dua (Membership No. 535712) partner of M/s P J M Associates, Chartered Accountants (Firm Registration Number: 029582N), having its office at H-1, 109, Garg Tower, Netaji Subhash Place, Pitampura, Delhi - 110034, Phone Number: 9034343410, Email Id: vikas@pjmindia.in ,vide his certificate dated August 28, 2024 based on the information available, certified that the Acquirer-1 has adequate resources and capability to meet its financial obligations under the offer.
- 6.2.7 Mr. Vikas Dua, (Membership No. 535712) partner of M/s P J M & Associates, Chartered Accountants (Firm Registration No. 029582N), having office at H-1, 109, Garg Tower, Netaji Subash Place, PitamPura,110034, Phone Number: 9034343410, Email Id: vikas@pjmindia.in ,have vide his certificate dated August 28, 2024, based on the information available, certified that the Acquirer-2 has adequate resources and capability to meet his financial obligations under the offer.
- 6.2.8 The Manager to the Offer, M/s D & A Financial Services (P) Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

- 7.1.1 The Offer is not subject to any minimum level of acceptances from the Public Shareholders.
- 7.1.2 The Letter of Offer specifying the detailed terms and conditions of this offer along with the form of acceptance-cum-acknowledgement ("**Form of Acceptance**") shall be dispatched to all the Public Shareholders whose name appeared on the register of members of the Target Company as at the close of business hours on **Thursday, 08th October, 2024** ("**Identified Date**") through electronic mode in accordance with provision of Companies Act, 2013. Further, on receipt of request from any shareholder to receive a copy of the letter of Offer in physical format, the same shall be provided.
- The Letter of Offer shall be dispatched to the physical shareholders through Registered Post/Speed Post/Courier or any other mode having proof of delivery.
- 7.1.3 The Offer is subject to the terms and conditions set out in this Letter of Offer, the Form of Acceptance, the PA, the DPS and any other public announcements that may be issued with respect to the Offer.
- 7.1.4 The LoF along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, that is, www.sebi.gov.in and the Public Shareholders can also apply by downloading such forms from the SEBI's website
- 7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this LoF. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.6 Accidental omission to dispatch this Letter of Offer to any member entitled to this open Offer or non-receipt of this Letter of Offer by any member entitled to this open Offer shall not invalidate the open Offer in any manner whatsoever.
- 7.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance sent along with the other documents duly filled in and signed by the applicant Public Shareholder(s)
- 7.1.8 Any equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these equity Shares are not received together with the equity Shares tendered under the Offer.

7.2 Locked in shares: There are no locked in shares in the Target Company.

7.3 Persons eligible to participate in the Offer

Person who have acquired equity shares but whose name do not appeared in the register of members of the Target Company as on Identified Date, or unregistered owners or those who have acquired equity Shares after the Identified date, or those who have not receive the Letter of Offer, may also participate in this offer by submitting an application on plain paper giving details regarding their Offer as set out in the PA, the DPS and this Letter of Offer, which may be obtained from the SEBI's Website, i.e (www.sebi.gov.in) or from Beetal Financial & Computer Services Pvt. Ltd, the Registrar to the offer. The Acquirers and the parties to the SPA including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company are not eligible to participate in the Offer.

7.4 Statutory and Other Approvals

- 7.4.1 The offer is subject to prior approval from Reserve Bank of India (“RBI”) in terms of RBI Master Direction Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, dated October 19, 2023, for transfer of management and control of NBFC.
- 7.4.2 As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirers except approval from Federal Bank of India for the purpose of this offer .
- 7.4.3 As on the date of PA, to the best of the Acquirer’s knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- 7.4.4 The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- 7.4.5 In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirers to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of the time to the Acquirers to make payment of the consideration to the public shareholders whose shares have been accepted in this offer.
- 7.4.6 In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirers shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirers (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 The open Offer will be implemented by the Acquirer’s through stock exchange mechanism as provided under the SEBI (SAST) Regulations and the SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as may be amended from time to time.
- 8.2 BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in the open Offer.
- 8.3 The facility for Acquisition of shares through stock exchange mechanism pursuant to an open Offer shall be available on the BSE in the form of separate window (“**Acquisition Window**”).
- 8.4 The Acquirer (s) has appointed Mansukh Securities & Finance Limited (“**Buying Broker**”) for the open Offer through whom the purchases and settlement of the Offer Shares tendered under the open Offer shall be made.
The contact details of the Buying Broker are as mentioned below:
- | | |
|---------------------------|--|
| Name: | Mansukh Securities & Finance Limited (Member – Bombay Stock Exchange and National Stock Exchange of India Limited) |
| Address: | Mansukh House, 6, Pandav Nagar Delhi-110092 |
| Tel No. | +91-11-47617800/61287800 |
| Email Id: | contact@mansukh.com |
| Contact Person: | Mr. Virender Mansukhani |
| SEBI Registration Number: | INZ000164537 |
- 8.5 All the Public Shareholders who desire to tender their equity Shares under the open Offer will have to intimate their respective stock brokers (“**Selling Brokers**”) within the normal trading hours of the secondary market, during the Tendering Period.

- 8.6 A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity Shares.
- 8.7 The cumulative quantity tendered shall be displayed on the BSE's website throughout the trading session at specific intervals by the stock exchange during the Tendering Period.
- 8.8 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client.
- 8.9 In case any Seller Broker is not registered with the designated stock exchange and therefore the Public Shareholder is unable to tender equity Shares under the Offer, such Public Shareholder may approach the Buying Broker to facilitate tendering of equity Shares under the Offer.

8.10 Procedure for tendering equity Shares held in dematerialized form:

- a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.
 - b) Under the existing mechanism, the shares tendered by the shareholders are required to be directly transferred to the account maintained by the Clearing Corporation.
 - c) As per SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released.
 - d) There is no change in existing Early Pay-in process by investors and custodians.
 - e) Shareholders should therefore ensure to give the instructions in the Depository systems well in advance to ensure all their DEMAT bids placed by the Trading Members are accepted before issue closure time.
 - f) Custodian(s) should deposit shares/ Units through the Early Pay-in mechanism provided by Depositories system before confirmation of the bid orders placed by the Trading Members the bids/ orders.
 - h) On the date of settlement all blocked equity shares will be transferred to the Clearing Corporation and the lien on the excess equity shares will be cancelled.
 - i) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges/ Clearing Corporation, before the opening of the Offer.
 - j) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
 - k) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer
- (a) The Public Shareholders holding equity Shares in demat mode are not required to fill any Form of Acceptance. The Public Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer period.**
- 8.11. Procedure to be followed by registered Public Shareholders holding equity Shares in the physical form**

- a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
- i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original Share Certificates;
 - iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favour of the Acquirers;
 - iv. Self-attested copy of the Shareholder's PAN card;
 - v. Any other Relevant documents such as (but not limited to): • Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement; • Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased; • Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
 - vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- b) The Investor should approach the Seller Member (Trading Member of the Exchange) with his physical share certificate(s), transfer deed etc. as specified in the Letter of Offer/ Offer Documents/ Prospectus.
- c) The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) to print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- d) The Seller Member/ Investor has to deliver the shares & documents along with TRS to the Registrar & Transfer Agent (RTA). Physical Share Certificates to reach RTA within 2 days of bidding by Seller Member.
- e) The holders of physical equity shares shall ensure that the bidding form, together with the share certificate and transfer deed, is received by the share transfer agent appointed for the purpose before the last date of bidding period. f) One copy of the TRS will be retained by RTA and RTA to provide acknowledgement of the same to the Seller Member/ Investor.
- g) The Seller Member's shall be able to view in his terminal such physical share bids as Provisional bids.
- h) The verification of physical certificates shall be completed on the day on which they are received by the RTA
- i) The reasons for RTA rejection will be available as download to the Seller Member.
 - j) As and when the RTA confirms the records, such bids will be treated as confirmed and displayed on Exchange Website.
 - k) In the Seller Member's terminal such physical share bids will be moved from Provisional bids to confirmed bids.
 - l) On acceptance of physical shares by the RTA, the funds received from Buyer Member(s) by the Clearing Corporation (ICCL) will be released to the Seller Member(s) as per secondary market pay out mechanism.
- m) Any excess physical shares pursuant to acceptance/ allotment or rejection will be returned back to the Investors directly by RTA.

- 8.12. Modification / cancellation of orders will not be allowed during the period the Offer is open. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.

Procedure for tendering the shares in case of non-receipt of the Letter of Offer:

- 8.13 Persons who have acquired equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer. A Public Shareholder may participate in the Offer by approaching their broker and tender equity Shares in the open Offer as per the procedure mentioned in the Letter of Offer or in the Form of Acceptance. The Letter of Offer along with Form of Acceptance will be dispatched to all the eligible Public Shareholders of the Target Company as on the Identified Date. In case of non-receipt of this Letter of Offer, such eligible Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or Merchant Bankers' website (www.dnafinserv.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, Public Shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all Public Shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.
- 8.14 The acceptance of the Offer made by the Acquirer's is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirer's does not accept any responsibility for the decision of any Public Shareholder to either participate or to not participate in this Offer. The Acquirer's will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.
- 8.15 The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 8.16 Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any Public Shareholder shall not invalidate the Offer in any way.

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

8.17 Acceptance of equity Shares

Registrar to the Offer shall provide details of order acceptance to clearing corporation within specified timelines. In the event that the number of equity Shares (including demat equity Shares, physical equity Shares and locked-in equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer's shall accept those equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

8.18 Settlement Process

- a. On closure of the offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling

Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation.

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

8.19 Settlement of funds / payment of consideration

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

9. MATERIAL DOCUMENTS FOR INSPECTION

Copies of the following documents are regarded as material documents and are available for inspection at 13, community Centre, East of Kailash, New Delhi - 110065, the corporate office of D & A Financial Services (P) Ltd, the Manager to the Offer. The documents can be inspected during normal business hours (11.00 A.M. to 3.00 P.M.) on all working days (except Saturdays, Sundays and Public / Bank Holidays) from the date of opening of the Offer up till the date of closure of the Offer.

- 9.1 Copy of Certificate of incorporation of the Target Company issued pursuant to the Companies Act, 1956 and Memorandum & Article of Association of the Target Company.
- 9.2 Copy of Certificate of incorporation of the Acquirer Company M/s Hindon Mercantile Limited issued pursuant to the Companies Act, 1956 and Memorandum & Article of Association of the Acquirer Company M/s Hindon Mercantile Limited.
- 9.3 Copy of Certificate issued by Vikas Dua, (Membership No. 535712) partner of M/s P J M & Associates, Chartered Accountants Firm Registration Number: 029582N having office at H-1, 109, Garg Tower, Netaji Subash Place, Pitampura, Delhi - 110034, Phone Number: 9034343410 Email Id: vikas@pjmindia.in , certifying the Net Worth of the Acquirer-1 and Acquirer-1.
- 9.4 Balance Sheet of the Target Company for the financial years 2021-22, 2022-2023 and 2023-24.
- 9.5 Copy of Certificate given by statutory auditor of target company certifying standalone financials of target company for last three-year 2022, 2023 and 2024 as well as for the Quarter ended 30th June, 2024.

- 9.6 Balance Sheet of the Acquirer -1 i.e., M/s Hindon Mercantile Limited for the financial year 2021-22 and 2022-23.
- 9.7 Copy of Certificate given by statutory auditor of acquirer-1 certifying financials of acquirer company for last three-year 2022, 2023 and 2024 as well as for the Quarter ended 30th June, 2024.
- 9.8 Copy of letter from Axis Bank Limited confirming the amount kept in the escrow account.
- 9.9 A Copy of Public Announcement, published copy of Detailed Public Statement, Issue Opening Advertisement and Post Offer Advertisement.
- 9.10 Copy of Share Purchase Agreement dated 28th August, 2024.
- 9.11 A Copy of the recommendation made by the Committee of Independent Directors of the Target Company.
- 9.12 SEBI Observation Letter dated [*] bearing reference number [*]

10. DECLARATION BY THE ACQUIRER(S)

In terms of Regulation 25(3) of the SEBI (SAST) Regulations, we have made all reasonable inquiries, accept responsibility for, and confirm that this Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue. Further, we confirm that the information contained in the Public Announcement, Detailed Public Statement and this Letter of Offer is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Acquirers are responsible for the information contained in this Letter of Offer and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirers would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

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

**Signed by the Acquirer(s)
For M/s Hindon Mercantile Limited**

**Sd/-
(Kapil Garg)
Director**

**Sd/-
(Kapil Garg)**

Place: New Delhi
Date: 11.09.2024

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

OFFER OPENS ON:	22.10.2024
OFFER CLOSESON:	05.11.2024

For Registrar		
Inward No.	Date	Stamp

Date:

To,

**Board of Directors
LKP Finance Limited,
203, Embassy Centre, Nariman Point
Mumbai-400021**

Status: Please tick appropriate box

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Institutional Buyer	<input type="checkbox"/> Mutual Fund
<input type="checkbox"/> Insurance	<input type="checkbox"/> Other NIBs	<input type="checkbox"/> Other QIBs
<input type="checkbox"/> Companies	<input type="checkbox"/> Financial Institution	
<input type="checkbox"/> Company		

Dear Sirs,

Sub: Open Offer to Acquire 32,67,845 fully paid up equity Shares of Rs 10/- each representing 26% of the total share/voting capital of LKP Finance Limited (LKP) at a price of Rs 250.00/- per fully paid equity share having face value of Rs 10- each by M/s Hindon Mercantile Limited and Mr. Kapil Garg

- I / We confirm that the equity shares of LKP which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
- I / We authorize the Acquirer(s) to accept the equity shares so offered or such lesser number of equity shares that the Acquirer(s) may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise the Acquirer (s) to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize the Acquirer(s) to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
- My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold the Acquirer(s), harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer(s) acquiring these equity shares. I / We agree that the Acquirer (s) may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
- I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date the Acquirer(s) makes payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
- I/We note and understand that the shares would held in trust by the Registrar until the time the Acquirer(s) makes payment of purchase consideration as mentioned in the Letter of Offer.
- I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.

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

	1 st Shareholder	2 nd Shareholder	3 rd Shareholder
PAN / GIR No.			

Yours faithfully,
Signed and Delivered:

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

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

ACKNOWLEDGEMENT SLIP
LKP FINANCE LIMITED-OPEN OFFER

Received from _____ (to be filled by the Eligible Person) (subject to verification)
Mr./Ms./M/s.

Ledger Folio _____

No.: _____ No. of Share Certificate submitted: _____

No. of Equity Shares offered under open offer (In Figures) _____ (In Words) _____

STAMP OF BROKER

Please quote Ledger Folio No. for all future correspondence

7. Details of Share Certificate(s) enclosed: _____ Total No. of Share Certificates Submitted

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

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

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS OPEN OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE OPEN OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.

Name: **BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD**
Beetal Finance, 3rd Floor, 99, Madangir, Near Dada Harsukh Das Mandir, New Delhi- 110062
Email: beetalrta@gmail.com Tel. Nos.: 011-29961281-82

Contact Person: Mr. Punit Mittal

Details of other Documents (Please \surd as appropriate, if applicable) enclosed:

- | | |
|---|---|
| <input type="checkbox"/> Power of Attorney

<input type="checkbox"/> Corporate authorizations

<input type="checkbox"/> Succession Certificate

<input type="checkbox"/> Others (please specify): _____ | <input type="checkbox"/> Previous RBI approvals for acquiring the Equity Shares of LKP hereby tendered in the Open Offer

<input type="checkbox"/> Death Certificate
<input type="checkbox"/> Self- attested copy of Permanent Account Number (PAN Card) |
|---|---|

Mode of Payment (Please Tick) Electronic Physical

INSTRUCTIONS

1. This Offer will open on October 22, 2024 and close on November 05, 2024.
2. This Form of Acceptance has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Form of Acceptance.
3. Eligible Persons who wish to tender their equity Shares in response to this open Offer should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before November 05, 2024 by 3.00 PM.
 - a) The relevant Tender Form duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the shares.
 - b) Original share certificates
 - c) Self- attested copy of the Permanent Account Number (PAN) Card
 - d) Transfer deed (Form SH 4) duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the shares
4. Eligible Persons should also provide all relevant documents in addition to the above documents. Such may include (but not limited to):
 - a) Duly attested power of attorney registered with the Registrar if any person other than the Eligible Persons has signed the relevant Tender / Offer Form
 - b) Duly attested death certificate / succession certificate in case any Eligible Persons has expired
 - c) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies
5. Eligible Persons to whom the Open Offer is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. All documents / remittances sent by or to Eligible Persons will be at their own risk and the Eligible Persons are advised to adequately safeguard their interests in this regard.
7. All documents as mentioned above, shall be enclosed with the valid Form of Acceptance otherwise the shares will be liable for rejection. The shares shall be liable for rejection on the following grounds amongst others:
 - a. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
 - b. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Public Shareholder
 - c. If the Eligible Public Shareholders bid the shares but the RTA does not receive the share certificate
 - d. In case the signature in the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
8. Eligible Public Shareholders have to fill up the in the column for settlement details the market type as "Open Offer", and ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that shares can be tendered for open offer.