

## DRAFT LETTER OF OFFER

### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (**DLoF**) is being sent to you as Public Shareholder(s) (*as defined below*) of **DENTAX (INDIA) LIMITED (“Target Company”)**. If you require any clarifications about the action to be taken, you may consult your stockbroker or Investment consultant or Manager/ Registrar to the Offer. In case you have recently sold your Equity Shares of the Target Company, please hand over this DLoF to the purchaser of the Equity Shares or the member of the Stock Exchange through whom the said sale was affected.

### OPEN OFFER (“OFFER”) BY

#### CABANA MANAGEMENT CONSULTANCY PRIVATE LIMITED (‘ACQUIRER 1’)

Registered Office: 1st Flr, Office No.16,CTS No.866 B1, JP Road Village Ambivali, Near Metro Station, Varsova, Andheri (W), Mumbai, Maharashtra – 400058

**Tel. No.:** (+) 91- 8530615372; **Email Id:** sumit@groupmrp.com.

#### MR. SUMIT GOVIND SHARMA (‘ACQUIRER 2’)

**Residing:** Ideal CHS Ltd, A- Wing, Flat No. 401, 4th Floor, Gulmohar road, JVPD Scheme, Nr. Juhu Circle, Vile Parle (W), Mumbai, Maharashtra - 400056

**Tel. No.:** (+) 91- 9892069044; **Email Id:** sumit@groupmrp.com.

#### MS. PRIYA SUMIT SHARMA (‘ACQUIRER 3’)

**Residing:** Ideal CHS Ltd, A- Wing, Flat No. 401, 4th Floor, Gulmohar road, JVPD Scheme, Nr. Juhu Circle, Vile Parle (W), Mumbai, Maharashtra - 400056

**Tel. No.:** (+) 91- 9967069044; **Email Id:** priya.groupmrp@gmail.com.

#### MS. KOUSHAL GOVINDPRASAD SHARMA (‘ACQUIRER 4’)

**Residing:** 7A-12, Juhu Sangeeta Apts, Juhu Road, Opp. SNTD College Santacruz West, Mumbai, Juhu, Mumbai, Maharashtra – 400049

**Tel. No.:** (+) 91- 9892933704; **Email Id:** [koushalsharma1952@gmail.com](mailto:koushalsharma1952@gmail.com).

(HEREINAFTER JOINTLY CALLED AS THE ‘ACQUIRERS’)

**Make a Cash Offer to acquire up to 26,20,363 (Twenty-Six Lakhs Twenty Thousand Three Hundred and Sixty Three) Equity Shares of face value of ₹ 10/- (Rupees Ten) each (‘Offer Shares’) each at a price of ₹ 10/- (Rupees Ten) each representing 26.00% of the emerging voting capital (*as defined below*) of the Target Company in accordance with the Securities And Exchange Board of India (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, As Amended (“SEBI (SAST) REGULATIONS”) (“OPEN OFFER” / “OFFER”) from the Public Shareholders of**

#### DENTAX (INDIA) LIMITED (‘TARGET COMPANY’)

**Registered Office:** MMS Chambers, 4A, Council House Street, 1st Floor, Room No.D1, BBD Bag, Kolkata – 700 001

**Tel. No.** +91- 033 40445753; **E-mail:** [dentaxindia ltd@gmail.com](mailto:dentaxindia ltd@gmail.com); **Website:** [www.dentaxindia ltd.com](http://www.dentaxindia ltd.com)

**CIN:** L51109WB1984PLC037960

1. This Offer (*as defined below*) is being made by the Acquirer pursuant to Regulations 3(1) and 4 and other applicable regulations of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares and control over the Target Company.
2. The Board of Directors of Target Company in their meeting held on January 11, 2023 considered and decided to issue 74,00,000 equity shares to the Acquirers and 7,00,000 to the non-promoters of face value of ₹10/- (Rupees Ten only), fully paid-up, on a preferential basis, at price of ₹ 10/- (Rupees Ten Only) per share on preferential basis pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 and subject to shareholders approval and compliance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations, 2018”), as amended.
3. This offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations, 2011.

4. To the best of the knowledge of the Acquirers, as on the date of this Draft Letter of Offer (“DLOF”), there are no statutory or other approvals required to complete the Open Offer, except in-principle approval from The Calcutta Stock Exchanges for listing of the proposed preferential issue (as defined below).
- 5. This offer is not a competing offer as per Regulation 20 of the SEBI (SAST) Regulations, 2011.**
6. If there is any upward revision in the Offer Price by the Acquirers at any time up to 1 (One) Working Day prior to the commencement of the Tendering Period i.e. up to March 3, 2023 or in the case of withdrawal of Offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the Offer Shares validly tendered anytime during the Tendering Period of the Offer.
7. If there is a competitive bid, then the offer under all subsisting bids shall open and close on the same date.
8. Shareholders, who have accepted the Offer by tendering the requisite documents in terms of the Public Announcement/ Detailed Public Statement / Letter of Offer, shall not be entitled to withdraw such acceptance during the Tendering Period. (Defined below)
9. The procedure for acceptance is set out in paragraph 9 under titled as ‘Procedure for Acceptance and Settlement’ at page 21 of this Draft Letter of Offer
10. A copy of Public Announcement, Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including the Form of Acceptance) is also available on SEBI’s website: [www.sebi.gov.in](http://www.sebi.gov.in).

**All future correspondence, if any, should be addressed to the Manager to the Offer / Registrar to the Offer at the following addresses:**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>KUNVARJI FINSTOCK PRIVATE LIMITED</b>  <b>Registered Office:</b> Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad- 380051  <b>Corporate Office:</b> 05, Ground Floor &amp; 1208-20, 12th Floor, Summit Business Bay, Opp. PVR Cinema, Near Western Express Highway – Metro Station, Andheri(E), Mumbai, Maharashtra - 400093  <b>CIN:</b> U65910GJ1986PTC008979  <b>Contact Person:</b> Mr. Jiten Patel  <b>Tel No.:</b> +91 22 69850000   F: +91 79 2970 2196  <b>Email:</b> <a href="mailto:jiten.patel@kunvarji.com">jiten.patel@kunvarji.com</a>  <b>SEBI Reg. No. :</b> MB/INM000012564</p>	 <p><b>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</b>  <b>Address:</b> Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai – 400011, Maharashtra, India  <b>CIN:</b> U67120MH1993PTC074079  <b>Contact Person:</b> Ms. Deepali Dhuri  <b>Tel No.:</b> + 91 022-23010771 / 49614132  <b>Fax No.:</b> 022 23012517  <b>E-mail Address:</b> <a href="mailto:support@purvashare.com">support@purvashare.com</a>  <b>SEBI Reg. No. :</b> INR000001112</p>
<b>OFFER OPENS ON: 06/03/2023</b>	<b>OFFER CLOSES ON: 20/03/2023</b>

## TENTATIVE SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER

The schedule of major activities under the offer is set out below:

No	ACTIVITY	DATE***	DAY
1	Public Announcement (PA) Date	11/01/2023	Wednesday
2	Publication of Detailed Public Statement (DPS) in the newspapers	18/01/2023	Wednesday
3	Filing of the Draft Letter of Offer with SEBI	25/01/2023	Wednesday
4	Last date for a competing offer*	09/02/2023	Thursday
5	Identified Date**	20/02/2023	Monday
6	Date by which LOF will be dispatched to the shareholders	27/02/2023	Monday
7	Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Offer	02/03/2023	Thursday
8	Last date for revising the Offer Price / Offer Size	03/03/2023	Friday
9	Date of commencement of Tendering Period (Offer Opening Date)	06/03/2023	Monday
10	Date of expiry of Tendering Period (Offer Closing Date)	20/03/2023	Monday
11	Date by which all requirements including payment of consideration would be completed	05/04/2023	Wednesday
12	Post offer Advertisement	13/04/2023	Thursday

\*There has been no competing offer as of the date of this Draft Letter of Offer.

\*\***Identified Date** is only for the purpose of determining the Equity Shareholders of the Target Company as of such date to whom the Letter of Offer would be sent by Email / Post. It is clarified that all the shareholders holding Equity Shares of the Target Company (registered or unregistered) (except the Acquirer, Sellers and promoter and promoter group of the Target Company) are eligible to participate in this Offer any time before the closure of this Offer.

\*\*\*The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly.

## **RISK FACTORS**

**Given below are the risks related to the Underlying Transaction, proposed offer and those associated with Acquirer and is not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Offer, or in association with the Acquirer, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, legal, financial, tax, investment or other consultants and advisors, for understanding and analyzing all risks associated with respect to their participation in this Offer:**

### **A. RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION AND PROPOSED OFFER:**

- 1) To the best of knowledge of the Acquirers, no statutory approvals are required except in-principle approval from the Stock Exchanges for listing of the proposed preferential issue. However, the Offer will be subject to all statutory approvals that may become applicable at a later date. The Acquirers reserves the right to withdraw the Offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011 in the event the requisite statutory approvals for the purpose of this Offer or those that may be necessary at a later date are refused.
- 2) This Offer is a triggered / mandatory offer in terms of Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011.
- 3) The Open Offer is made under the SEBI (SAST) Regulations to acquire up to 26,20,363 Equity Shares representing 26.00% of the Emerging Voting Capital, from the Public Shareholders of the Target Company. If the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that the acquisition of Equity Shares from a Public Shareholders shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (One) only, subject to acquisition of a maximum of 26,20,363 Equity Shares. Accordingly, there is no assurance that all Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted.
- 4) The information pertaining to the Target Company contained in the PA or DPS or this Draft Letter of Offer or any other advertisement / publications made in connection with the Offer has been compiled from information published or provided by the Target Company or the Seller, as the case may be, or publicly available sources. The Acquirer does not accept any responsibility with respect to any misstatement by the Target Company and / or the Seller in relation to such information.
- 5) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This Draft Letter of Offer does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.
- 6) In the event that either (a) the regulatory approvals are not received in a timely manner or (b) there is any litigation to stay the Offer; or (c) SEBI instructs the Acquirer not to proceed with the Offer, then the offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of Target Company, whose Equity Shares have been accepted in the Offer as well as the return of Equity Shares not accepted by Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

- 7) The Equity Shares tendered in this Offer may be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer formalities and the Public Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impacted the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 8) Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this DLoF.
- 9) The Acquirers makes no assurance with respect to any decision by the Public Shareholders on whether or not to participate in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
- 10) The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer / Draft Letter of Offer (DLoF) / Detailed Public Statement (DPS) / Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by Acquirer) would be doing so at his / her / its own risk.
- 11) Public Shareholders should note that those who have tendered Equity Shares in acceptance of the Offer shall not be entitled to withdraw the Equity Shares tendered even in the event of a delay in the acceptance of the Equity Shares under the Offer and / or the dispatch of consideration.
- 12) This DLoF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the DLoF who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

**B. RISK RELATING TO THE ACQUIRERS:**

- 1) The Acquirers and the Manager makes no assurance with respect to the financial performance of the Target Company and expressly disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
- 2) Neither the Acquirers, nor the Manager to the Offer make any assurance with respect to the continuation of past trends in the financial performance or future financial performance of the Target Company.
- 3) Neither the Acquirers, nor the Manager to the Offer can provide any assurance with respect to the market price of the Equity Shares, before, during or after the Offer and each of them expressly disclaim any responsibility or obligation of any kind (except as required by applicable laws) with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.
- 4) The Acquirers makes no assurance with respect to their investment / divestment decisions relating to their proposed shareholding in the Target Company.
- 5) For the purpose of disclosures in the DLOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. All information relating to the Current Promoter and Promoter Group has been obtained from the Promoter and Promoter Group. The accuracy of such details of the Target Company and the Current Promoter and Promoter Group have not been independently verified by the Acquirers and the Manager.
- 6) Under Regulation 38 of the SEBI LODR, 2015, read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding (as determined in accordance with the SCRR) on a continuous basis. Pursuant to completion of this Open Offer and proposed preferential issue, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. In such an event, the Acquirers and/ or the existing promoter and promoter group of the Target Company will ensure compliance with the minimum public shareholding requirements in such manner and timelines as prescribed under applicable law, which may have an adverse effect on the price of the Equity Shares.

**The risk factors set forth above, pertains to this Offer 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, but are only indicative in nature. 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.**

### **CURRENCY OF PRESENTATION**

- 1) In this Draft Letter of Offer, all references to “Rs.” or “₹” are references to the Indian Rupee(s), the official currency of India. Throughout this Draft Letter of Offer, all figures have been expressed in “million”, “thousand”, “lakh” or “crore” unless otherwise specifically stated.
- 2) In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and / or regrouping.

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## 1. DEFINITIONS

Sr.	Abbreviations	Particulars
1.	Acquirers	Cabana Management Consultancy Private Limited ('Acquirer 1'), Mr. Sumit Govind Sharma ('Acquirer 2'), Ms. Priya Sumit Sharma ('Acquirer 3'), Ms. Koushal Govindprasad Sharma ('Acquirer 4').
2.	BSE	BSE Limited
3.	Board of Directors	The Board of Directors of DENTAX (INDIA) LIMITED
4.	Book Value Per Equity Share	Net worth / Number of outstanding Equity Shares
5.	CSE	The Calcutta Stock Exchange Limited (CSE)
6.	Buying Broker	Nikunj Stock Brokers Limited
7.	Companies Act	The Companies Act, 2013 as amended from time to time.
8.	CDSL	Central Depository Services (India) Limited
9.	CIN	Corporate Identity Number
10.	Detailed Public Statement or DPS	Detailed Public Statement in connection with this Offer, published on behalf of the Acquirers in newspaper on January 18, 2023
11.	DIN	Director Identification Number
12.	DP	Depository Participant
13.	Emerging Voting Capital	means the total voting equity share capital of the Target Company expected as of the 10 <sup>th</sup> (Tenth) Working Day (as defined below) from the closure of the Tendering Period of the Offer
14.	EPS	Profit after Tax / Number of Equity Shares issued
15.	Escrow Agreement	Escrow Agreement dated December 15, 2022 between Acquirers, Manager to the Offer and the Escrow bank
16.	Escrow Bank	ICICI Bank Limited dealing through its branch offices at Churchgate, Mumbai.
17.	Equity Shares/ Shares	Fully paid-up Equity Shares of the Target Company, having face value of ₹ 10/- each, unless specified otherwise
18.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
19.	Issued, Subscribed and Paid-up Share Capital	₹ 1,97,83,200/- comprising of 19,78,320/- Equity Shares/voting rights of ₹ 10/- each of the Target Company
20.	Identified Date	The date falling on the 10th working day prior to the commencement of the Tendering Period for the purpose of identifying eligible shareholders to whom the Letter of Offer will be sent.
21.	Draft Letter of Offer/ DLoF	Draft Letter of Offer dated January 25, 2023 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations, 2011
22.	Manager to the Offer or Merchant Banker	Kunvarji Finstock Private Limited
23.	N.A.	Not Available/Not Applicable
24.	NSE	National Stock Exchange of India Limited
25.	NRI	Non Resident Indian
26.	Offer or The Offer or Open Offer	Open Offer for acquisition of up to 26,20,363 (Twenty-Six Lakhs Twenty Thousand Three Hundred Sixty Three) Equity Shares of face value of ₹ 10/- (Rupees Five Only) each being 26.00% of the Emerging Voting Capital of the Target Company at a price of ₹ 10 /- (Rupees Ten Only) per Equity Share, payable in cash.
27.	Offer Period	Period commencing from January 11, 2023 till the date on which the payment of consideration to the public shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be.
28.	Offer Price	₹ 10 /- (Rupees Ten Only) per Equity Share, payable in cash
29.	Offer Size	26,20,363 Equity Shares of face value of ₹ 10/- (each representing 26.00% of the Emerging Voting Capital of the Target Company)
30.	PAT	Profit After Tax



Sr.	Abbreviations	Particulars
31.	Persons eligible to participate in the offer	All owners (registered or unregistered) of Equity Shares of the Target Company who own the shares at any time before the Closure of the Tendering Period , except the Acquirer
32.	Preferential Issue	shall mean the proposed preferential allotment of 74,00,000 equity shares to the Acquirers and 7,00,000 equity shares to the non-promoters of face value of ₹ 10/- at price of ₹ 10/- per equity share for 'Cash', subject to approval of the shareholders and other regulatory approvals (if any).
33.	Public Announcement or PA	Public Announcement dated January 11, 2023 submitted to The Calcutta Stock Exchange Limited (CSE) as well as to SEBI on January 11, 2023 and sent to the Target Company
34.	Public Shareholders	All the Equity Shareholders of the Target Company other than (i) the Acquirers, in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations, 2011
35.	Registrar or Registrar to the Offer	Purva Sharegistry (India) Private Limited
36.	RBI	The Reserve Bank of India
37.	Return on Net Worth	(Profit After Tax / Net Worth) *100
38.	SEBI Act	Securities and Exchange Board of India Act, 1992 as amended from time to time
39.	SEBI	Securities and Exchange Board of India
40.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
41.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
42.	SCRR, 1957	Securities Contracts (Regulation) Rules, 1957 as amended from time to time
43.	Tendering Period	March 6, 2023 to March 20, 2023 (Tentative)
44.	Target Company	Dentax (India) Limited
45.	Underlying Transaction	Proposed Preferential Issue of Equity Shares
45.	Voting Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 <sup>th</sup> (Tenth) working day from the closure of the Tendering Period
46.	Working Day	Working Days of SEBI

Note: All terms beginning with a capital letter used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations, 2011 unless specified. In this Draft Letter of Offer, any reference to the singular will include the plural and vice-versa.

## **2. DISCLAIMER CLAUSE**

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE 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 SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR OF THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER (KUNVARJI FINSTOCK PRIVATE LIMITED) HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JANUARY 25, 2023. TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011 AND SUNSEQUENT AMENDMENTS THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”**

### **2.1 General Disclaimer**

This DLOF together with the PA dated January 11, 2023 and the DPS that was published on January 18, 2023 in connection with the Offer, has been prepared for the purposes of compliance with SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. Neither the delivery of this DLOF and/or the LOF, under any circumstances, create any implication that there has been no change in the affairs of the Target Company and /or the Acquirers, since the date hereof or that the information contained herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirers are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Public Shareholders whose names appear in the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the LOF by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this DLOF and/or the LOF under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them, and shall be construed by them as being sent for information

purposes only. Accordingly, no such Public Shareholder may tender his, her or its Equity Shares in this Offer in such jurisdiction.

Persons in possession of the PA, the DPS, this DLOF, the LOF and/or any other advertisement/publication made or delivered in connection with the Offer are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in this Offer.

### **3. DETAILS OF THE OFFER**

#### **3.1 Background of the Offer**

- 3.1.1 This Offer is being made to acquire substantial shares and control over the Target Company in terms of the provisions of Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011 pursuant to proposed preferential issue.
- 3.1.2 The Board of Directors of Target Company in their meeting held on January 11, 2023 considered and decided to issue 74,00,000 equity shares to the Acquirers and 7,00,000 to the non-promoters of face value of ₹10/- (Rupees Ten only), fully paid-up, on a preferential basis, at price of ₹ 10/- (Rupees Ten Only) per share on preferential basis pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 and subject to shareholders approval and compliance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations, 2018”), as amended.
- 3.1.3 The details of the Selling Shareholders, who have entered into the SPA, with the Acquirer : **Not Applicable**
- 3.1.4 The prime objective of the Acquirers for this Offer is substantial acquisition of Equity Shares and voting rights and control over the management and affairs of the Target Company.
- 3.1.5 The Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.6 The Acquirers has no intention to delist the Target Company pursuant to this Offer.
- 3.1.7 The Acquirers has agreed to abide by their obligations as contained in the SEBI (SAST) Regulations, 2011.
- 3.1.8 The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the DPS, this Draft Letter of Offer and the Letter of Offer that will be dispatched to the Equity Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
- 3.1.9 The Recommendations of the Committee of Independent Directors as constituted by the Board of Directors of the Target Company for the Offer will be published at least 2 (Two) Working Days before the commencement of the Tendering Period, in the same newspapers where the Detailed Public Statement was published and a copy whereof shall be sent to SEBI, CSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the Offer for every competing offer/s.

#### **3.2 Details of the Proposed Offer**

- 3.2.1 The Open Offer is a mandatory open offer being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the proposed preferential issue. Open Offer for acquisition of 26,20,363 (Twenty-Six Lakhs Twenty Thousand Three Hundred Sixty Three) fully Paid-up Equity Shares of the face value of ₹ 10/- (Rupees Ten Only) representing 26.00% (Twenty Six Percent) of the Emerging Voting Capital of the Target Company from the Public Shareholders of the Target Company in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- 3.2.2 In accordance with Regulations 13(1) and 15(1) of SEBI (SAST) Regulations, 2011, the PA was issued on January 11, 2023 by the Manager to the Offer, for and on behalf of the Acquirers. A copy of the said Public Announcement was filed with CSE and SEBI and sent to the Target Company at its registered office on Wednesday, January 11, 2023.

- 3.2.3 The Detailed Public Statement dated January 18, 2023, which was subsequently published in the following newspapers on Wednesday, January 18, 2023, in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations, 2011 was published in the following newspapers:

Publication	Editions	Date & Day
Financial Express (English)	All Editions	January 18, 2023, Wednesday
Duranta Barta (Bengali)	(West Bengal) Edition	January 18, 2023, Wednesday
Jansatta (Hindi)	All Editions	January 18, 2023, Wednesday

**A copy of the Detailed Public Statement has been filed with CSE and sent to SEBI and the Target Company on January 18, 2023. A copy of DPS is also available on the SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in)**

- 3.2.4 As of date of this Draft Letter of Offer, the Target Company doesn't have:
- Any partly paid up shares in the Target Company.
  - Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options etc., which are convertible into Equity Shares at a later stage.
  - Equity Shares which are forfeited or kept in abeyance.
  - Equity Shares which are subject to any lock-in obligations.
- 3.2.5 There is no differential pricing in the Offer.
- 3.2.6 This is not a competitive bid in terms of the provisions of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 3.2.7 The Offer Price has been arrived in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirers in accordance with the SEBI (SAST) Regulations, 2011 will be the Maximum Consideration.
- 3.2.8 This Offer is made to all the Public Shareholders of the Target Company except the Acquirers in terms of provision of the regulation 7(6) of SEBI (SAST) Regulations, 2011.
- 3.2.9 This Offer is not a conditional offer and is not subject to any minimum level of acceptance from the Public Shareholder. Acquirers shall accept the Equity Shares of the Target Company tendered in valid form in terms of this Offer up to a maximum of 26,20,363 (Twenty-Six Lakhs Twenty Thousand Three Hundred and Sixty Three) fully paid-up Equity Shares being 26.00% % of the Emerging Voting Capital of the Target Company at ₹ 2,62,03,630/- (Rupees Two Crores Sixty Two Lakhs Three Thousand Six Hundred and Thirty only).
- 3.2.10 The Acquirers has not acquired any shares of Target Company after the date of PA i.e. January 11, 2023 and up to the date of DLoF.
- 3.2.11 The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all lien, charges and encumbrance. The Sale Shares will be acquired, subject to such Sale Shares being validly tendered in this Open Offer, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the PA, the DPS and as will be set out in the DLoF, and the tendering Public Shareholders shall have obtained all necessary consents required by them to Tender the Offer Shares.
- 3.2.12 The Manager to the Offer does not hold any Equity Shares in the Target Company as of the date of DPS and this DLoF. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.13 As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rule 19A of the SCRR, 1957, the Target Company is required to maintain at least 25.00% (Twenty-Five Percent) of the Public Shareholding, on continuous basis for listing. Pursuant to completion of this offer, assuming full acceptance, the Public Shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR, 1957 and the SEBI (LODR) Regulations, 2015. In this case, the Acquirers undertakes to take necessary steps to facilitate compliance by the Target Company with the relevant provisions of the SEBI (LODR) Regulations, 2015 within the time period mentioned therein or in accordance with such other directions as may be provided by the CSE, in accordance with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations, 2011 and SCRR, 1957.
- 3.2.14 Upon completion of this Offer, assuming full acceptances, the Acquirer will hold 1,00,20,363 (One Crores Twenty Thousand Three Hundred Sixty Three) representing 99.42% of the emerged fully paid up Equity Share of the Target Company.

- 3.2.15 If the Acquirers acquire Equity Shares of the Target Company during the period of 26 (Twenty-Six) Weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose offer Shares have been accepted in the offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011 or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 3.2.16 The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.

### **3.3 Object of the acquisition / offer**

- 3.3.1 The Object of the acquisition is substantial acquisition of Shares/Voting Rights of the Target Company and to control over the management of the Target Company. The Acquirers will continue with existing line of business of the Target Company. Further, the Acquirers may diversify into new businesses subject to necessary compliance and / or approvals.
- 3.3.2 The Acquirers may at its discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including, without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011. No proposal in this regard has been finalized as of the date of this Draft Letter of Offer.
- 3.3.3 In terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011, Acquirers do not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of Target Company in the succeeding 2 (Two) years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the Shareholders of Target Company through a special resolution passed, by way of postal ballot in terms of regulation 25(2) of the SEBI (SAST) Regulations, 2011 and subject to the provisions of applicable laws as may be required.
- 3.3.4 The Acquirers reserve 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 laws, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.5 Pursuant to this Offer and proposed preferential issue, the Acquirers shall become the Promoter of the Target Company in accordance with the provisions of Regulation 31A(10) of the SEBI (LODR) Regulations, 2015.

## **4. BACKGROUND OF ACQUIRERS**

### **4.1 CABANA MANAGEMENT CONSULTANCY PRIVATE LIMITED ('ACQUIRER 1'/ COMPANY)**

- 4.1.1. Cabana Management Consultancy Private Limited ('Acquirer 1') is a private limited company. It was incorporated on March 11, 2020, having registered office address at 1<sup>st</sup> Flr, Office No.16, CTS No. 866 B1, JP Road Village Ambivali, Near Metro Station, Varsova, Andheri (W) Mumbai Maharashtra 400058, contact number is +91-8530615372 and his email id is [sumit@groupmrp.com](mailto:sumit@groupmrp.com)
- 4.1.2. The company's Corporate Identification Number is (CIN) U74999MH2020PTC338704 and its registration number is 338704. Its Authorized Share Capital is ₹. 400 Lakhs with Paid-up Share capital of ₹. 11.27



Lakhs.

- 4.1.3. As per the memorandum of association of the acquirer, one of the main objects of the Acquirer is to engaged in business to act as a consultants and advisers on all matters and problems related to the Technical Industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings) production, marketing, advertisement, publicity personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, scientific research and Development Centres, and to be appointed as technical, financial, industrial administration, civil consultants.
- 4.1.4. Apart from it the company is also involved in investment activities including investment in Properties and some other businesses through its subsidiaries. The directors of the company are Mr. Sumit Govind Sharma and Ms. Priya Sumit Sharma.
- 4.1.5. As on the date of this DLoF, there are no directors representing the Acquirer on the board of the Target Company.
- 4.1.6. The shares of the Acquirer 1 are not listed on any stock exchange in India or abroad.
- 4.1.7. As on date, the Board of Directors of our company is as follows:

Sr. No.	Director Name	Designation	Date of Appointment
1	Sumit Govind Sharma	Director	02/07/2020
2	Priya Sumit Sharma	Director	02/07/2020

## 4.2 SUMIT GOVIND SHARMA ('ACQUIRER 2')

- 4.2.1 Mr. Sumit Govind Sharma ('Acquirer 2') S/o Govin Prasad Sharma, aged 48 years, Indian Resident, resident at Ideal CHS Ltd, A- Wing, Flat No. 401, 4th Floor, Gulmohar Road JVPD Scheme, Near Juhu Circle Vile Parle West, Mumbai 400056, Maharashtra, contact number is +91-9892069044 and his email id is [sumit@groupmrp.com](mailto:sumit@groupmrp.com).
- 4.2.2 Mr. Sumit Govind Sharma is management graduate with more than 22 years of combined experience working with Top Corporates in India & Dubai and also as an Entrepreneur. Areas of specialisation - Marketing, Brand Management, Sales, Customer Experience, Loyalty Programs, Events etc. Having worked with top notch corporates such as UB Group & Walchand Group in India and Khimjee Ramdas Group in Dubai.
- 4.2.3 He is currently the Founder Director & CEO of Groupe MRP India Private Limited (Group). Its a 360\* Marketing Solutions Company which has been providing various marketing services to their esteemed clients for more than 16 years. Group is known for its innovation solutions & out of the Box ideas. They are headquarters in Mumbai, with Brach office in Dubai, Singapore & Boston. Group is looking at starting branch offices in Australia, Kenya, Russia, Chile, Canada, UK in the near Future.

## 4.3 PRIYA SUMIT SHARMA ('ACQUIRER 3')

- 4.3.1 Ms. Priya Sumit Sharma ('Acquirer 3') w/o Sumit Sharma, aged 40 years, the Indian Resident, resident at Ideal CHS Ltd, A- Wing, Flat No. 401, 4th Floor, Gulmohar Road JVPD Scheme, Near Juhu Circle Vile Parle West, Mumbai 400056, Maharashtra, contact number is +91-9967069044 and her email id is [priya.groupmrp@gmail.com](mailto:priya.groupmrp@gmail.com).
- 4.3.2 Ms. Priya Sumit Sharma is a commerce graduate from Mumbai University, with 15 Years of Experience. She is one of the most important pillars of Groupe MRP, since the foundation of the company. Always been there is a major support to sumit, helping him in the growth of the Business etc. She also having expertise in HR & Admin Functions, building of Strategies. Her Strengths are smart workings, vendor relationship, timely execution etc.

## 4.4 KOUSHAL GOVINDPRASAD SHARMA ('ACQUIRER 4')

- 4.4.1 Koushal Govindprasad Sharma ('Acquirer 4') w/o Govindprasad Sharma, aged 70 years, the Indian Resident, , resident at 7A-12, Juhu Sangeeta Apts, Juhu Road, Opp. SNTD College Santacruz West

Mumbai 400049, Maharashtra, contact number is 91-9892933704 and her email id is koushalsharma1952@gmail.com. She is a 10<sup>th</sup> Pass and House wife.

4.5 Name(s) of the companies/ LLP in which Acquirer 2, Acquirer 3 and Acquirer 4 are holds Directorship:

Sr.	Name of the Companies	Name of Acquirers
1.	Rockwell Minerals & Metals Private Limited	Sumit Govind Sharma (‘Acquirer 2’)
2.	Tera Natural Resources Private Limited	
3.	Pioneer Breweries India Private Limited	
4.	Mapula Chemicals Private Limited	
5.	Alps Realty Private Limited	
6.	Bluesun Exports Private Limited	
7.	Monarch Liberty Hospitality Private Limited	
8.	Growon Capital Private Limited	
9.	Amgir Ashianna Real Estate Private Limited	
10.	Groupe Mrp India Private Limited	
1.	Rockwell Minerals & Metals Private Limited	Priya Sumit Sharma (‘Acquirer 3’)
2.	Tera Natural Resources Private Limited	
3.	Pioneer Breweries India Private Limited	
4.	Alps Realty Private Limited	
5.	Bluesun Exports Private Limited	
6.	Groupe Mrp India Private Limited	
7.	Luxexclusive Marketing Private Limited	
8.	Cabana Management Consultancy Private Limited	
1.	None	Koushal Govindprasad Sharma (‘Acquirer 4’)

4.6 Acquirers do not hold any Equity Shares of the Target Company and has not acquired any Equity Share of the Target Company during the 12 (Twelve) months period prior to the date of Public Announcement.

4.7 The Net worth of the **Acquirer 1** as on November 30, 2022, is ₹ 19,80,46,437 (Nineteen Crores Eighty Lakhs Forty Six Thousand Four Hundred and Thirty Seven Only) and the same is certified by Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023.

4.8 The Net worth of the **Acquirer 2** as on November 30, 2022, is ₹ 10,16,59,340 (Rupees Ten Crores Sixteen Lakhs Fifty Nine Thousand Three Hundred and Forty Only) and the same is certified by Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023.

4.9 The Net worth of the **Acquirer 3** as on November 30, 2022, is ₹ 3,17,35,024 (Rupees Three Crores Seventeen Lakhs Thirty Five Thousand and Twenty Four Only) and the same is certified by Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023.

4.10 The Net worth of the **Acquirer 4** as on November 30, 2022, is ₹ 3,81,75,056 (Rupees Three Crores Eighty One Lakhs Seventy Five Thousand Fifty Six Only) and the same is certified by Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023.

4.11 Summary of the audited standalone financial statements of the **Acquirer 1** for the period ended September 30, 2022, subjected to the audited standalone financial statements for the financial year ended March 31, 2022



and March 31, 2021, are as follows:

(Amt. in ₹)			
Profit & Loss Statement	For the six months period ended September 30, 2022	Financial Year Ended March 31, 2022	*Financial Year Ended March 31, 2021
Income from Operation	54,25,000	87,75,000	9,49,00,00
Other Income	73,19,174	78,99,308	20,36,804
Total Income	1,27,44,174	1,66,74,308	1,15,26,804
Total Expenditure	97,97,431	1,61,16,875	80,34,338
Profit before Depreciation, Interest and Tax	1,03,60,202	45,28,077	51,90,393
Depreciation	31,73,265	62,01,900	16,33,572
Interest	42,40,194	53,86,898	64,355
Profit before Tax	29,46,743	5,57,433	34,92,466
Provision for Tax	14,46,287	3,47,215	14,24,872
Profit after Tax	<b>15,00,456</b>	<b>2,10,218</b>	<b>20,67,594</b>
Balance Sheet as Statement	For the six months period ended September 30, 2022	Financial Year Ended March 31, 2022	Financial Year Ended March 31, 2021
<b>Shareholders' Funds</b>			
Share Capital	11,27,610	11,27,610	11,27,610
Reserves & Surplus	19,59,40,169	19,44,39,713	19,42,29,495
Deferred Tax	1,41,381	-	-
Secured Loan	4,79,88,001	4,92,90,455	-
Unsecured Loan	4,06,67,604	1,85,82,769	15,50,000
Trade Payable	4,12,616	7,54,488	6,03,001
Other Current Liabilities	95,56,495	79,27,346	75,24,315
<b>Total</b>	<b>29,58,33,876</b>	<b>27,21,22,381</b>	<b>20,50,34,421</b>
Net Fixed Assets	7,07,365	1,87,899	-
Investments	13,12,07,558	12,99,53,737	12,80,07,552
Deferred Tax Assets (Net)	-	5,905	3,120
Long Term Loans and Advances	82,002	82,002	28,562
Trade Receivables	1,96,000	-	53,440
Cash and bank balance	23,65,845	22,59,931	55,21,957
Short Term Loans and Advances	14,69,74,751	13,12,04,498	6,94,77,374
Other Current Assets	1,43,00,354	84,28,410	19,42,416
<b>Total</b>	<b>29,58,33,876</b>	<b>27,21,22,381</b>	<b>20,50,34,421</b>
Particulars	For the six months period ended September 30, 2022	Financial Year Ended March 31, 2022	Financial Year Ended March 31, 2021
Net Worth	19,70,67,779	19,55,67,323	19,53,57,105
Net Profit / (Loss)	15,00,456	2,10,218	20,67,594
Earnings per Share (₹ Per Share)	13.31	1.86	18.34
Return on Net worth (%)	0.76	0.11	1.06

\*Incorporated on March 11, 2020

4.12 Acquirers do not hold any Equity Shares of the Target Company and have not acquired any Equity Share of the Target Company during the 12 (Twelve) months period prior to the date of Public Announcement.

4.13 The Acquirers have no interest in the Target Company.

4.14 The Acquirers are not part of any group.

## 5. DECLARATIONS BY ACQUIRERS

- 5.1 The Acquirers has confirmed that they are not categorized as a “Wilful Defaulter” in terms of Regulation (1) (ze) of the SEBI (SAST) Regulations, 2011. It has further confirmed that the Acquirers and the other companies, in which it is the promoter and/or director, are not appearing in the wilful defaulters’ list of the Reserve Bank of India.
- 5.2 The Acquirers and the other companies, in which they are the promoter and/or director, have not been prohibited from assessing the capital market under any order/direction passed by SEBI under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 5.3 Based on the information available, the Acquirers has not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) as per Regulation 2(1) (ja) of SEBI (SAST) Regulations, 2011.
- 5.4 The Acquirers undertake that, the Acquirers do not hold any Equity Shares directly or indirectly in the Target Company and are not a director on the board of the Target Company. Further, they have not been represented on the board of directors of the Target Company and none of the directors of the Target Company represents the Acquirers Company.
- 5.5 The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to the Acquirers as they do not hold any shares in the Target Company.
- 5.6 The Acquirers undertake that if it acquires any Equity Shares of the Target Company during the offer period, it will inform to the stock exchange and the Target Company within 24 hours of such acquisitions and it will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period ("TP") and until the closure of the TP in accordance with Regulation 18(6) of SEBI (SAST) Regulations, 2011.
- 5.7 The Acquirers have no interest in the Target Company, except to the extent of Shareholding, voting rights and acquiring control over the Target Company.

## 6. BACKGROUND OF THE TARGET COMPANY – DENTAX (INDIA) LIMITED

- 6.1. The Target Company is a public limited company and was originally incorporated as “Dentax (India) Limited”, bearing CIN No: L51109WB1984PLC037960; vide Certificate of Incorporation dated September 18, 1984 under the provisions of the Companies Act. 1956 and after that the Target Company came with the Initial Public Offer and listed its shares in The Calcutta Stock Exchange Limited (CSE).
- 6.2. The Target Company is engaged in the business of exporters, importer, buyers, sellers, producers, brokers, buying agents, selling agents, commission agents, factors, distributors, stockists, agents, traders, and suppliers of and dealers in all classes and kinds of chemicals organic and/or inorganic, fine or heavy, their mixtures and formulations, Pesticides and insecticides of all kinds, including its formulation, jute, jute goods, jute cuttings, jute rejections, cotton, cotton textiles, yarn, wool silk, handicraft, flex, hemp, rayon, nylon, and other fibrous materials and manmade fibres ready-made garments, food-grains, food products, vegetable products, potato & tobacco & tobacco products, iron, steel, cement, paper, paper board, newsprint, straw board, hard board, tea, coffee, fertilizers, electrical goods, sugar, sugarcane, molasses, plant and machinery, vehicles and other automobile spare parts, tractors and other agricultural implements, tyres, tubes, tyre cord sheets, rubber and rubber products, plastic products, leather and leather products, foot wears, hides, skins metals and minerals and all other goods made thereof or therefrom, electrical, chemical, photographic, surgical and scientific apparatuses, instruments, goods and materials, cordials, drugs, tanins, essence and pharmaceuticals, mineral and oils, paints, pigments and varnishes, compounds, dyestuff, organic or mineral intermediates, paint and colour grinders, proprietary articles of all kinds and for which to carry on business of financiers, contractors, guarantors and warehousemen etc.
- 6.3. The Registered Office of the Target Company is situated at MMS Chambers, 4A Council House Street, 1st Floor, Room No. D1, BBD Bag, Kolkata - 700001, Tel. No. +91 033-40445753, Email: [dentaxindia ltd@gmail.com](mailto:dentaxindia ltd@gmail.com), Web: [www.dentaxindia ltd.com](http://www.dentaxindia ltd.com).
- 6.4. As on the date of DLOF, the Authorized Share Capital of the Target Company is ₹. 2,25,00,000/- comprising of 22,50,000 Equity Shares of ₹ 10/- each. The paid-up Equity Share Capital of the Target Company is ₹. 1,97,83,200/- comprising 19,78,320 Equity Shares of ₹. 10/- each fully paid up.

- 6.5. As on date no other shares are partly paid up-up. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock-in obligations.
- 6.6. The Offer Price will be payable in cash, through bank transfer, by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- 6.7. The Target Company has complied with all the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulation”) (erstwhile Listing Agreement) from time to time and there are no punitive actions except the following instances of non-compliance mentioned hereunder:

The trading in Equity Shares of the Target Company was suspended w.e.f. March 21, 2014 on account of non - compliance with provisions of erstwhile Listing Agreement in respect of various disclosures to be made to the Stock Exchange. The said suspension was revoked with effect from June 05, 2015 vide Notice No. CSE/LD/2015 dated June 04, 2015.

- 6.8 The Promoters of the target company have made delay submission of disclosure required under provisions of SEBI (SAST) Regulations, the details of which are specified as under:

Sr. No.	Name of Promoters	Regulation	Financial Year	Due date for compliance	Actual compliance date	Delay, if any	Status of compliance with Takeover Regulations	Remarks, if any
1.	SRG EQUITY INVESTMENT PVT LTD	29(2)	2016-17	30/09/2016	03/10/2016	NA	COMPLIED	1 DAY DELAYED

- 6.9 As of the date of this Draft Letter of Offer, the Share Capital structure of the Target Company is as follows:

Paid-up Equity Shares of the Target Company	No. of Equity Shares / Voting Rights	Percentage of Emerging Voting Capital
Fully paid up equity shares (Existing)	19,78,320 of ₹ 10/- each	19.63%
Fully Paid up Equity Shares (Proposed preferential issue)	81,00,000 of ₹ 10/- each	80.37%
Partly paid up equity shares	Nil	Nil
Total paid up equity shares (Emerging)	*1,00,78,320 of ₹ 10/- each	100.00%
Total voting rights in TC (Emerging)	1,00,78,320 of ₹ 10/- each	100.00%

\*Including 81,00,000 equity shares proposed to be allotted on preferential Issue.

- 6.10 All the Equity Shares of the Target Company are presently listed on The Calcutta Stock Exchange Limited (CSE) with a Scrip Code of 014093. The ISIN is INE797T01013.
- 6.11 The Equity Shares are not frequently traded within the meaning of definition of ‘frequently traded shares’ under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations, 2011 as of the date of PA.
- 6.12 As of date of this DLOF, there is no subsidiary or holding company of the Target Company.
- 6.13 Presently, there are no outstanding partly paid up shares in the Target Company.
- 6.14 There has been no merger/de-merger, spin off during last 3 (Three) years involving the Target Company.
- 6.15 As of the date of this DLoF, the composition of the Board of Directors of DENTAX (INDIA) LIMITED are as under:

Sr.	Name	Designation	DIN
1	Smt Nita Agarwal	Whole-Time Director	07092762
2	Shri Kailash Dhanuka	Non-executive- Independent	00983370
3	Shri Pankaj Dhanuka	Non-executive- Independent	03183386

4	Shri Ashish Goenka	Non-executive- Independent	06985775
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- 6.16 The financial information of Target Company based on the Audited financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 and Unaudited financial as on September 30, 2022 are as follows:

(Amt. in Lakhs)

Profit & Loss Statement	September 30, 2022	Year ended on March 31		
		2022	2021	2020
Income from Operations	-	4.76	4.98	4.69
Other Income	22.63	31.89	15.27	21.12
<b>Total Income</b>	<b>22.63</b>	<b>36.65</b>	<b>20.25</b>	<b>25.81</b>
<b>Total Expenditure (Excl. Depreciation and Interest)</b>	<b>3.02</b>	<b>15.01</b>	<b>19.40</b>	<b>20.92</b>
<b>Profit Before Exp. Item, Depreciation, Interest and Tax</b>	<b>19.61</b>	<b>21.64</b>	<b>0.85</b>	<b>4.89</b>
Depreciation	-	0.19	0.24	0.24
Interest	-	-	-	-
Exceptional Item	-	-	-	-
<b>Profit/ (Loss) Before Tax</b>	<b>19.61</b>	<b>21.45</b>	<b>0.61</b>	<b>4.65</b>
Provision for Tax	-	-	-	-
<b>Profit/ (Loss) After Tax</b>	<b>19.61</b>	<b>48.75</b>	<b>7.52</b>	<b>(134.52)</b>

Balance Sheet Statement	September 30, 2022	Year ended on March 31		
		2022	2021	2020
<b>Sources of Funds</b>				
Equity Share Capital	197.83	197.83	197.83	197.83
Other Equity	169.05	149.44	100.68	93.15
Secured/Unsecured Loan	-	-	-	-
Other Non-Current Liabilities	-	-	10.30	10.30
Provisions	1.39	1.39	-	-
Trade Payable	11.80	10.09	-	-
Other Current Liabilities	-	-	7.10	1.62
Current Tax Liability	10.31	10.31	1.39	1.39
<b>TOTAL</b>	<b>390.38</b>	<b>369.06</b>	<b>317.31</b>	<b>304.31</b>
<b>Application of Funds</b>				
Property, Plant & Equipment	0.32	0.32	0.50	0.74
Long Term Loans & Advances	-	-	-	-
Deferred tax assets (net)	-	-	-	-
Inventories	-	-	-	-
Investments	35.12	106.40	50.58	60.87
Trade Receivable	17.28	17.28	25.07	31.98
Cash and Cash Equivalents	8.41	1.22	2.14	22.34
Short Term Loans & Advances	-	-	-	-
Other Non-Current Assets	321.06	235.38	210.92	170.63
Other Current assets	8.19	8.46	28.11	17.75
<b>TOTAL</b>	<b>390.38</b>	<b>369.06</b>	<b>317.31</b>	<b>304.31</b>

Other Financial Data	September 30, 2022	Year ended on March 31		
		2022	2021	2020
Dividend (%)	-	-	-	-
Earnings Per Share (₹)	0.99	2.46	0.03	0.24
Net worth	366.88	347.27	298.51	290.99
Return on Net worth (%)	5.35	14.04	2.52	(0.46)
Book Value Per Equity Share	18.55	17.56	15.09	14.71

- 6.17 Pre and Post Shareholding pattern of the Target Company as of the date of this Draft Letter of Offer is

as follows:

Shareholders' Category*	Shareholding and voting rights prior to the Agreement/ acquisition and offer		Shares/voting rights agreed to be acquired which triggered off the Regulations		Shares/ voting rights to be acquired in the Offer (assuming full acceptance)		Shareholding/ voting rights after the acquisition and Offer	
	(A)		(B)		(C)		i.e. = (A+B+C)	
	No.	%	No.	%	No.	%	No.	%
<b>1. Promoter and Promoter Group</b>								
<b>a) Promoter</b>								
<b>Indian</b>								
Ashok Kumar Agarwal (HUF)	15,000	0.76	-	-	-	-	15,000	0.15
SRG Equity Investment Pvt Ltd	200	0.01	-	-	-	-	200	0.00
Mangalam Abasan Ltd	20	0.00	-	-	-	-	20	0.00
<b>Foreign</b>	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-
<b>b) Promoters other than 'a' above</b>								
-	-	-	-	-	-	-	-	-
<b>Total (1) (a+b)</b>	<b>15,220</b>	<b>0.77</b>	-	-	-	-	<b>15,220</b>	<b>0.15</b>
<b>2. Parties to the SPA other than 2 above</b>								
-	-	-	-	-	-	-	-	-
<b>Total (2)</b>	-	-	-	-	-	-	-	-
<b>3. Acquirer</b>								
-	-	-	-	-	-	-	-	-
Cabana Management Consultancy Private Limited	-	-	63,00,000	62.51	26,20,363	26.00	1,00,20,363	99.43
Mr. Sumit Govind Sharma			5,000	0.05				
Ms. Priya Sumit Sharma			9,95,000	9.87				
Ms. Koushal Govindprasad Sharma			1,00,000	0.99				
<b>Total (3)</b>	-	-	<b>74,00,000</b>	<b>73.42</b>	<b>26,20,363</b>	<b>26.00</b>	<b>1,00,20,363</b>	<b>99.43</b>
a) Financial Institutions/ Banks	-	-	-	-	(26,20,363)	(26.00)	42,737	0.42
b) Individuals	14,86,100	75.12	7,00,000	6.95				
c) Others	4,77,000	24.11						
<b>Total (4) (a+b+c)</b>	<b>19,63,100</b>	<b>99.23</b>	<b>7,00,000</b>	<b>6.95</b>	<b>(26,20,363)</b>	<b>(26.00)</b>	<b>42,737</b>	<b>0.42</b>
<b>Grand Total (1+2+3+4)</b>	<b>19,78,320</b>	<b>100.00</b>	<b>81,00,000</b>	<b>80.37</b>			<b>1,00,78,320</b>	<b>100.00</b>

\* Figures are calculated on the basis of Emerging Voting Capital of 1,00,78,320

\*\* The Board of Directors of the Target Company passed a resolution on January 11, 2023 to issue and allot 74,00,000 equity shares to acquirers and 7,00,000 to the non-promoters on preferential basis pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, subject to shareholders and statutory approval.

- 6.18 There are no directions subsisting or proceedings pending against the Target Company and its Promoters, including existing selling promoters, under the SEBI Act and the regulations made thereunder or by any other regulator. Further, no penalties had been or have been levied by SEBI/ RBI or any other regulatory body against the Target Company and its Promoters, including existing promoters. Further, no statutory approvals are pending as of date.

- 6.19 The Target Company and its directors are not or have not been declared as ‘Fugitive Economic Offenders’ under Section 12 of the Fugitive Economic Offenders Act, 2018, including subsequent amendments thereto, nor are they or have they been categorized nor are appearing in the ‘Wilful Defaulter’ list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.
- 6.20 The closing market price of the Equity Shares of the Target Company as of the date of the Public Announcement and the Detailed Public Statement, the trading day after the date of the Public Announcement was as below:

Particulars	Closing Market Price
January 11, 2023, the date of the PA	Nil
January 12, 2023, the next trading day after the PA	Nil
January 18, 2023, the date of the DPS	Nil
January 19, 2023, the next trading day after the DPS	Nil

## 7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 7.1 Justification of Offer Price

- 7.1.1 The Equity Shares of the Target Company are presently listed on The Calcutta Stock Exchange Limited (CSE) having the script code 014093 and the ISIN is INE797T01013. The Equity Shares of the Target Company are not frequently traded on CSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1)(j) of SEBI (SAST) Regulation, 2011.
- 7.1.2 The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the Twelve calendar months prior to the month of PA (i.e. January 01, 2022 to December 31, 2022) is as given below:

Stock Exchange	Time Period	Total No. of Equity Shares traded during the twelve calendar months prior to the month of PA	Total no. of listed Equity Shares	Annualized trading turnover (as % of total Equity Shares listed)
The Calcutta Stock Exchange Limited (CSE)	January 01, 2022 to December 31, 2022	0	19,78,320	0.00%

(Source: [www.cse-india.com](http://www.cse-india.com))

- 7.1.3 The Offer Price of ₹ 10/- (Rupees Ten only) per Equity Share is justified in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, being the highest of the following:

Sr.	Particulars	Price (in ₹ per Equity Share)
1	The highest negotiated price per equity share of the Target Company for acquisition under any agreement attracts the obligation to make a PA of an Open Offer.	10/-
2	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 (Fifty-Two) weeks immediately preceding the date of PA.	Not Applicable
3	The highest price paid or payable for any acquisition by the Acquirer during 26 (Sixty-Two) weeks immediately preceding the date of the PA.	Not Applicable
4	The volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on an exchange, provided such shares are frequently traded.	Not Applicable
5	The per Equity Share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.	Not Applicable
6	Where the shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	10/-*

(\*As certified by CS SHREYANSH M JAIN Registered Valuer (S & FA) (CP No.: ICSIRVO/SFA/38) having an office at B-3-110, Shyam Villa, Nr. Ashirwad Avenue, V I P Road, Surat – 395007; Tel. No.:



+91 95582 19019; Email: rvshreyanshmjain@gmail.com has valued the Equity Shares of Target Company and calculated the fair value per share at ₹ 10/- vide his Share Valuation Report dated January 11, 2023).

- 7.1.4 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations, 2011.
- 7.1.5 If the Acquirers acquire or agree to acquire any Equity 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 in terms of Regulation 8(8) of SEBI (SAST) Regulations, 2011.
- 7.1.6 Provided that no such acquisition shall be made after the 1 (One) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make corresponding increases to the escrow amount (ii) make public announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to CSE, SEBI and the Target Company at its registered office. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011.
- 7.1.7 If the Acquirers acquire Equity Shares of the Target Company during the period of 26 (Twenty-Six) Weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 7.1.8 As on the date of this DLoF, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations, 2011, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 7.1.9 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working day before the date of commencement of the tendering period and would be notified to the shareholders.

## 7.2 Financial Arrangements

- 7.2.1 The total fund requirement for the Open Offer (assuming full acceptance) for the acquisition up to 26,20,363 (Twenty-Six Lakhs Twenty Thousand Three Hundred Sixty Three) Equity Shares from all the Public Shareholders of the Target Company at an Offer Price of ₹ 10/- (Rupees Ten Only) per fully Paid Up Equity Share is ₹ 2,62,03,630 (Rupees Two Crores Sixty Two Lakhs Three Thousands and Six Hundred Thirty Rupees Only). (**“Maximum Consideration”**).
- 7.2.2 The Acquirers have adequate financial resources and has made firm financial arrangements for financing the acquisition of the Equity Shares under the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition will be financed through the internal resources of the Acquirer and no borrowings from any bank and/or financial institution are envisaged.
- 7.2.3 In accordance with Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirers, the Manager to the Offer have entered into an escrow agreement with ICICI Bank Limited, (acting through its branch office at Churchgate, Mumbai, India) on December 15, 2022 for the purpose of the Offer (the **“Offer Escrow Agreement”**). Further the Addendum to Offer Escrow Agreement has been executed between the Acquirers, the Manager to the Offer with ICICI Bank Limited on January 11, 2023 for inclusion of Acquirer 4 in the Offer Escrow Agreement. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, 2011 the Acquirers have deposited cash of ₹ 65,51,000/- (Rupees Sixty Five Lakhs Fifty One Thousand Only) which is 25% of the consideration into the Escrow Account bearing name and style as **“Dentax - Open Offer Escrow Account”** (**‘Escrow Account’**) opened with ICICI Bank Limited.
- 7.2.4 The Acquirers have authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 7.2.5 Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at



B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023 certified that the Acquirers have sufficient resources to meet the fund requirement for the obligation of Open Offer of the Target Company.

- 7.2.6 Based on the above and in the light of the escrow arrangements, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill its obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations, 2011.
- 7.2.7 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, 2011, prior to effecting such revision.

## **8. TERMS AND CONDITIONS OF THE OFFER**

### **8.1 Operational terms and conditions**

- 8.1.1 The Offer is not a conditional offer and is not subject to any minimum level of acceptances from Public Shareholders.
- 8.1.2 The LoF will be dispatched to all the shareholders of Target Company, whose names appear in its Register of Members on February 20, 2023 the Identified Date.
- 8.1.3 The Offer is subject to the terms and conditions set out in this Letter of Offer, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 8.1.4 The LoF would also be available at SEBI's website [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the website.
- 8.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 8.4 of this DLoF. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, if the statutory approvals are refused, the Offer would stand withdrawn. In the event of a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement, in the same newspapers in which the Detailed Public Statement was published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011 and such public announcement also will be sent to SEBI and CSE the Target Company at its registered office.
- 8.1.6 While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible Public Shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever.
- 8.1.7 Any Equity Shares that are the subject matter of the litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares the during the 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.
- 8.1.8 In terms of the Regulation 18(9) of the SEBI (SAST) Regulations, 2011, Public Shareholders who tender their Equity Shares in the Offer shall not be entitled to withdraw such acceptance.

**8.2 Locked in shares:** As on the date of this DLoF, there are no lock-in shares of the Target Company. If any locked-in Equity Shares are tendered in the Open Offer, they may be acquired by the Acquirers subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager to the Open Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares.

### **8.3 Persons eligible to participate in the offer**

- 8.3.1 The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in register of Target Company as on the Identified Date.
- 8.3.2 This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.
- 8.3.3 All Public Shareholders who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Offer.
- 8.3.4 The acceptance of this Offer by the Public Shareholders must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without

assigning any reason whatsoever.

- 8.3.5 All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including, without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer in the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Offer Shares.
- 8.3.6 The acceptance of this Offer is entirely at the discretion of the Public Shareholders.
- 8.3.7 The Acquirers, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of any documents during transit and the Public Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.
- 8.3.8 The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager to the Offer.
- 8.3.9 For any assistance please contact the Manager to the Offer or the Registrar to the Offer.

#### **8.4 Statutory and other Approvals**

- 8.4.1 Public Shareholders of the Target Company who are either NRIs or Overseas Corporate Bodies ('OCBs') and wish to tender their Equity Shares in this Offer shall be required to submit all the applicable approvals (specific and general) from the RBI that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals from the RBI are not submitted, the Acquirer reserve the sole right to reject the Equity Shares tendered by such Public Shareholders in the Offer. This Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs and OCBs.
- 8.4.2 As of the date of this DLoF, there are no statutory approvals required to acquire the Equity Shares tendered pursuant to this Offer except in-principle approval from The Calcutta Stock Exchanges Limited for listing of the proposed preferential issue. If any statutory approvals become applicable, the Offer would be subject to the receipt of such statutory approvals. The Acquirers shall not proceed with the Offer in the event such statutory approvals that are required are refused in terms of Regulation 23 of SEBI (SAST) Regulations, 2011. This Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Offer.
- 8.4.3 The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 (Ten) Working Days from the date of expiry of the Tendering Period to those eligible Public Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.
- 8.4.4 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 8.4.5 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 Public Shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

### **9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT**

The Offer shall be implemented by the Acquirers through the stock exchange mechanism made available by the Stock Exchanges in the form of a separate window called Acquisition Window notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as further amended by SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and any other as may be amended from time to time, issued by SEBI.

BSE Limited (BSE) shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.

The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the offer shall be

available on the BSE in the form of a separate window ('**Acquisition Window**').

All the Public Shareholders who desire to tender their Equity Shares under the offer would have to approach their respective stock brokers ("Selling Broker(s)"), during the normal trading hours of the secondary market during the Tendering Period.

**The buying broker may also act as selling broker for Public Shareholders.**

The Acquirers has appointed M/s. Nikunj Stock Brokers Limited. ("**Buying Broker**") as their 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:** M/s. Nikunj Stock Brokers Limited

**Address:** A-92, Gf, Left Portion, Kamla Nagar, New Delhi-110 007, India.

**SEBI Registration No:** INZ000169335

**Tel No.:** + 011-47030000-01

**Email:** [complianceofficer@nikunjonline.com](mailto:complianceofficer@nikunjonline.com) **Website:** [www.nikunjonline.com](http://www.nikunjonline.com)

**Contact Person:** Mr. Anshul Aggarwal

The Public Shareholders who have registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through electronic means. If Public Shareholders who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the Letter of Offer by stating such shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name /ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such shareholder. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. The Letter of Offer shall be sent to all Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date.

All Public Shareholders holding the Equity Shares in dematerialized form are eligible to participate in this Offer at any time during the period from offer opening date till the Offer Closing Date ("Tendering Period") for this Offer. Further, in accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ Open Offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, Public Shareholders holding securities in physical form are allowed to tender shares in Open Offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations, 2011. The Public Announcement, the Detailed Public Statement, the Letter of Offer and the form of acceptance will also be available on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).

During the Tendering Period, the tender of the Equity Shares by the Public Shareholders in this Offer will be placed through their respective selling brokers during normal trading hours of the secondary market.

The cumulative quantity tendered shall be displayed on the stock exchanges website throughout the trading session at specific intervals by the stock exchanges during Tendering Period.

Modification/cancellation of orders will not be allowed during the Tendering Period.

Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event seller broker(s) are not registered with BSE or NSE, if the shareholder does not have any stock broker then that Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable laws and regulations. **In case Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach the Target Company's broker to bid by using quick UCC facility.** The Public Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit the following details:

**9.1 In case of shareholder being an individual**

(A) If Public Shareholder is registered with KYC Registration Agency ("KRA") - Forms required

- i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable.
  - ii. Know Your Client (KYC) form Documents required (all documents self-attested): Bank details (cancelled cheque)
  - iii. Demat details (Demat Master /Latest Demat statement)
- (B) If Public Shareholder is not registered with KRA - Forms required**
- i. CKYC form including FATCA, IPV, OSV if applicable
  - ii. KRA form
  - iii. KYC form Documents required (all documents self-attested):
  - iv. PAN card copy
  - v. Address proof
  - vi. Bank details (cancelled cheque)
  - vii. Demat details (Demat master /Latest Demat statement)
- It may be noted that other than submission of above forms and documents in person verification may be required.***

## **9.2 In case of Shareholder is HUF**

- (A) If Public Shareholder is registered with KYC Registration Agency (“KRA”) - Forms required**
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
  - ii. KYC form documents required (all documents self-attested): Bank details (cancelled cheque)
  - iii. Demat details (Demat Master /Latest Demat statement)
- (B) If Public Shareholder is not registered with KRA - Forms required**
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
  - ii. KRA form
  - iii. Know Your Client (KYC) form Documents required (all documents self-attested):
  - iv. PAN card copy of HUF & KARTA
  - v. Address proof of HUF & KARTA
  - vi. HUF declaration
  - vii. Bank details (cancelled cheque)
  - viii. Demat details (Demat master /Latest Demat statement)
- It may be noted that other than submission of above forms and documents in person verification may be required.***

## **9.3 In case of Public Shareholder other than Individual and HUF**

- (A) If Public Shareholder is KRA registered - Form required**
- i. Know Your Client (KYC) form Documents required (all documents certified true copy) Bank details (cancelled cheque)
  - ii. Demat details (Demat master /Latest Demat statement)
  - iii. FATCA, IPV, OSV if applicable
  - iv. Latest list of directors/authorised signatories/partners/trustees
  - v. Latest shareholding pattern
  - vi. Board resolution
  - vii. Details of ultimate beneficial owner along with PAN card and address proof
  - viii. Last 2 years financial statements
- (B) If Public Shareholder is not KRA registered: Form required**
- i. KRA form
  - ii. Know Your Client (KYC) form Documents required (all documents certified true copy):
    - a. PAN card copy of company/ firm/trust
    - b. Address proof of company/ firm/trust
    - c. Bank details (cancelled cheque)
  - iii. Demat details (Demat Master /Latest Demat statement)
  - iv. FATCA, IPV, OSV if applicable
  - v. Latest list of directors/authorised signatories /partners/trustees
  - vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
  - vii. Latest shareholding pattern
  - viii. Board resolution/partnership declaration
  - ix. Details of ultimate beneficial owner along with PAN card and address proof
  - x. Last 2 years financial statements
  - xi. MOA/Partnership deed /trust deed

*It may be noted that, other than submission of above forms and documents, in person verification may be required. It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.*

#### **9.4 Procedure for tendering Equity Shares held in dematerialized form**

- 9.4.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective selling broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- 9.4.2 The Selling Broker(s) would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the Stock Exchanges. Before placing the order/bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the stock exchanges or the Clearing Corporation, prior to placing the order/bid by the selling broker.
- 9.4.3 Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the Public Shareholders.
- 9.4.4 Upon placing the order, the selling broker shall provide Transaction Registration Slip (TRS) generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 9.4.5 On receipt of TRS from the respective seller broker, the Public Shareholder has successfully placed the bid in the Offer.
- 9.4.6 Modification/cancellation of orders will not be allowed during the Tendering Period of the offer.
- 9.4.7 For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than 6:00 PM on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 9.4.8 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.
- 9.4.9 The Public Shareholders will have to ensure that they keep their DP account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated offer.
- 9.4.10 The cumulative quantity tendered shall be made available on the website of the BSE ([www.bseindia.com/](http://www.bseindia.com/)) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

#### **9.5 Procedure for tendering Equity Shares held in physical form**

- 9.5.1 In accordance with the Frequently Asked Questions issued by SEBI, 'FAQs – Tendering of physical shares in buyback offer/Open Offer /exit offer /delisting' dated February 20, 2020 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 issued by SEBI the Public Shareholders holding securities in physical form are allowed to tender Equity Shares in Offer through tender offer route. However, such tendering shall be as per the provisions of respective regulations.
- 9.5.2 Public 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 complete set of documents for verification procedures to be carried out including the:
- i. The Form of Acceptance duly signed (by all Public 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 share transfer form(s) duly filed and signed by the transferors (i.e. by all registered Public 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 Acquirer's);
  - iv. Self-attested copy of Public Shareholders' PAN Card;
  - v. Any other relevant documents such as (but not limited to):



- vi. Duly attested power of attorney if any person other than the Public Shareholder has signed the relevant Form of Acceptance.
  - vii. Notarized copy of death certificate/succession certificate or probated will, if original Public Shareholder has deceased.
  - viii. Necessary corporate authorizations, such as board resolutions etc., in case of companies
  - ix. In addition to the above, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
- 9.5.3 Selling Broker should place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Public Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., number of Equity Shares tendered etc.
- 9.5.4 After placement of order, as mentioned in paragraph 9.5.3, the Selling Broker / eligible Public Shareholder must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other required documents either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (Two) days from the Offer Closing Date (by 5 PM). The envelope should be super scribed as “Limited Open Offer”. One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- 9.5.5 Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirers shall be subject to verification as per SEBI (SAST) Regulations, 2011 and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as unphysical bids. Once, Registrar to the Offer confirms the orders it will be treated as ‘confirmed bids’.
- 9.5.6 Public Shareholders who wish to offer their physical Equity Shares in the Offer are requested to send their original documents as will be mentioned in the LOF to the Registrar to the Offer so as to reach them on or before Offer Closing Date.
- 9.5.7 In case, any person has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before Closing Date.

## **9.6 Acceptance of Equity Shares**

- 9.6.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 9.6.2 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in nonmarketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.
- 9.6.3 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

## **9.7 Procedure for tendering the shares in case of non-receipt of Letter of Offer**

- 9.7.1 Public Shareholders 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 unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- 9.7.2 A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Equity Shares in the Offer as per the procedure mentioned in the Draft Letter of Offer.
- 9.7.3 The Draft Letter of Offer will be dispatched to all the Public Shareholders of the Target Company, whose

names appear on the register of members of the Target Company on the Identified Date.

- 9.7.4 In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website i.e. [www.sebi.gov.in](http://www.sebi.gov.in) 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.

## **9.8 Settlement Process**

- 9.8.1 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 of accepted Equity Shares tendered in this Offer shall be provided to the designated stock exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- 9.8.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the acquisition Window Circulars.
- 9.8.3 For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Public Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Public Shareholders. The Public Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 9.8.4 In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective selling broker's settlement accounts for releasing the same to their respective shareholder's account onwards.
- 9.8.5 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.
- 9.8.6 The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the designated stock exchange and the Clearing Corporation from time to time.
- 9.8.7 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.
- 9.8.8 Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned back to the Eligible Shareholder(s) directly by Registrar to the Offer.
- 9.8.9 The direct credit of Equity Shares shall be given to the demat account of Acquirers as indicated by the Buying Broker.
- 9.8.10 Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer.
- 9.8.11 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered shareholders'/ unregistered owners' sole risk to the sole/ first Shareholder/ unregistered owner. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in an event the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Offer by the Public Shareholders holding Equity Shares in the physical form.
- 9.8.12 In case of partial or non-acceptance of orders, the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective selling broker and the selling broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- 9.8.13 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.

- 9.8.14 If Public Shareholders bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Public Shareholder.
- 9.8.15 Public Shareholders who intend to participate in the Offer should consult their respective selling broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the selling broker upon the Public Shareholders for tendering Equity Shares in the offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 9.8.16 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations, 2011.

#### **Note on taxation**

Under current Indian tax laws and regulations, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed Equity Shares on a stock exchange held for more than 12 (Twelve) months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of listed Equity Shares held for a period of 12 (Twelve) months or less, which are sold will be subject to short term capital gains tax provided the transaction is chargeable to STT.

**SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS OFFER**

#### **Tax deduction at source**

##### **1. In case of Resident Shareholders**

In absence of any specific provision under the Income Tax Act, the Acquirers shall not deduct tax on the consideration payable to resident shareholders pursuant to the said Offer.

##### **2. In the case of Non-Resident Shareholders**

Since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident shareholder. It is, therefore, recommended the nonresident shareholder may consult their custodians/ authorized dealers/ tax advisors appropriately.

#### **THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES**

### **10. DOCUMENTS FOR INSPECTION**

The following documents are regarded as material documents and are available for inspection from 10.30 A.M. to 1.00 P.M. on any Working Day, except Saturdays, Sundays and Holidays until the closure of the Offer at the office of the Manager to the Offer to the Offer – Kunvarji Finstock Private Limited, Block B, First Floor, Siddhi Vinayak Towers, Off S.G. Highway Road, Mouje Makarba, Ahmedabad- 380051:

1. The Certificate of Incorporation along with the Memorandum and Articles of Association of the Target Company.
2. Net worth Certificate of the all Acquirers as certified by Mr. Umashankar Kumawat, Chartered Accountant, partner of M/s. J M M K & Co., having its office at B-10, Western Edge II, Behind Metro Cash & Carry, Off W. E. Highway, Borivali East, Mumbai – 400 066 (Firm Registration No.: 120459W) vide his certificate dated January 11, 2023.
3. Audited Financial Reports of the Target Company for last three years.
4. Copy of Escrow Agreement between the Acquirers, Banker to the Offer and Manager to the Offer.
5. Addendum to Escrow Agreement between the Acquirers, Banker to the Offer and Manager to the Offer.

6. Confirmation letter from ICICI Bank Limited confirming the cash deposit of ₹ ₹ 65,51,000/- (Rupees Sixty Five Lakhs Fifty One Thousand Only) which is 25% of the consideration in the Escrow Account.
7. Copy of Public Announcement filed on January 11, 2023 and published copy of the Detailed Public Statement, which appeared in the newspapers on January 18, 2023.
8. A copy of the recommendation made by the Committee of Independent Directors of the Target Company.
9. Memorandum of Understanding between the Acquirers and Kunvarji Finstock Private Limited ('Manager to the Offer').
10. Due diligence certificate dated January 25, 2023, submitted to SEBI by Kunvarji Finstock Private Limited ("Manager to the Offer").
11. Copy of SEBI observation letter, if any.
12. Consent letter from M/s. Nikunj Stock Brokers Limited ('Buying Broker').
13. Copy of consent letter of M/s. Purva Shareregistry (India) Private Limited ('Registrar to the Offer').

## 11. DECLARATION BY ACQUIRER

For the purpose of disclosures in this Draft Letter of Offer relating to the Target Company, the Acquirers have relied on the information provided by the Target Company and have not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers, accept full responsibility for the information contained in this Draft Letter of Offer and also accept responsibility for the obligations of the Acquirers as specified in the SEBI (SAST) Regulations, 2011. The Acquirers shall be responsible for ensuring compliance with the SEBI (SAST) Regulations, 2011 and for its obligations as laid down in the SEBI (SAST) Regulations.

**For and on behalf of the all Acquirers**

\_\_\_\_\_

**Mr. Sumit Govind Sharma**

**Date : January 25, 2023**

**Place: Mumbai**

### Encl:

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

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT ('FOA')****(Please send this Form with enclosures to the Registrar to the Offer at their address given overleaf)**

All terms and expressions used herein shall have the same meaning as described thereto in this DLoF.

Offer Opens / Tendering Period Starts on	06/03/2023
Offer Closes / Tendering Period Ends on	20/03/2023

**FOR OFFICE USE ONLY**

Acceptance Number	
Number of Equity Shares offered	
Number of Equity Shares accepted	
Purchase Consideration in Rupees (Rs.)	
Cheque No. / Pay Order No. / Demand Draft No	

**Shareholder(s) details:**

Name: \_\_\_\_\_

Full Address: \_\_\_\_\_

Dist: \_\_\_\_\_ ; State: \_\_\_\_\_ ; Pin code: \_\_\_\_\_

Tel. No. with STD Code: \_\_\_\_\_ ; Mobile No. \_\_\_\_\_

To,

**Purva Sharegistry (India) Private Limited**

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011

**CIN:** U67120MH1993PTC074079**Contact Person:** Ms. Deepali Dhuri**Tel No:** 022 2301 2518 / 8261**Email:** support@purvashare.com**SEBI Registration No:** INR000001112

Sub.: Open Offer for the acquisition of 26,20,363 Equity Shares of “Dentax (India) Limited” representing 26.00% (Twenty-Six) of the emerging voting capital at a price of Rs. 10/- per Equity Share by the Acquirers under SEBI (SAST) Regulations, 2011.

Dear Sir / Madam,

I/We refer to the DLoF dated January 25, 2023, for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the DLoF and understood its contents including the terms and conditions as mentioned therein.

**For Equity Shares held in physical form:**

I/We accept the Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below:

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

(In case of insufficient space, please use an additional sheet and authenticate the same)

I/We note and understand that the original Equity Share Certificate(s) and valid share Transfer Deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the Acquirer pays the purchase consideration as mentioned in the DLoF.

I/We also note and understand that the Acquirer will pay the purchase consideration only after verification of the documents and signatures.

**Enclosures (please provide the following and √ whichever is applicable):**

- Original Equity Share certificates

- ii. Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- iii. Form of Acceptance – signed by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
- iv. Photocopy of Transaction Registration Slip (TRS) Self-attested copy of PAN card of all the transferor(s)
- v. Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license
- vi. Any other relevant document (but not limited to) such as power of attorney (if any person apart from the shareholder has signed the FOA), corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased etc., as applicable. Shareholders of the Target Company holding physical shares should note that physical shares will not be accepted unless the complete set of documents are submitted.

**For all Public Shareholders (holding Equity Shares in demat or physical form):**

I / We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offer, if any, declared hereafter and that I/we have obtained all the necessary consents to sell the Equity Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares for the Open Offer and that I/we am/are legally entitled to tender the Equity Shares for the Open Offer. I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I/We agree that the Acquirer will pay the consideration as per the secondary market mechanism only after verification of the certificates, documents and signatures, as applicable submitted along with this FOA. I/We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me/us.

I/We give my/our consent to file form FCTRS, if applicable, on my/our behalf. I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to affect the Open Offer in accordance with the SEBI (SAST) Regulations, 2011.

I / We am/are not debarred from dealing in Equity Shares.

I / We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the offer and in terms of the DLoF and I/we further authorize the Acquirer to return to me/us in the demat account/ share certificate(s) in respect of which the open offer is not found valid / not accepted without specifying the reasons thereof. I/We further agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

In case of demat shareholders, I / We note and understand that the Equity Shares would be kept in the pool account of my/our broker and the lien will be marked by Clearing Corporation until the settlement date whereby the Acquirer makes payment of purchase consideration as mentioned in the DLoF. In case of physical shareholders, I / We 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 makes payment of consideration as mentioned in the DLoF or the date by which original share certificate(s), transfer deed(s) and other documents are returned to the shareholders, as the case may be.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961.

I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, I / we will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the

Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We authorize the Acquirer or the Registrars to the Offer to send by registered post/under certificate of posting, the cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

Signed & delivered by	Full name(s) of the shareholder(s)	Signature(s)	PAN
Sole / First shareholder			
Second shareholder			
Third shareholder			

Note: In the case of joint holdings, all holders must sign. In the case of body corporate, the rubber stamp should be affixed and the necessary board resolution must be attached.

Place: \_\_\_\_\_

Date: \_\_\_\_\_

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS DELISTING OFFER SHOULD BE ADDRESSED TO THE REGISTRAR OF THE OFFER AT THE FOLLOWING ADDRESS QUOTING YOUR DP ID/CLIENT ID (IF YOU ARE HOLDING SHARES IN DEMATERIALISED FORM) OR FOLIO NO (IF YOU ARE HOLDING SHARES IN PHYSICAL FORM).**

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

**ACKNOWLEDGEMENT SLIP**

Received from Mr./Mrs. \_\_\_\_\_ a bid form for \_\_\_\_\_ paid up Equity Shares of Dentax (India) Limited at a bid price of \_\_\_\_\_ per share

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID NO.		TRANSFER FORM AND SHARE	
CLIENT ID NO		CERTIFICATES WITH NOS.	

ACKNOWLEDGEMENT	
UNIQUE CLIENT CODE (UCC)	
APPLICATION NUMBER	
DATE OF RECEIPT	
SIGNATURE OF OFFICIAL	

Authorized Signatory Stamp:

Date of Receipt: ..... Place: .....

Registrar to the Offer



**Purva Sharegistry (India) Private Limited**

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Lower Parel East, Mumbai – 400 011

CIN: U67120MH1993PTC074079

Contact Person: Ms. Deepali Dhuri

Tel No: 022 2301 2518 / 8261

Email: support@purvashare.com

SEBI Registration No: INR000001112

## Form No. SH-4 - Securities Transfer Form

*[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]*

Date of execution: \_\_\_/\_\_\_/\_\_\_

**FOR THE CONSIDERATION** stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L51109WB1984PLC037960

Name of the company (in full): Dentax (India) Limited

Name of the Stock Exchange where the company is listed, (if any): Calcutta Stock Exchange Limited (CSE)

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	10/-	10/-	10/-
No. of Securities being Transferred		Consideration received (Rs.)	
In figures	In words	In words	In figures
Distinctive Number	From		
	To		
Corresponding Certificate Nos.			

**Transferors' Particulars**

Registered Folio Number:

Name(s) in full

Signature(s)

1. \_\_\_\_\_

\_\_\_\_\_

2. \_\_\_\_\_

\_\_\_\_\_

3. \_\_\_\_\_

\_\_\_\_\_

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: \_\_\_\_\_ Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_



### Transferee's Particulars

Name in full	Father's/ Mother's/ Spouse Name	Address & E-mail id	Occupation	Existing folio No., if any.	Signature
(1)	(2)	(3)	(4)	(5)	(6)

Folio No. Transferee \_\_\_\_\_

Specimen Signature of Transferee  
\_\_\_\_\_

Value of stamp affixed: Rs. \_\_\_\_\_

Enclosures:

(1) Certificate of shares or debentures or other securities

(2) If no certificate is issued, letter of allotment.

(3) Others, specify \_\_\_\_\_

Stamps

For office use only

Checked by \_\_\_\_\_

Signature tallied by \_\_\_\_\_

Entered in the Register of Transfer on \_\_\_\_\_ vide Transfer no \_\_\_\_\_ Approval Date \_\_\_\_\_

Power of attorney/Probate /Death Certificate/ Letter of Administration

Registered on \_\_\_\_\_ at no. \_\_\_\_\_

On the reverse page of the certificate

Name of the Transferor

Name of the Transferee

No. of shares

Date of Transfer

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature of the Authorized Signatory