

**LETTER OF OFFER***'This document is important and requires your immediate attention'*

This Letter of Offer is being sent to you as the Public Shareholder of Sudev Industries Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or the Registrar. In case you have recently sold your Equity Shares, please hand over this Letter of Offer and the accompanying form of acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER BY**

Name	Acquirer	Address	Contact Details	Email Address
Mr. Vurakaranam Ramakrishna	Acquirer	Resident at 54 Madhavapuri, Sainikpuri Secunderabad, Medchal, Telangana – 500094, India.	+91-9849008099	<a href="mailto:ramakrishna.v@isbsindia.in">ramakrishna.v@isbsindia.in</a>
There is no person acting in concert for this Offer.				

**FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF  
SUDEV INDUSTRIES LIMITED**

**Corporate Identification Number:** L25201UP1992PLC018150;

**Registered Office:** B1/26, Sector - 18, Noida, Gautam Budh Nagar, Noida - 20130, Uttar Pradesh, India;

**Contact Number:** 9920370259 / 9350461080; **Website:** [www.sudev.co.in](http://www.sudev.co.in); **Email Address:** [sudev.ind@gmail.com](mailto:sudev.ind@gmail.com); [info@sudev.co.in](mailto:info@sudev.co.in)

**Open Offer for acquisition of up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital of Sudev Industries Limited at an offer price of Rs. 11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, payable in cash, to the Public Shareholders of the Target Company, by Mr. Vurakaranam Ramakrishna ('Acquirer') pursuant to and in compliance with the provisions of SEBI (SAST) Regulations.**

**Please Note:**

- This Offer is being made by the Acquirer, in pursuance of the provisions of Regulations 3(1), 3(2), and 4 of the SEBI (SAST) Regulations, for substantial acquisition of Equity Shares and Voting Share Capital accompanied with change in control and management of the Target Company.
- As on the date of this Letter of Offer, to the best knowledge of the Acquirer, there are no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Offer. However, the Offer would be subject to all statutory approval(s) as may be required and/or may subsequently become necessary to acquire at any later date.
- This Open Offer is not a conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations and is not subject to any minimum level of acceptance.**
- This is not a competitive offer as per Regulation 20 of the SEBI (SAST) Regulations.**
- This Offer is not subject to a minimum level of acceptance by the Public Shareholders of the Target Company and is not a conditional offer under Regulation 19 of the SEBI (SAST) Regulations.
- Public Shareholders, who have accepted this Offer by tendering the requisite documents in terms of the Offer Documents, shall not be entitled to withdraw such acceptance during the Tendering Period.
- The procedure for acceptance is set out in Paragraph 9 titled as 'Procedure for Tendering the Equity Shares in case of Non-Receipt of the Letter Of Offer' at page 44 of this Letter of Offer.
- Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
- The Offer Price may be subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer up to 1 (One) Working Day prior to commencement of the Tendering Period i.e., Tuesday, July 11, 2023, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the Escrow Amount; (ii) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office, of such revision. However, the Acquirer shall not acquire any Equity Shares after the 3 (Three) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. The same price shall be payable by the Acquirer for all the Equity Shares tendered anytime during the Offer.
- In the event of a withdrawal of the Offer, the Acquirer (through the Manager) shall, within 2 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 and such public announcement will also be sent to SEBI, Stock Exchanges and the Target Company at its registered office.
- The Offer Documents would also be available and accessible at on SEBI's website at [www.sebi.gov.in](http://www.sebi.gov.in), BSE's website at [www.bseindia.com](http://www.bseindia.com), Manager to the Offer's website at [www.swarajshares.com](http://www.swarajshares.com), and Registrar's website at [www.purvashare.com](http://www.purvashare.com).
- For capitalized terms used hereinafter, please refer to the 'Definitions' set out below under the Paragraph 1 titled as 'Definitions and Abbreviations' on page 7 of this Letter of Offer.

**MANAGER TO THE OFFER**

**Swaraj Shares and Securities Private Limited**  
**Corporate Identification Number:** U51101WB2000PTC092621  
**Principal Place of Business:** Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India  
**Contact Person:** Pankita Patel/ Tanmoy Banerjee  
**Tel No.:** +91-22-69649999  
**Email:** [compliance@swarajshares.com](mailto:compliance@swarajshares.com)  
**SEBI Registration No.:** INM00012980  
**Validity:** Permanent

**REGISTRAR TO THE OFFER**

**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED**  
 Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai – 400011, Maharashtra, India  
**Telephone Number:** +022-23010771/ 49614132  
**E-mail Address:** [support@purvashare.com](mailto:support@purvashare.com)  
**Website:** [www.purvashare.com](http://www.purvashare.com)  
**Contact Person:** Ms. Deepali Dhuri  
**SEBI Registration Number:** INR000001112  
**Validity:** Permanent

**OFFER OPENING DATE****WEDNESDAY, JULY 12, 2023****OFFER CLOSING DATE****TUESDAY, JULY 25, 2023**

## SCHEDULE OF THE MAJOR ACTIVITIES RELATING TO THIS OFFER

Sr. No.	Name of the Activity	Schedule of Activities Day and Date	Revised Schedule of Activities Day and Date
1.	Issue date of the Public Announcement	Wednesday, April 12, 2023	Wednesday, April 12, 2023
2.	Publication date of the Detailed Public Statement in the Newspapers	Thursday, April 20, 2023	Thursday, April 20, 2023
3.	Date for filing the Draft Letter of Offer with SEBI	Wednesday, April 26, 2023	Wednesday, April 26, 2023
4.	Last date for Competing Offer(s)	Monday, May 15, 2023	Monday, May 15, 2023
5.	The last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Friday, May 19, 2023	Friday, June 23, 2023
6.	<b>Identified Date</b>	Tuesday, May 23, 2023	Tuesday, June 27, 2023
7.	Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Tuesday, May 30, 2023	Wednesday, July 05, 2023
8.	Last date for publication of the recommendations of the committee of the independent directors of the Target Company to the Public Shareholders for this Offer in the Newspapers	Friday, June 02, 2023	Monday, July 10, 2023
9.	Last date for upward revision of the Offer Price and/or the Offer Size	Monday, June 05, 2023	Tuesday, July 11, 2023
10.	Last date of publication of opening of Offer public announcement in the Newspapers	Monday, June 05, 2023	Tuesday, July 11, 2023
11.	<b>Date of commencement of Tendering Period</b>	Tuesday, June 06, 2023	Wednesday, July 12, 2023
12.	<b>Date of closing of Tendering Period</b>	Monday, June 19, 2023	Tuesday, July 25, 2023
13.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Tuesday, July 04, 2023	Tuesday, August 08, 2023
14.	Last date for publication of post-Offer public announcement in the Newspapers	Tuesday, July 11, 2023	Wednesday, August 16, 2023

*Note:*

*To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.*

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

*\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.*

**RISK FACTORS RELATING TO THE UNDERLYING TRANSACTION, THE PROPOSED OFFER, AND PROBABLE RISKS INVOLVED IN ASSOCIATING WITH THE ACQUIRER**

**For capitalized terms used hereinafter, please refer to the ‘Definitions’ set out below:**

**A. Risks relating to Underlying Transaction**

1. The Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement, including:
  - (a) Receipt of all statutory approvals as set out in Paragraph 8.6 titled as ‘*Statutory Approvals and conditions of the Offer*’ at page 32 of this Letter of Offer and those which become applicable prior to the completion of this Offer;
  - (b) The satisfaction or waiver of the various conditions under the Share Purchase Agreement, including those conditions set out in paragraph 3.1.6 at page 13 of this Letter of Offer, and if these conditions are not satisfied or waived and subsequently terminated in accordance with the terms of the Share Purchase Agreement, then the Underlying Transaction may be terminated.
2. The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

**B. Risks relating to this Offer**

1. This Offer is a mandatory open offer to acquire up to 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital of the Target Company from the Public Shareholders. In the case of oversubscription in this Offer, as per the SEBI (SAST) Regulations, acceptance of the Equity Shares would be determined on a proportionate basis, and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in this Offer will be accepted.
2. To the best of the knowledge of the Acquirer, as on the date of this Letter of Offer, there are no statutory or other approvals required for the acquisition of the Equity Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer other than as indicated in paragraph 8.6 titled as ‘*Statutory Approvals and conditions of the Offer*’ at page 32 of this Letter of Offer. However, in case any other statutory approvals become applicable and are required by the Acquirer at a later date before the closure of the Offer Period, this Open Offer shall be subject to receipt of such further approvals. If there is a delay in receipt of any applicable statutory or other approvals, then the Open Offer process may be delayed beyond the dates indicated in the schedule of major activities of the Open Offer disclosed on page 2 of this Letter of Offer. In case Equity Shares are tendered in the Open Offer and a delay is caused due to delay in receipt of any applicable statutory or other approvals, the payment of consideration to Public Shareholders whose Equity Shares have been accepted under the Open Offer as well as release of the lien marked against the Equity Shares not accepted by the Acquirer may be delayed.
3. In the event that either:
  - (a) Regulatory approval is not received in a timely manner, or
  - (b) There is any litigation leading to stay on this Offer, or
  - (c) SEBI instructs the Acquirer not to proceed with this Offer,

then the Offer process may be delayed beyond the Schedule of Activities indicated in this Letter of Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirer may be delayed. In case of delay, due to non-receipt of statutory approvals, as per Regulation 18 (11) of the SEBI (SAST) Regulations, then SEBI may, if satisfied that the non-receipt of approvals was not attributable to any willful default, negligence, or failure on the part of the Acquirer to diligently pursue such approvals, grant an extension for the purpose of completion of this Offer,

subject to the Acquirer agreeing to pay interest to the Public Shareholders for the delay beyond the 10<sup>th</sup> (Tenth) Working Day from the date of closure of the Tendering Period, as may be specified by SEBI.

4. Public Shareholders should note that the Equity Shares tendered by them and accepted in this Offer shall not be entitled to be withdrawn post-acceptance of such Equity Shares during the Tendering Period, even if the acceptance of such Equity Shares under this Offer and the payment of consideration gets delayed. The tendered Equity Shares and documents would be held by the Registrar, till such time as the process of acceptance of tenders and the payment of consideration is completed.
5. This Offer is subject to the receipt of statutory and regulatory approvals by the Acquirer. The Acquirer may not be able to proceed with this Offer in the event the approvals are not received in terms of the Regulation 23 of the SEBI (SAST) Regulations. Further delay, if any, in the receipt of these approvals may delay completion of this Offer.
6. Non-residents and overseas corporate bodies (the 'OCBs') holding the Equity Shares must obtain all requisite approvals, if any, to tender the Equity Shares held by them in this Offer. Further, if the Public Shareholders who are not person's resident in India had required any approvals (including from Reserve Bank of India 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 Equity Shares held by them pursuant to this Offer, along with the documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, the Acquirer reserves his right to reject such Equity Shares tendered under this Offer. If the Equity Shares are held under general permission of the Reserve Bank of India, the non-resident Public Shareholder or OCB should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
7. This Letter of Offer/ and the Letter of Offer has not been filed, registered, or approved in any jurisdiction outside India. Recipients of this Letter of Offer, 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 the applicable laws or regulations or would subject the Acquirer or the Manager to any new or additional registration requirements.
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 Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

#### **C. Risks involved in associating with the Acquirer**

1. The Acquirer intends to acquire up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, at an offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, payable in cash, under the SEBI (SAST) Regulations. The Target Company does not have any partly paid-up Equity Shares as on the date of this Letter of Offer. The Equity Shares and the documents tendered in this Offer will be held in trust by the Registrar until the completion of this Offer formalities, and the Public Shareholders will not be able to trade in such Equity Shares thereafter. Post this Offer, the Acquirer will have significant equity ownership and effective management control over the Target Company, pursuant to the provisions of Regulations 3(1), 3(2) and 4 of the SEBI (SAST) Regulations.
2. The Acquirer makes no assurance with respect to the market price of the Equity Shares during the Offer Period and upon the completion of this Offer and disclaim any responsibilities with respect to any decision by the Public Shareholders on whether to participate in this Offer. The Acquirer makes no assurance with respect to the financial performance of the Target Company.
3. The Acquirer and the Manager to the Offer, accept no responsibility for the statements made otherwise than in the Offer Documents or in the advertisement or any materials issued by or at the instance of the Acquirer and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

4. The Acquirer does not make any assurance with respect to his investment or divestment decisions relating to his proposed shareholding in the Target Company.
5. Neither the Acquirer nor the Manager nor the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slip, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
6. As per Regulation 38 of SEBI (LODR) Regulations read with Rule 19A of the SCRR (*as defined below*), the Target Company is required to maintain at least 25.00% public shareholding, as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, the public shareholding in the Target Company may fall below such minimum public shareholding requirement. Any failure to comply with the conditions of the SCRR and the SEBI (LODR) Regulations could have an adverse effect on the price and tradability of the Equity Shares.
7. For the purpose of disclosures in the Letter of Offer, all information relating to the:
  - (a) Target Company has been obtained from publicly available sources or from the Target Company;
  - (b) The information pertaining to the Target Company contained in the Public Announcement, Detailed Public Statement, Draft Letter of Offer or this Letter of Offer or any other advertisement/ publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, or publicly available sources. Such information has not been independently verified either by the Acquirer or by the Manger to the Offer. The Acquirer does not accept any responsibility with respect to any misstatement of information disclosed pertaining to the Target Company.

**The risk factors set forth above pertaining to this Offer, 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 this Offer. Public Shareholders of the Target Company are advised to consult their stockbrokers or investment consultants, if any, for further risk with respect to their participation in this Offer. Each Public Shareholder of the Target Company is hereby advised to consult with their legal, financial, tax, investment, or other advisors and consultants of their choice, if any, for further risks with respect to each such Public Shareholder's participation in this Offer and related transfer of Equity Shares to the Acquirer.**

#### **CURRENCY OF PRESENTATION**

1. In this Letter of Offer, all references to '₹', 'Rs.', 'Rupees', 'Re', 'Rupee' are references to the official currency of India.
2. In this 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 AND ABBREVIATIONS

Abbreviations	Particulars
Acquirer	Mr. Vurakaranam Ramakrishna S/o Mr. Nageswara Rao Vurakaranam, aged 62 years, Indian Resident, bearing Permanent Account Number 'ABMPV2797E' under the Income Tax Act, 1961, resident at 54 Madhavapuri, Sainikpuri Secunderabad, Medchal, Telangana – 500094, India.
Acquisition Window	This Offer will be implemented by the Acquirer through the stock exchange mechanism made available by the Stock Exchanges in the form of separate window
Acquisition Window Circulars	SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended, read along with SEBI circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended, and SEBI circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, issued by SEBI
Board of Directors	The Board means the Board of Directors of the Target Company
BOI	Body of individuals
Book Value per Equity Share	Net-Worth / Number of Equity Share
BSE	BSE Limited is one of the stock exchanges where presently the Equity Shares of the Target Company is listed.
Buying Broker	NNM Securities Private Limited, the registered broker for this Offer as appointed by the Acquirer through whom the purchases and the settlement of the Offer shall be made.
Calcutta Stock Exchange/ CSE	The Calcutta Stock Exchange Limited is one of the stock exchanges where presently the Equity Shares of the Target Company are listed.
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made thereunder
Depositories	CDSL and NSDL
DIN	Director Identification Number
Draft Letter of Offer	Draft Letter of Offer dated Wednesday, April 26, 2023, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its Observations
DP	Depository Participant
DPS/ Detailed Public Statement	Detailed Public Statement dated Wednesday, April 19, 2023, in connection with this Offer, published on behalf of the Acquirer on Thursday, April 20, 2023, in Financial Express (English) (All Editions), Jansatta (Hindi) (All Editions), Jansatta (Hindi) Noida Edition, Mumbai Lakshadweep (Marathi) (Mumbai Edition)
ECS	Electronic Clearing Service
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period
Escrow Agreement	Escrow Agreement, dated Wednesday, April 12, 2023, entered amongst and between the Acquirer, the Escrow Banker, and the Manager to the Offer
Escrow Account	The escrow account is opened in the name and style of 'SUDIN – Open Offer Escrow Account' opened by the Acquirer with the Escrow Bank, in accordance with the SEBI (SAST) Regulations
Escrow Amount	The amount aggregating to Rs.1,25,00,000.00/- (Rupees One Crore Twenty-Five Lakhs Only) maintained by the Acquirer with the Escrow Banker, in accordance with the Escrow Agreement
Escrow Banker	Kotak Mahindra Bank Limited

Abbreviations		Particulars
Escrow Account	Demat	The DP name, DP-ID, account number together with a photocopy or counterfoil of the delivery instruction slip in 'off-market' mode duly acknowledged by the DP for transferring the Equity Shares to the special depository account
Equity Shares		The fully paid-up equity shares of the Target Company of face value of Rs.10.00/- (Rupees Ten Only) each
Equity Share Capital		The fully paid-up Equity Share capital of the Target Company is Rs.4,21,33,000.00/- (Rupees Four Crores Twenty-One Lakhs Thirty-Three Thousand Only) comprising of 42,13,300 (Forty-Two Lakhs Thirteen Thousand and Three Hundred) Equity Shares (Considering the allotment of re-issued forfeited Equity Shares on preferential basis);
Expanded Share Capital	Voting	Expanded voting share capital shall mean the total voting Equity Share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) Working Day from the closure of the Tendering Period for this Offer. This includes the existing 27,88,175 (Twenty-Seven Lakhs Eighty-Eight Thousand One Hundred and Seventy-Five) Equity Shares, and the re-issued forfeited 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares on preferential basis to Mr. Vurakaranam Ramakrishna, the Acquirer.
Finance Act		The Finance Act, 2022, as amended
FEMA		Foreign Exchange Management Act, 1999, as amended
FIIIs		Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIPB		Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FPIs		Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
HUF		Hindu undivided family
Identified Date		The date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, being Tuesday, June 27, 2023.
IT Act		Income Tax Act, 1961, as amended and modified from time to time
ISIN		International Securities Identification Number
IFSC		Indian Financial System Code
Letter of Offer		This Letter of Offer dated Saturday, July 01, 2023, along with along with Form of Acceptance-Cum-Acknowledgement (for holding Equity Shares in physical form), and Form SH-4 Securities Transfer Form filed with Stock Exchanges and SEBI
Manager to the Offer		Swaraj Shares and Securities Private Limited
Maximum Consideration		The total funding requirement for this Offer, assuming full acceptance of this Offer being of Rs.1,24,88,221.20/- (One Crore Twenty-Four Lakhs Eighty-Eight Thousand Two Hundred and Twenty-One Rupees and Twenty-Paise Only).
NEFT		National electronic funds transfer
Newspapers		Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Jansatta (Hindi daily) (Noida Edition), and Mumbai Lakshadweep (Marathi daily) (Mumbai Edition), wherein the Detailed Public statement shall be published in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations.
NoC		No-objection certificate
NRI/s		Non - Resident Indians
NSDL		National Securities Depository Limited
OCBs		Overseas corporate bodies
Offer		Open offer being made by the Acquirer for acquisition of up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% of the



<b>Abbreviations</b>	<b>Particulars</b>
	Expanded Voting Share Capital of the Target Company, at a price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, payable in cash, assuming full acceptance aggregating to a maximum consideration of Rs.1,24,88,221.20/- (One Crore Twenty-Four Lakhs Eighty-Eight Thousand Two Hundred and Twenty-One Rupees and Twenty-Paise Only).
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager
Offer Period	The period from the date of entering into an agreement, to acquire the Sale Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Wednesday, April 12, 2023, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Offer Share. The offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the date of the outcome of the board meeting of preferential allotment being Monday, May 16, 2022, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, as an open offer had previously been triggered due to preferential allotment to the Acquirer by the Target Company, in pursuance of which a public announcement should have had been made on Monday, May 16, 2022.
Offer Shares	10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares
Offer Size	10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company
Off-Market Form of Acceptance cum-Acknowledgement	The instructions, authorizations and provisions contained in the off-market Form of Acceptance cum- Acknowledgement
On-Market Form of Acceptance cum-Acknowledgement	The instructions, authorizations and provisions contained in the on-market Form of Acceptance cum- Acknowledgement
PA/ Public Announcement	Public Announcement dated Wednesday, April 12, 2023.
PAN	Permanent Account Number
PAT	Profit After Tax
Preferential Allotment/ Re-Issue of Forfeited Shares	The allotment of 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares, representing 33.82% (Thirty-Three point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company, on the preferential issue and private placement basis to the Acquirer.
Promoters	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Ms. Anupma Agarwal, Mr. Rajiv Agarwal, Ms. Indu Bala Agarwal, Late Mr. Jawahar Lal Gupta, M/s Sudev Financial Consultants Limited, M/s Sudev Exports Limited, and M/s Sudev Constructions Private Limited.
Promoter Sellers	The existing promoters and members of the promoter and promoter group of the Target Company being, Mr. Rajiv Agarwal, Ms. Anupma Agarwal, and Ms. Indu Bala Agarwal.
Public Shareholders	All the equity shareholders of the Target Company other than (i) the Acquirer, (ii) the parties to the Share Purchase Agreement, and (iii) persons deemed to be acting in concert with parties

Abbreviations	Particulars
	at (i) and (ii) for undertaking the sale of the Sale Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
RBI	Reserve Bank of India
Registrar	Purva Shareregistry (India) Private Limited
Return on Net Worth	Profit After Tax/ Net-Worth
RTGS	Real Time Gross Settlement
Sale Shares	3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, representing 7.38% (Seven-point Three Eight Percent) of the Expanded Voting Share Capital of the Target Company.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof
Selling Broker	Respective stockbrokers of all the Public Shareholders who desire to tender their Equity Shares under this Offer
Share Purchase Agreement	The Share Purchase Agreement dated Wednesday, April 12, 2023, executed between the Acquirer and the Promoter Sellers, pursuant to which the Acquirer has agreed to acquire 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, representing 7.38% (Seven point Three Eight Percent) of the Expanded Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of Rs.10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of Rs.31,06,000.00/- (Rupees Thirty-One Lakhs and Six Thousand Only).
Stock Exchanges	BSE Limited and The Calcutta Stock Exchange Limited, the stock exchanges where presently the Equity Shares of the Target Company are listed.
STT	Securities Transaction Tax
Target Company/SUDIN	The Target Company is 'Sudev Industries Limited' and bears CIN 'L25201UP1992PLC018150', with its registered office located at B1/26, Sector - 18, Noida, Gautam Budh Nagar, Noida – 201301, Uttar Pradesh, India.
Tendering Period	The period commencing from Wednesday, July 12, 2023, and ending on Tuesday, July 25, 2023, both days inclusive
TRS	Transaction Registration Slip
Underlying Transaction	The transaction for sale and purchase of the Sale Shares as contemplated under the SPA
Voting Share 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
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations

*Note:*

*All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.*

*In this 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 FILING OF THIS LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT, THE SAME HAS BEEN CLEARED, VETTED, OR APPROVED BY SECURITIES AND EXCHANGE BOARD OF INDIA. THIS LETTER OF OFFER HAS BEEN SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA FOR A LIMITED PURPOSE FOR OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF SUDEV INDUSTRIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE TARGET COMPANY WHOSE EQUITY SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR THE OPINIONS EXPRESSED IN THIS LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL THE RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED WEDNESDAY, APRIL 26, 2023, TO SECURITIES AND EXCHANGE BOARD OF INDIA IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THIS OFFER.’**

### **General Disclaimer**

This Offer Documents in connection with the Offer, has been prepared for the purposes of compliance with the provisions of 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. The delivery of Offer Documents, does not under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirer 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 Acquirer is 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 Letter of Offer 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 Letter of Offer 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 Letter of Offer 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 Offer Documents 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 THIS OFFER

#### 3.1. Background of the Offer

3.1.1. This is a mandatory Open Offer, made by Mr. Vurakaranam Ramakrishna (Acquirer), in pursuance of and in compliance with the provisions of Regulations 3 (1), 3 (2) and 4 of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company, in pursuance of the following transactions:

Detailed Information				Compliance with Regulation of SEBI (SAST) Regulations			
<b>1. Re-Issue of Forfeited Shares on preferential allotment basis</b>							
<p>For approving the allotment of 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares, representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company, at a price of Rs.10.00/- (Rupees Ten Only) aggregating to an amount of Rs.1,42,51,250.00/- (Rupees One Crore Forty-Two Lakhs Fifty-One Thousand Two Hundred and Fifty Only), the following resolutions have had been passed by the Target Company:</p> <p>(i) Board approval vide resolution dated Monday, May 16, 2022, approving the re-issuance of forfeited Equity Shares;</p> <p>(ii) Board approval vide resolution dated Wednesday, August 31, 2022, approving the re-issuance of forfeited Equity Shares to the Acquirer;</p> <p>(iii) Shareholders' approval vide special resolution on Friday, September 30, 2022;</p> <p>(iv) Board approval vide resolution dated Wednesday, April 12, 2023, allotting the forfeited Equity Shares to the Acquirer;</p>				Regulation 3 (1) of SEBI (SAST) Regulations			
<b>2. Execution of the Share Purchase Agreement</b>							
<p>The execution of the Share Purchase Agreement dated Wednesday, April 12, 2023, in pursuance of which the Acquirer has agreed to acquire 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, representing 7.38% (Seven point Three Eight Percent) of the Expanded Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of Rs.10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of Rs.31,06,000.00/- (Rupees Thirty-One Lakhs and Six Thousand Only), payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement and subject to Acquirer maintaining his shareholding within the limits prescribed for minimum public shareholding with the acquisition will result in the change in control and management of the Target Company, the details of which are specified as under:</p>				Regulation 3 (2) of SEBI (SAST) Regulations			
Promoter Sellers				Acquirer			
Name of the Promoter Sellers	No. of Equity Shares	% of Equity Shares/ Voting Rights	% of Equity and the Expanded Voting Shareholding	Name of the Acquirer	No. of Equity Shares	% of Equity Shares/ Voting Rights	% of Equity and the Expanded Voting Shareholding
Mr. Rajiv Agarwal	2,53,500	9.09%	6.02%	Mr. Vurakaranam Ramakrishna	3,10,600	11.13%	7.38%
Ms. Anupma Agarwal	44,600	1.60%	1.06%				
Ms. Indu Bala Agarwal	12,500	0.45%	0.30%				
<b>Total</b>	<b>3,10,600</b>	<b>11.13%</b>	<b>7.38%</b>	<b>Total</b>	<b>3,10,600</b>	<b>11.13%</b>	<b>7.38%</b>

- 3.1.2. There is/ are no person acting in concert/s with the Acquirer within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.
- 3.1.3. The Acquirer is making this Offer to acquire up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of Expanded Voting Share Capital of the Target Company, at an offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, aggregating to a total consideration of Rs.1,24,88,221.20/- (One Crore Twenty-Four Lakhs Eighty-Eight Thousand Two Hundred and Twenty-One Rupees and Twenty-Paise Only), payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the Offer Documents.
- 3.1.4. As on date of this Letter of Offer, the Acquirer is interested in the Target Company by virtue of:
- a. Since, Wednesday, August 31, 2022, being the date of his appointment, he is acting in the capacity of an Additional Non-Executive Director of the Target Company;
  - b. The Board Resolution dated Wednesday, April 12, 2023, in pursuance of which the Acquirer was allotted the re-issued Forfeited Equity Shares on preferential allotment basis of 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company. As a result of which, as on date of this Letter of Offer, he is the public shareholder of the Target Company, holding 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company;
  - c. In pursuant to the execution of the Share Purchase Agreement, he shall acquire 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, representing 7.38% (Seven-point Three Eight Percent) of the Expanded Voting Share Capital of the Target Company.
- 3.1.5. This Offer is not as a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.6. The salient features of the Share Purchase Agreement are as follows:
- a. The Share Purchase Agreement sets forth the terms and conditions agreed between the Acquirer and the Promoter Sellers and their respective rights and obligations.
  - b. The Promoter Sellers are holding 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, constituting 7.38% (Seven-point Three Eight Percent) of the Expanded of the Voting Share Capital of the Target Company.
  - c. The Promoter Sellers have agreed to sell, and the Acquirer have agreed to acquire 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, constituting 7.38% (Seven point Three Eight Percent) of the Expanded Share Capital of the Target Company, at a negotiated price of Rs.10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of Rs.31,06,000.00/- (Rupees Thirty-One Lakhs and Six Thousand Only), payable in accordance with terms and conditions stipulated of the Share Purchase Agreement (**‘Purchase Price’**).
  - d. The Sale Shares are free from all charges, encumbrances, pledges, lien, attachments, litigations and are not subject to any lock in period.
  - e. The aggregate entire for the Sale Shares aggregating to an amount of Rs.31,06,000.00/- (Rupees Thirty-One Lakhs and Six Thousand Only) shall be payable by the Acquirer to the Selling Promoter Shareholders as and when the Sale Shares become tradeable on the Stock Exchange where the Equity Shares are listed and traded.
  - f. After completion of this Offer, the Promoter Sellers shall not hold any Equity Shares and Voting Share Capital in the Target Company, and hence shall no longer be the shareholders of the Target Company in any capacity.

- g. The Promoter Sellers shall sell, convey, and deliver to the Acquirer the Sale Shares, and the Acquirer shall purchase, acquire, and accept the said Sale Shares from the Promoter Sellers.
- h. The Acquirer and the Promoter Sellers have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations.
- 3.1.7. As per the provisions of Regulations 26 (6) and 26 (7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors who would provide written reasoned recommendation on this Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) Working Days before the commencement of the Tendering Period in the same newspaper where the Detailed Public Statement was published.

### 3.2. Details of the proposed Offer

- 3.2.1. The Public Announcement was issued on Wednesday, April 12, 2023, by the Manager to the Offer, for and on behalf of the Acquirer. A copy of the said Public Announcement was filed with the Stock Exchanges and sent to the Target Company at its registered office and to the Securities and Exchange Board of India on Wednesday, April 12, 2023.
- 3.2.2. The Detailed Public Statement dated Wednesday, April 19, 2023, which was subsequently published in the following Newspapers on Thursday, April 20, 2023, in accordance with the provisions of Regulation 13(4), 14(3), and 15(2) of the SEBI (SAST) Regulations:

Publication	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Jansatta	Hindi	Noida Edition
Mumbai Lakshadweep	Marathi	Mumbai Edition

- 3.2.3. The Detailed Public Statement along with other Offer Documents is/ shall also available and accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), and Manager at [www.swarajshares.com](http://www.swarajshares.com).
- 3.2.4. The Acquirer has proposed to acquire from the Public Shareholders up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital of the Target Company at a price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, aggregating to an amount of Rs.1,24,88,221.20/- (Rupees One Crore Twenty-Four Lakhs Eighty-Eight Thousand Two Hundred and Twenty-One Rupees and Twenty-Paise Only) payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents.
- 3.2.5. **The Target Company doesn't have any partly paid-up Equity Shares, and there are no outstanding warrants, or options or similar instrument, which are convertible into Equity Shares at a later stage. Further as on date of this Letter of Offer, no Equity Shares are subject to any lock-in obligations. However, in compliance with the General Order No.1 of 2015 titled as 'SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015' dated July 20, 2015, there shall not be any effect of transfer, by way of sale, pledge, etc., of the Equity Shares of the Target Company held by Promoters and Directors till 3 (Three) months after the date of revocation of suspension by BSE Limited.**
- 3.2.6. The Acquirer will accept all the Equity Shares of the Target Company, that are tendered in valid form in terms of this Offer up to a maximum of 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital. If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 10,95,458

(Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital, in consultation with the Manager.

- 3.2.7. Except as stated below, the Acquirer has not acquired any Equity Shares during period of 52 (Fifty-Two) weeks prior to the date of the Public Announcement:

Sr. No.	Date of Transaction	Nature of Transaction	No. of Equity Shares	Transaction Price
1.	Monday, May 16, 2023	Acquisition pursuant to Preferential Allotment	14,25,125	Rs.10.00/- (Rupees Ten Only)
2.	Monday, February 06, 2023	Sale through Off-Market	48,650	Rs.4.62/- (Four Rupees and Sixty-Two Paise Only)
3.	Monday, February 06, 2023	Sale through Off-Market	45,000	Rs.4.64/- (Four Rupees and Sixty-Four Paise Only)
4.	Monday, February 06, 2023	Sale through Off-Market	48,500	Rs.5.00/- (Rupees Four Only)
5.	Monday, October 10, 2022	Acquisition through Off-Market	17,250	Rs.2.00/- (Rupees Two Only)
6.	Thursday, September 01, 2022	Acquisition through Off-Market	1,24,900	Rs.4.00/- (Rupees Four Only)

The Acquirer was not holding any Equity Shares as on the date of the Public Announcement. However, on the date of the Public Announcement, the Acquirer had been allotted 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company, vide Board Resolution allotting the forfeited Equity Shares on preferential basis to the Acquirer.

- 3.2.8. The Acquirer has deposited an amount of Rs.1,25,00,000.00/- (Rupees One Crore Twenty-Five Lakhs Only) i.e., 100.00% of the total consideration payable in the Offer, assuming full acceptance in the Escrow Account pursuant of this Offer, in compliance with the provisions of Regulation 22 (2) of the SEBI (SAST) Regulations.
- 3.2.9. No competing offer has been received as on date of this Letter of Offer.
- 3.2.10. There is no differential pricing in this Offer.
- 3.2.11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 (1) of SEBI (SAST) Regulations.
- 3.2.12. This Offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 3.2.13. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.
- 3.2.14. The Equity Shares will be acquired by the Acquirer free from all liens, charges, and encumbrances together with all rights attached thereto, including the right to all dividends, bonus, and rights offer declared hereafter.
- 3.2.15. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Swaraj Shares and Securities Private Limited as the Manager to the Offer.

- 3.2.16. As on the date of this Letter of Offer, the Manager to the Offer does not hold any Equity Shares in the Target Company and is not related to the Acquirer and the Target Company in any manner whatsoever. The Manager to the Offer declares and undertakes that, they shall not deal on its own account in the Equity Shares during the Offer Period. Further, the Manager to the Offer confirms that, as on date of this Letter of Offer, there are no directions subsisting or proceedings pending against them under the SEBI Act and the regulations made thereunder, and no other statutory approval is pending.
- 3.2.17. As per Regulation 38 of the SEBI (LODR) Regulations, read with Rule 19A of the SCRR, the Target Company is required to maintain at least 25% (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 not fall below the minimum public shareholding requirement as per SCRR and the SEBI (LODR) Regulations. In case, if the public shareholding falls below the minimum required level, the Acquirer undertake to take necessary steps to facilitate compliance by the Target Company with the relevant provisions of the SEBI (LODR) Regulations, within the time period mentioned therein or in accordance with such other directions as may be provided by the Stock Exchange, in accordance with the provisions of Regulation 7(4) of the SEBI (SAST) Regulations and SCRR.
- 3.2.18. Upon completion of this Offer, assuming full acceptances, the Acquirer will hold 28,31,183 (Twenty-Eight Lakhs Thirty-One Thousand One Hundred Eighty-Three Only) Equity Shares representing 67.20% (Sixty-Seven Point Two Zero Percent) of the Expanded Voting Share Capital of the Target Company.
- 3.2.19. If the Acquirer acquires 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 Acquirer 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, 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.
- 3.2.20. 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 Open Offer**

- 3.3.1. The prime object of this Open Offer is to acquire substantial acquisition of Equity Shares and voting rights accompanied by control over the Target Company. The Acquirer intends to expand the Target Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.
- 3.3.2. The Acquirer states that, he does not have any plan to dispose-off or otherwise encumber any significant assets of the Target Company in the succeeding 2 (Two) years from the date of closure of this Offer, except: (a) in the ordinary course of business of the Target Company; and (b) on account of the regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed-off, or otherwise encumbered other than in the ordinary course of business, the Acquirer undertakes that, he shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations, and subject to the such other provisions of applicable law as may be required.



- 3.3.3. The Acquirer has reserved the right to streamline or restructure, pledge, or encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, at a later date in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.4. Post-completion of acquisition of Offer Shares as contemplated under this Offer and pursuant to the transfer of Sale Shares as contemplated under the Share Purchase Agreement, the Acquirer shall hold majority of the Equity Shares of the Target Company by virtue of which he will be in a position to exercise effective management and control over the Target Company.
- 3.3.5. Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirer shall become the Promoter of the Target Company and, the Promoter Sellers will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

#### 3.4. Shareholding and Acquisition Details

- 3.4.1. The current and proposed shareholding pattern of the Acquirer in the Target Company and the details of the acquisition is as follows:

Details	Acquirer	
	Number of Equity Shares	% of Voting Share Capital
Shareholding as on the Public Announcement date	Nil	Nil
Equity Shares acquired between the Public Announcement date and the Detailed Public Statement date (Pursuant to the Board Resolution dated Wednesday, April 12, 2023, for allotment of Forfeited Shares on preferential allotment basis)	14,25,125	33.82%
Equity Shares acquired through Share Purchase Agreement	3,10,600	7.38%
Equity Shares proposed to be acquired in the Offer*	10,95,458	26.00%
<b>Post-Offer Shareholding on diluted basis on 10th (Tenth) Working Day after closing of Tendering Period (*Assuming all the Equity Shares which are offered are accepted in this Offer.)</b>	<b>28,31,183</b>	<b>67.20%</b>

#### 4. BACKGROUND OF THE ACQUIRER

##### 4.1. Mr. Vurakaranam Ramakrishna

4.1.1. Mr. Vurakaranam Ramakrishna S/o Nageswara Rao Vurakaranam, aged 62 years, is an Indian resident, bearing Permanent Account Number 'ABMPV2797E' under the Income Tax Act, 1961 resident at 54 Madhavapuri, Sainikpuri Secunderabad, Medchal, Telangana – 500094, India with contact number being '+91-9892508088', E-mail address being [ramakrishna.v@isbsindia.in](mailto:ramakrishna.v@isbsindia.in) and director identification number bearing '00700881'.

4.1.2. The Acquirer is a qualified Chartered Accountant. He has experience of more than two decades in the field of Insurance such as Health Insurance, Engineering Insurance, Liability Insurance and Reinsurance.

4.1.3. The Net Worth of Acquirer as on April 10, 2023, is Rs.17,35,16,454.00/- (Rupees Seventeen Crore Thirty Five Lakhs Sixteen Thousand Four Hundred and Fifty-Four Only) as certified by Chartered Accountant Mr. N. Venkateswarlu bearing Membership Number '200900', partner at Nandyala & Associates (Chartered Accountants) bearing firm registration number '005646S' having their office located at Flat No. 302, Sarvashakthi Sadan, H. No. 8-3-167/K/4, Kalyan Nagar Venture-III, Motinagar – 500018, Hyderabad, India with contact details being '+91-040-23715653', and Email Address being [nandyalaandassociates@gmail.com](mailto:nandyalaandassociates@gmail.com), vide certificate dated Wednesday, April 12, 2023 has certified that sufficient resources are available with the Acquirer for fulfilling his Offer obligations in full.

4.1.4. Details of the ventures promoted/controlled/managed by Acquirer are given hereunder:

Sr. No.	Name of the Entities	Nature of Interest	Date of Appointment	Percentage/ stake holding %	Listed (if yes on which Exchange)
1.	Sampada Business Solutions Limited (Formerly known as Sampada Business Solutions Private Limited)	Director	Thursday, 11 March, 1999	61.289%	Unlisted
2.	India Insure Risk Management and Insurance Broking Services Private Limited	Director	Friday, 23 December, 2016	0.97%	Unlisted
3.	I Share Business Services (India) Private Limited	Additional Director	Saturday, 01 October, 2022	0.00%	Unlisted
4.	Evexia Solutions Private Limited	Additional Director	Saturday, 25 August, 2018	0.60%	Unlisted
5.	Sudev Industries Limited (Target Company)	Director	Wednesday, 31 August, 2022	41.20%	Listed

##### 4.2. Acquirer's Confirmation and Undertaking

As on date of this Letter of Offer, the Acquirer has confirmed and declared that:

4.2.1. The Acquirer does not belong to any group.

4.2.2. The Acquirer is not forming part of the present promoter and promoter group of the Target Company.

4.2.3. The Acquirer is acting in the capacity of Non-Executive Director on the Board of the Target Company.

4.2.4. The Acquirer is not related to the promoter, or other directors, or key employee of the Target Company.

4.2.5. In pursuance to the Board Resolution dated Monday, May 16, 2022, shareholders resolution dated Friday, September 30, 2022, and the subsequent Board Resolution dated Wednesday, April 12, 2023, the allotment of 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) Equity Shares, representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company, at a price of Rs.10.00/- (Rupees Ten Only) aggregating to an amount of Rs.1,42,51,250.00/- (Rupees One Crore Forty-Two Lakhs Fifty-One Thousand Two Hundred and Fifty Only) was made to the Acquirer on the said date as the Public Announcement. Hence, as on the date of this Letter of Offer, the Acquirer holds 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty- Five) Equity Shares, representing 33.82% (Thirty-Three-point Eight Two Percent) of the Expanded Voting Share Capital of the Target Company.

Pursuant to the consummation of the Share Purchase Agreement transaction, the Acquirer shall be reclassified and will become the promoter of the Target Company, subject to the compliance of the SEBI (LODR) Regulations. As on the date of this Letter of Offer, except for the execution of the Share Purchase Agreement, and Acquirer being the existing shareholder and Director of the Target Company, he does not have any interest or any other relationship with the Target Company.

4.2.6. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act, or under any other Regulation made under the SEBI Act.

4.2.7. There are no directions subsisting or proceedings pending against the Acquirer under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

4.2.8. The Acquirer has not been categorized nor are appearing in the 'Wilful Defaulter or Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

4.2.9. The Acquirer has not been declared as 'Fugitive Economic Offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.2.10. The Acquirer will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

4.2.11. The Acquirer has not acquired any Equity Shares from the date of Public Announcement till the date of this Letter of Offer.

4.2.12. **An open offer had previously triggered due to preferential allotment made to the Acquirer by the Target Company, in pursuance of which a public announcement should have had been made on Monday, May 16, 2022. Since, no public announcement had been made, a public announcement had been made on Wednesday, April 12, 2023, to comply with the provisions of Regulation 3 (1) of the SEBI (SAST) Regulations. The offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the date of the outcome of the board meeting of preferential allotment being Monday, May 16, 2022, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.**

**As on date of this Letter of Offer, no penalties had been or have been levied by SEBI against the Acquirer. However, SEBI may initiate appropriate action against the Acquirer for the aforesaid violation in terms of the SEBI (SAST) Regulations and provisions of the SEBI Act.**

## 5. BACKGROUND OF THE SELLING PROMOTER SHAREHOLDERS

- 5.1.1. The Selling Promoter Shareholders form a part of the promoter and promoter group of the Target Company, and prior to the execution of the Share Purchase Agreement, they collectively held 3,10,600 (Three Lakhs Ten Thousand and Six Hundred) Equity Shares, representing 11.13% (Eleven Point One Three Percent) of the Voting Share Capital of the Target Company.
- 5.1.2. Pursuant to the execution of the Share Purchase Agreement, the Acquirer has agreed to purchase the said Sale Shares from the Selling Promoter Shareholders.
- 5.1.3. The details of the Selling Promoter Shareholders who have entered into the Share Purchase Agreement with the Acquirer, are as follows:

Name and Address of the Selling Promoter Shareholders	Nature of Entity	Group	Part of Promoter/Promoter Group of Target Company	Details of Equity Shares/Voting Rights held by the Promoter Seller				
				Pre-SPA Transaction			Post-SPA Transaction	
				No. of Equity Shares	% of equity shareholding	% of Equity and the Expanded Voting Shareholding	No of Equity Shares	% of equity shareholding
<b>Mr. Rajiv Agarwal</b> PAN: AGLPA9303K Resident at C-3/161, sector -36, G B Nagar, Noida -201301, Uttar Pradesh, India.	Individual	None	Yes	2,53,500	9.09%	6.02%	0.00	0.00
<b>Ms. Anupama Agarwal</b> PAN: AEWPA0724P Resident at C-3/161, sector -36, G B Nagar, Noida -201301, Uttar Pradesh, India	Individual	None	Yes	44,600	1.60%	1.06%	0.00	0.00
<b>Ms. Indu Bala Agarwal</b> PAN: AHQPA8169D Resident at C-3/161, sector -36, G B Nagar, Noida -201301, Uttar Pradesh, India	Individual	None	Yes	12,500	0.45%	0.30%	0.00	0.00
<b>Total</b>				<b>3,10,600</b>	<b>11.13%</b>	<b>7.38%</b>	-	-

- 5.1.4. Post completion of the Offer formalities, the Promoters shall relinquish the control and management over the Target Company in favor of the Acquirer, in accordance and compliance with the provisions of Regulation 31A of SEBI (LODR) Regulations, and shall be reclassified from the 'promoter and promoter group' category of the Target Company subject to receipt of necessary approvals required in terms of Regulation 31A(10) of the SEBI (LODR) Regulations and the satisfaction of conditions prescribed therein.
- 5.1.5. The Selling Promoter Shareholders have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

**6. BACKGROUND OF THE TARGET COMPANY**

*(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)*

6.1. The Target Company is a public limited company that was incorporated under the provisions of the Companies Act,1956, under the name and style of ‘Sudev Industries Limited’, vide Certificate of Incorporation bearing registration number ‘18150’ vide certificate dated March 07, 1995. The CIN of the Target Company is ‘L25201UP1992PLC018150’, and its registered office is located at B1/26, Sector - 18, Noida, Gautam Budh Nagar, Noida – 201301, Uttar Pradesh, India. There has been no change in the name of the Target Company in the preceding 8 (Eight) Financial years.

6.2. The Equity Shares of the Target Company bearing ISIN ‘INE670C01018’. The Target Company has already established connectivity with the Depositories. The Scrip Code and Scrip ID are as follows:

Particulars	BSE Limited	The Calcutta Stock Exchange Limited
Scrip Code	526530	029404
Scrip ID	SUDIN	-

6.3. The Equity Share Capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Shares	Aggregate amount of Equity Shares	Voting Share Capital
1	Authorized Equity Share capital	5,00,00,000 (Five Crore)	Rs.50,00,00,000/- (Rupees Fifty Crore Only)	100.00% (Hundred Percent)
	<b>Total</b>	5,00,00,000 (Five Crore)	Rs.50,00,00,000/- (Rupees Fifty Crore Only)	100.00% (Hundred Percent)
2	Issued, subscribed, and paid-up Equity Share capital <i>(Considering the allotment of Re-Issue of Forfeited Equity Shares)</i>	42,13,300 (Forty-Two Lakhs Thirteen Thousand and Three Hundred)	Rs.4,21,33,000.00/- (Rupees Four Crores Twenty-One Lakhs Thirty-Three Thousand Only)	100.00% (Hundred Percent)

6.4. The Voting Share Capital of the Target Company as of the 10<sup>th</sup> (Tenth) Working Day from the closure of the Tendering Period is computed as per the table below:

Sr. No.	Particulars of equity shares as of the date of this Letter of Offer	Number of Equity Shares	Voting Share Capital
1.	Fully paid-up Equity Shares	42,13,300 (Forty-Two Lakhs Thirteen Thousand and Three Hundred)	100.00% (Hundred Percent)
2.	Partly paid-up equity shares	Nil	Nil
3.	Outstanding convertible instruments (such as depository receipts, fully convertible debentures, warrants, or employee stock options, etc.)	Nil	Nil

6.5. As on the date of this Letter of Offer, the composition of the board of directors of the Target Company is as follows:

Name	DIN	Designation	Date of Initial Appointment
Bala Satyanarayana Ganugapati	00509488	Non-Executive Independent Director	Wednesday, August 31, 2022
Vurakaranam Rama Krishna	00700881	Non-Executive Director	Wednesday, August 31, 2022
Rajiv Agarwal	00929463	Whole Time Director & Compliance Officer	Tuesday, May 30, 1995
Ravi Sharma	02543805	-	Wednesday, August 08, 2018
Pooja Kataria	08189945	Woman Independent Non-Executive Director	Wednesday, August 08, 2018

*Note: Mr. Ravi Sharma has vacated his office w.e.f. August 31, 2022, under Section 167 of the Companies Act, due to his absence from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board. Company has filed relevant form for intimation to RoC but new composition of Board is yet to be updated on MCA portal and pending for approval from RoC.*

6.6. As on date of this Letter of Offer, the Target Company doesn't have:

6.6.1. Any partly paid-up equity shares;

6.6.2. 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;

6.6.3. Equity Shares which are forfeited or kept in abeyance;

6.6.4. Depository Receipts of the Equity Shares issued in the foreign countries;

6.6.5. **Equity Shares which are subject to any lock-in obligations. However, in compliance with the General Order No.1 of 2015 titled as 'SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015' dated July 20, 2015, there shall not be any effect of transfer, by way of sale, pledge, etc., of the Equity Shares of the Target Company held by Promoters and Directors till 3 (Three) months after the date of revocation of suspension by BSE Limited.**

6.6.6. Except for the re-issued forfeited Equity Shares allotted on Preferential basis to the Acquirer, there are no other Equity Shares that have been issued but not listed on the Stock Exchanges.

6.7. The Target Company was suspended on BSE Limited for trading from March 12, 2020, vide its letter bearing reference number '20200303-40' dated March 03, 2020. However, the said revocation had been revoked by BSE Limited vide its letter bearing reference number '20200303-40' dated March 31, 2023, and were admitted for trading effective from April 10, 2023. There has been no trading in the Equity Shares of the Target Company on The Calcutta Stock Exchange Limited, and the Target Company is currently suspended on the said The Calcutta Stock Exchange Limited.

6.8. Except for the re-issued forfeited Equity Shares of 14,25,125 (Fourteen Lakhs Twenty-Five Thousand One Hundred and Twenty-Five) allotted vide Board Resolution dated Wednesday, April 12, 2023, none of the other Equity Shares have been issued but not listed on the Stock Exchanges.

6.9. There has been no trading in the Equity Shares of the Target Company on The Calcutta Stock Exchange Limited, whereas based on the information available from BSE Limited, the Equity Shares of the Target Company are infrequently traded on BSE Limited within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.

6.10. Except as stated below, the Target Company has been in compliance with the SEBI (LODR) Regulations:

Name of the Competent Authority	Regulatory Charges	Regulatory Action(s) / Date of Order with the penalty amount
BSE Limited	Failure to submit Shareholding Pattern for the quarter ending March 2015	Imposition of fine of Rs.74,270.00/-
BSE Limited	Failure to submit Corporate Governance Report for the quarter ending March 2015	Imposition of fine of Rs.33,708.00/-
BSE Limited	Failure to comply with SEBI (LODR) Regulations and Listing Agreement	Notice to the Target Company and public regarding proposed delisting dated May 19, 2018
BSE Limited	Failed to pay Annual Listing Fee	Suspended from trading from March 12, 2020 (As specifically mentioned under Paragraph 5.5 above)
BSE Limited	Failed to pay Annual Listing Fee	Suspended from trading till January 22, 2013
NSDL	Long pending Demat requests and not responding/services stopped by the Registrar	Put up on NSDL website for public notice dated June 26, 2009
BSE Limited	Failure to comply with Listing Agreement	Notice to the company and public regarding proposed delisting dated November 28, 2006
Debt Recovery Tribunal	Default of dues	Summon by paper publication- Debt recovery tribunal-III, Mumbai dated January 15, 2004

Moreover, the Target Company has failed to file compliances with The Calcutta Stock Exchange Limited has also failed to disclose on the stock exchange's website the outcome of board meetings on the website of stock exchanges that approved the re-issuance of forfeited equity shares to the Acquirer on May 16, 2022, and August 31, 2022.

Further, as stated above, no penalties had been or have been levied by SEBI/ RBI or any other regulatory body against the Target Company, and its Promoters.

6.11. The Target Company is not registered with any regulatory or governmental authority in any capacity and hence is not required to obtain any No Objection Certificate from any regulatory or governmental authority for effecting change in control of the Target Company.

6.12. The Promoters have delayed in the compliance with the provisions of the SEBI (SAST) Regulation's disclosures, the details of which are specified as hereunder:

Regulation/ Sub-Regulation of SEBI (SAST) Regulations	Due Date for Compliance as mentioned in the regulation	Actual date of Compliance with BSE Limited	Delay, if any (in no. of days) [Col. 4- Col. 3]	Status of Compliance with SEBI (SAST) Regulations	Remarks
Reg 30(1) & 30(2)	Tuesday, April 12, 2016	Not complied	2,555 days	Not complied	<b>As on date, no penalties had been or have been levied by SEBI against the Target Company, and its Promoters.</b>  <b>However, SEBI may initiate appropriate action against the Promoter Sellers for the aforesaid violation in terms of the SEBI (SAST) Regulations</b>
Reg 30(1) & 30(2)	Wednesday, April 12, 2017	Not complied	2,190 days	Not complied	
Reg 30(1) & 30(2)	Tuesday, April 10, 2018	Not complied	1,825 days	Not complied	
Reg 30(1) & 30(2)	Tuesday, April 09, 2019	Not complied	1,460 days	Not complied	
Reg 30(1) & 30(2)	Monday, June 01, 2020	Not complied	1,094 days	Not complied	
Reg 30(1) & 30(2)	Monday, April 12, 2021	Not complied	730 days	Not complied	
Reg 31(4)	Monday, April 12, 2021	Not complied	730 days	Not complied	
Reg 31(4)	Tuesday, April 12, 2022	Not complied	365 days	Not complied	

Regulation/ Sub- Regulation of SEBI (SAST) Regulations	Due Date for Compliance as mentioned in the regulation	Actual date of Compliance with BSE Limited	Delay, if any (in no. of days) [Col. 4- Col. 3]	Status of Compliance with SEBI (SAST) Regulations	Remarks
Reg 31(4)	Wednesday, April 12, 2023	Not complied	9 days	Not complied	<b>and provisions of the SEBI Act.</b>

6.13. The Target Company has not been a party to any scheme of amalgamation, restructuring, merger / de-merger, buy-back and spin off during the last 3 (Three) years.

6.14. In the 29th (Twenty-Nine) Annual General Meeting of the Target Company, held on Friday, September 30, 2022, the special business of approval for splitting of the Target Company's existing Equity Shares of Rs.10.00/- (Rupees Ten Only) each into Two (2) equity shares of face value of Rs.5.00/- (Rupees Five Only), however, no further course of action has been taken as on date of this Letter of Offer.

(Source: [www.bseindia.com/bseplus/AnnualReport/526530/76210526530.pdf](http://www.bseindia.com/bseplus/AnnualReport/526530/76210526530.pdf))

#### 6.15. Financial Information

The unaudited financial information for the nine-months period ending December 31, 2022, and the audited financial information for the Financial Years ending March 31, 2022, March 31, 2021, and March 31, 2020, audited financial figures for half year ending September 30, 2022, and extracted as follows:

<b>Profit and Loss Statement</b> <i>(Amount in Lakhs except Equity Share data)</i>					
Particulars	Unaudited Financial Statements for nine-months ended December 31, 2022	Audited Financial Statements for half year ended September 30, 2022	Audited Financial Statements for the Financial Year ending March 31		
			2022	2021	2020
Income from Operations	66.11	35.97	0.00	0.00	0.00
Other Income	0.00	0.00	0.00	0.00	0.00
<b>Total Income</b>	<b>66.11</b>	<b>35.97</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Expenditure excluding Interest, Depreciation and Tax</b>	<b>50.76</b>	<b>13.71</b>	<b>14.90</b>	<b>2.29</b>	<b>3.10</b>
<b>Profit/ (Loss) before Interest, Depreciation and Tax</b>	<b>15.35</b>	<b>22.26</b>	<b>(14.90)</b>	<b>(2.29)</b>	<b>(3.10)</b>
Depreciation & Amortization Expenses	0.00	0.00	0.00	0.00	0.00
Interest	0.00	0.00	0.00	0.00	0.00
<b>Profit/ (Loss) before Tax</b>	<b>15.35</b>	<b>22.26</b>	<b>(14.90)</b>	<b>(2.29)</b>	<b>(3.10)</b>
Add: Exceptional Items	0.00	0.00	0.00	0.00	0.00
Less: Current Tax	(3.50)	(3.50)	0.00	0.00	0.00
Deferred Tax	0.00	0.00	0.00	0.00	0.00
Taxes for earlier period	0.00	0.00	11.03	0.00	0.00
<b>Profit/ (Loss) After tax</b>	<b>11.85</b>	<b>18.76</b>	<b>(25.92)</b>	<b>(2.29)</b>	<b>(3.10)</b>



<b>Balance Sheet</b>				
<i>(Amount in Lakhs except Equity Share data)</i>				
Particulars	Audited Financial Statements for half year ended September 30, 2022	Audited Financial Statements for the Financial Year ending March 31		
		2022	2021	2020
<b>(A) Sources of funds</b>				
Paid up share capital	350.07	350.07	350.07	350.07
Reserves & Surplus	(374.01)	(392.86)	(366.94)	(364.65)
Less: Miscellaneous Expenditure not written off	0.00	0.00	0.00	0.00
<b>Net Worth</b>	<b>(23.94)</b>	<b>(42.79)</b>	<b>(16.86)</b>	<b>(14.58)</b>
Non-Financial Liabilities	0.00	0.00	0.00	0.00
Other Non-Current Liabilities	0.00	0.00	0.00	0.00
Deferred Tax Liabilities	0.00	0.00	0.00	0.00
Financial Liabilities	0.00	0.00	0.00	0.00
Current Liabilities	92.96	81.39	59.60	57.33
Provisions	0.00	0.00	0.00	0.00
<b>Total (A)</b>	<b>68.93</b>	<b>38.60</b>	<b>42.73</b>	<b>42.75</b>
<b>(B) Uses of funds</b>				
Net Fixed Assets	0.00	0.00	0.00	0.00
Other intangibles	0.00	0.00	0.00	0.00
Long Term Loans and Advances	0.00	31.13	31.13	31.13
Investments	0.00	0.00	0.00	0.00
Financial Assets	31.13	4.21	3.86	3.88
Current Assets	37.80	3.25	7.74	7.74
Deferred Tax Assets (Net)	0.00	0.00	0.00	0.00
<b>Total (B)</b>	<b>68.93</b>	<b>38.60</b>	<b>42.73</b>	<b>42.75</b>

<b>Other Financial Information</b>					
<i>(Amount in Lakhs except Equity Share data)</i>					
Particulars	Unaudited Financial Statement for Nine Months Period ended December 31, 2022	Unaudited Financial Statement Six Months Period ended September 2022	Audited Financial Statements for the Financial Year ending March 31 <sup>1</sup>		
			2022	2021	2020
Total Revenue	<b>66.11</b>	<b>35.97</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
Net Earnings or Profit/(Loss) after tax	<b>11.85</b>	<b>18.76</b>	<b>(25.92)</b>	<b>(2.29)</b>	<b>(3.10)</b>
Earnings per Share (EPS)	0.425	0.445	0.62	0.05	0.07
Net Worth	-	<b>(23.94)</b>	<b>(42.79)</b>	<b>(16.86)</b>	<b>(14.58)</b>

6.16. The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Share capital and Voting Share Capital), assuming full acceptance under this Offer is as specified below:

Shareholders' Category	Equity Shareholding/voting rights prior to the SPA/ acquisition and Offer			Equity Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations			Equity Shares / voting rights agreed to be acquired through Preferential Issue			Equity Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		Equity Shares/voting rights to be acquired in Open Offer (assuming full acceptances)		
	(A)			(B)			(C)			(D)		(E)		
	No. of Equity Shares	% of Existing Equity Voting Share Capital	% of Expanded Voting Share Capital	No. of Equity Shares	% of Existing Equity Voting Share Capital	% of Expanded Voting Share Capital	No. of Equity Shares	% of Existing Equity Voting Share Capital	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Existing Equity Voting Share Capital	
<b>1. Promoters &amp; Promoter Group</b>														
<b>(a) Party to the Share Purchase Agreement</b>														
Mr. Rajiv Agarwal	2,53,500	9.09%	6.02%	-2,53,500	-9.09%	-6.02%	-	-	-	-	-	-	-	
Ms. Anupma Agarwal	44,600	1.60%	1.06%	-44,600	-1.60%	-1.06%	-	-	-	-	-	-	-	
Ms. Indu Bala Agarwal	12,500	0.45%	0.30%	-12,500	-0.45%	-0.30%	-	-	-	-	-	-	-	
<b>Total</b>	<b>3,10,600</b>	<b>11.14%</b>	<b>7.37%</b>	<b>-3,10,600</b>	<b>-11.14%</b>	<b>-7.37%</b>	-	-	-	-	-	-	-	
<b>(b) Promoters other than (a) above</b>														
J L Gupta (Now Deceased)	6,000	0.22%	0.14%	-	-	-	-	-	-	-	-	6,000	0.14%	
Sudev Constructions Private Limited*	1,65,000	5.92%	3.92%	-	-	-	-	-	-	-	-	1,65,000	3.92%	
Sudev Exports Limited*	4,54,000	16.28%	10.78%	-	-	-	-	-	-	-	-	4,54,000	10.78%	
Sudev Financial Consultants Private Limited*	3,72,500	13.36%	8.84%	-	-	-	-	-	-	-	-	3,72,500	8.84%	
<b>Total</b>	<b>9,97,500</b>	<b>35.78%</b>	<b>23.68%</b>	-	-	-	-	-	-	-	-	<b>9,97,500</b>	<b>23.68%</b>	
<b>Total 1 (a+b)</b>	<b>13,08,100</b>	<b>46.92%</b>	<b>31.05%</b>	<b>-3,10,600</b>	<b>-11.14%</b>	<b>-7.37%</b>	-	-	-	-	-	<b>9,97,500</b>	<b>23.68%</b>	
<b>2. Acquirer</b>														
Mr. Vurakaranam Ramakrishna	-	-	-	3,10,600	11.14%	7.37%	14,25,125	51.11%	33.82%	10,95,458	26.00%	28,31,183	67.20%	
<b>Total</b>	-	-	-	<b>3,10,600</b>	<b>11.14%</b>	<b>7.37%</b>	<b>14,25,125</b>	<b>51.11%</b>	<b>33.82%</b>	<b>10,95,458</b>	<b>26.00%</b>	<b>28,31,183</b>	<b>67.20%</b>	
<b>3. Parties to Share Purchase Agreement other than 1(a) &amp; 2</b>														
None	-	-	-	-	-	-	-	-	-	-	-	-	-	
<b>4. Public (other than Parties to Agreement and Acquirer) #</b>														
a. Institutions (Domestic)	2,95,600	10.60%	7.02%	-	-	-	-	-	-	-	-10,95,458	26.00%	3,84,617	9.13%
b. Non-Institutions	11,84,475	42.48%	28.11%	-	-	-	-	-	-	-	-	-	-	
<b>Total (4) (a+b)</b>	<b>14,80,075</b>	<b>53.08%</b>	<b>35.13%</b>	-	-	-	-	-	-	<b>-10,95,458</b>	<b>-26.00%</b>	<b>3,84,617</b>	<b>9.13%</b>	
<b>GRAND TOTAL (1+2+ 3+ 4)</b>	<b>27,88,175</b>	<b>100.00%</b>	<b>66.18%</b>	-	-	-	<b>14,25,125</b>	<b>51.11%</b>	<b>33.82%</b>	<b>42,13,300</b>	<b>26.00%</b>	<b>42,13,300</b>	<b>100.00%</b>	

**Notes:**

\*The said companies have been stroked-off as per the data available on MCA's website.

- i. There are 876 (Eight Hundred and Seventy-Six) Public Shareholders as on the Identified Date.
- ii. As on date of this Letter of Offer, none of the Equity Shares are subject to lock-in.

*However, in compliance with the General Order No.1 of 2015 titled as ‘SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015’ dated July 20, 2015, there shall not be any effect of transfer, by way of sale, pledge, etc., of the Equity Shares of the Target Company held by Promoters and Directors till 3 (Three) months after the date of revocation of suspension by BSE Limited.*

- 6.17. The Target Company, and its Promoters, are not declared as ‘Fugitive Economic Offenders’ under Section 12 of the Fugitive Economic Offenders Act, 2018 nor have they been categorized nor are appearing in the ‘Wilful Defaulter or Fraudulent Borrower’ list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by SEBI.
- 6.18. Except as stated below, there are no directions subsisting or proceedings pending against the Target Company and its promoters under the SEBI Act and the regulations made thereunder or by any other regulator. Further, except as stated below, no statutory approvals are pending as on date:
- Sudev Industries Limited vs The Commissioner of Income Tax (Appeals) (AY 1995-96).
  - Sudev Industries Limited vs The Commissioner of Income Tax (Appeals) (AY 2012-13).
- 6.19. The closing market price of the Equity Shares of the Target Company as on the date of the Public Announcement, the Detailed Public Statement and Draft Letter of Offer, the trading day after the date of the Public Announcement, Detailed Public Statement and Draft Letter of Offer were as below:

<b>Particulars</b>	<b>Closing Market Price</b>
Wednesday, April 12, 2023, being the date of Public Announcement	Rs.16.49/- (Rupees Sixteen and Forty-Nine Paise Only)
Thursday, April 13, 2023, being the next Trading after date of Public Announcement	No Trades were Executed
Wednesday, April 19, 2023, being the date of the Detailed Public Statement	Rs. 19.07/- (Rupees Nineteen and Seven Paise Only)
Thursday, April 20, 2023, being the date of publication of the Detailed Public Statement	Rs. 20.02/- (Rupees Twenty and Two Paise Only)
Friday, April 21, 2023, being the next Trading after date publication of the Detailed Public Statement	Rs. 21.20/- (Rupees Twenty-One and Twenty Paise Only)
Wednesday, April 26, 2023, being the date of the Draft Letter of Offer	No Trades were Executed
Thursday, April 27, 2023, being the next Trading after Draft Letter of Offer	Rs. 23.17/- (Rupees Twenty-Three and Seventeen Paise Only)

## 7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 7.1. Justification of the Offer Price

7.1.1. The Equity Shares of the Target Company bearing ISIN 'INE670C01018' are presently listed on The Calcutta Stock Exchange Limited and BSE Limited bearing Scrip ID 'SUDIN' and Scrip Code '526530'.

7.1.2. The Calcutta Stock Exchange Limited is non-operational, hence there has been no trading in the Equity Shares of the Target Company on The Calcutta Stock Exchange Limited. Whereas the trading turnover in the Equity Shares of the Target Company on BSE Limited based on trading volume during the 12 (twelve) calendar months prior to the month of Public Announcement i.e., April 2022, to March 2023 have been obtained from [www.bseindia.com](http://www.bseindia.com), as given below:

<i>Stock Exchange</i>	<i>Total no. of Equity Shares traded during the 12 (twelve) calendar months prior to the month of Public Announcement</i>	<i>Total no. of listed Equity Shares</i>	<i>Annualized trading turnover (as % of shares listed)</i>
BSE	No trades were executed as the Target Company was suspended or trading from March 12, 2020, vide its letter bearing reference number '20200303-40' dated March 03, 2020	27,88,175 (Twenty-Seven Lakh Eighty-Eight Thousand One Hundred and Seventy-Five)	Nil

(Source: [www.bseindia.com](http://www.bseindia.com))

Based on the information provided above, the Equity Shares of the Target Company are infrequently traded on the BSE within the meaning of explanation provided in regulation 2(1)(j) of the SEBI (SAST) Regulations.

7.1.3. The Offer Price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) has been determined considering the parameters as set out under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations, being highest of the following:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Price (In Rs. per Equity share)</b>
1.	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	Rs.10.00/- (Rupees Ten Only)
2.	The volume-weighted average price paid or payable for acquisition(s) by the Acquirer, during the 52 (Fifty-Two) weeks immediately preceding the date of Public Announcement	Rs.9.43/- (Rupees Nine and Forty-Three Paise Only)
3.	The highest price paid or payable for any acquisition by the Acquirer, during the 26 (Twenty-Six) weeks immediately preceding the date of Public Announcement	Rs.2.00/- (Rupees Two Only)
4.	The volume-weighted average market price of Equity Shares for a period of 60 (Sixty) trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such Equity Shares are frequently traded	Not Applicable
5.	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	(Rs.0.86/-) Loss of (Eighty-Six Paise)
6.	The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable	Not Applicable

*\*Cost Accountant, Mr. Suman Kumar Verma, bearing Membership number '28453', IBBI Registered Valuer Registration number 'IBBI/RV/05/2019/12376' and having his office at RZ-26P/205E, Lane No. 10, Indra Park, Palam Colony, New Delhi - 110045 with the Email address being 'ipskverma@gmail.com', through his valuation report dated Wednesday, April 12, 2023, has certified that the fair value of the Equity Share of Target Company is Re.(0.86)/-\* i.e., loss of (Eighty-Six Paise) per Equity Share.*

In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manger to the Offer, the Offer Price of Rs.10.00/- (Rupees Ten Only) per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations.

**An open offer had previously triggered due to preferential allotment made to the Acquirer by the Target Company, in pursuance of which a public announcement should have had been made on Monday, May 16, 2022. Since, no public announcement had been made, a public announcement had been made on Wednesday, April 12, 2023, to comply with the provisions of Regulation 3 (1) of the SEBI (SAST) Regulations. The offer price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the date of the outcome of the board meeting of preferential allotment being Monday, May 16, 2022, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, which is payable in cash.**

7.1.4. As on date of this Letter of Offer, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.

7.1.5. There have been no corporate actions by the Target Company from the date of the Public Announcement until the date of this Letter of Offer warranting adjustment of any of the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations.

The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Letter of Offer up to 3 (three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations.

7.1.6. In the event of any acquisition of Equity Shares by the Acquirer during the Offer Period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, the Acquirer shall not acquire any Equity Shares after the 3rd (Third) Working Day prior to the commencement and until the expiry of the Tendering Period of this Offer.

7.1.7. As on the date of this Letter of Offer, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (One) Working Day before the commencement of the Tendering Period in accordance with the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the escrow amount; (ii) make an announcement in the Newspapers in which the Detailed Public Statement has been published; and (iii) simultaneously notify the BSE, The Calcutta Stock Exchange, and the Target Company at its registered office of such revision.

7.1.8. If the Acquirer acquires Equity Shares during the period of 26 (Twenty-Six) weeks after the Tendering Period at a price higher than the Offer Price, the Acquirer will pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Open 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 SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (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.

## 7.2. Financial Arrangements

- 7.2.1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full out of his own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. The Chartered Accountant, N Venkateshwarlu bearing Membership Number '200900', proprietor at Nandyala & Associates (Chartered Accountants) bearing firm registration number '005656S' having their office located at Flat No. 302, Sarvashakti Sadan, H. No. 8-3-167/K/4, Kalyan Nagar Venture III Motinagar, Hyderabad- 500018, Telangana, India with contact details being '+91 91777 75653' and Email Address being 'nandyalaandassociates@gmail.com' vide certificate dated Wednesday, April 12, 2023 has certified that sufficient resources are available with the Acquirer for fulfilling his Offer obligations in full.
- 7.2.2. The maximum consideration payable by the Acquirer to acquire up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company at the Offer Price of Rs.11.40/- (Eleven Rupees and Forty Paise Only) per Offer Share, assuming full acceptance of the Offer aggregating to Rs.1,24,88,221.20/- (One Crore Twenty-Four Lakhs Eighty-Eight Thousand Two Hundred and Twenty-One Rupees and Twenty-Paise Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account under the name and style of '**SUDIN – OPEN OFFER ESCROW ACCOUNT**' with Kotak Mahindra Bank Limited and had deposited an amount of Rs.1,25,00,000.00/- (Rupees One Crore Twenty-Five Lakhs Only) i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance. Further the Acquirer deposited an additional amount of Rs.89,00,000.00/- (Rupees Eighty-Nine Lakh Only) in the Escrow Account on June 20, 2023, bringing the total deposit to Rs.1,25,00,000.00/- (Rupees One Crore and Twenty-Five Lakhs Only) prior to the filing of this Letter of Offer.
- 7.2.3. The Manager is authorized to operate the Escrow Account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 7.2.4. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to Offer is satisfied about the ability of the Acquirer to fulfill his obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.
- 7.2.5. In case of upward revision of the Offer Price and/ or the Offer Size, the Acquirer would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.

## 8. TERMS AND CONDITIONS OF THE OFFER

8.1. The Letter of Offer will be mailed to all those Public Shareholders of the Target Company whose names appear on the Register of Members and to the beneficial owners of the Equity Shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on **Tuesday, June 27, 2023**.

8.2. Accidental omission to dispatch the Letter of Offer or the non-receipt or delayed receipt of the Letter of Offer will not invalidate this Offer in anyway.

8.3. In terms of the provisions of Regulation 18 (9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in this Offer shall not be entitled to withdraw such acceptance.

### 8.4. Locked-in Shares

**None of the Equity Shares of the Target Company are subject to lock-in. However, in compliance with the General Order No.1 of 2015 titled as 'SEBI (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015' dated July 20, 2015, there shall not be any effect of transfer, by way of sale, pledge, etc., of the Equity Shares of the Target Company held by Promoters and Directors till 3 (Three) months after the date of revocation of suspension by BSE Limited.**

### 8.5. Eligibility for accepting the Offer

8.5.1. The Letter of Offer shall be mailed to all the Public Shareholders and/or beneficial owners holding Equity Shares in dematerialized form whose names appear in register of Target Company as on **Tuesday, June 27, 2023**, the Identified Date.

8.5.2. This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.

8.5.3. All Public Shareholders and/or beneficial owners who own Equity Shares of the Target Company any time before the closure of this Offer are eligible to participate in this Offer.

8.5.4. The Acquirer has appointed Purva Sharegistry (India) Private Limited, as the Registrar to the Offer, having office at 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opposite Kasturba Hospital Lane, Lower Parel (East) Mumbai – 400011, Maharashtra with contact number being '022-23012518/8261', E-mail Address being '[support@purvashare.com](mailto:support@purvashare.com)' and website being '[www.purvashare.com](http://www.purvashare.com)'. The contact person, Ms. Deepali Dhuri can be contacted from 10:00 a.m. to 5:00 p.m. on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.

8.5.5. The Offer Documents will also be available and accessible on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com) and Manager to the offer at [www.swarajshares.com](http://www.swarajshares.com). In case of non-receipt of the Letter of Offer, all Public Shareholders including unregistered Public Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in this Offer.

8.5.6. Unregistered Public Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Public Shareholders.

8.5.7. The acceptance of this Offer by the Public Shareholders of Target Company 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.

8.5.8. The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s)/beneficial owner(s) of Target Company.

- 8.5.9. The Acquirer, Manager to the Offer, or the Registrar accept no responsibility for any loss of Equity Share certificates, Offer Acceptance Forms, and Share Transfer Deed, etc., during transit and the Public Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 8.5.10. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 8.5.11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Offer.
- 8.6. **Statutory Approvals and conditions of the Offer**
- 8.6.1. To the best of the knowledge and belief of the Acquirer, as on the date of this Letter of Offer, there are no statutory or other approvals required for implementing the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- 8.6.2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and FIIs) required and received any approvals (including from the RBI, the FIPB, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer.
- 8.6.3. The Acquirer in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 (two) Working Days of such withdrawal, in the Newspapers in which the Detailed Public Statement had appeared.
- 8.6.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirer, or failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of the provisions of Regulation 18 (11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, the provisions of Regulation 17 (9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.



## 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

**The procedure for tendering the Equity Shares in the Open Offer in the event the Acquirer has acquired control over the Target Company in accordance with the SEBI (SAST) Regulations, prior to the commencement of the Tendering Period for the Open Offer, will be as follows:**

- 9.1. All the Public Shareholders of the Target Company, holding the shares in dematerialized form, registered or unregistered are eligible to participate in this Open Offer at any time during the Tendering Period for this Open Offer.
- 9.2. The Open Offer will be implemented by the Acquirer through Stock Exchange mechanism made available by BSE Limited in the form of separate window ('**Acquisition Window**') as provided under the SEBI (SAST) Regulations, SEBI circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated 13 April 2015, as amended read along with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated 9 December 2016, as amended, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 issued by SEBI ('**Acquisition Window Circulars**'). As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular.
- 9.3. BSE Limited shall be the designated stock exchange for the purpose of tendering the Offer Shares.
- 9.4. The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on BSE Limited in the form of a separate Acquisition Window.
- 9.5. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer is available and copy of this Letter of Offer is expected to be available on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)). In case of non-receipt of the Letter of Offer, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from SEBI's website for applying in the Open Offer.
- 9.6. All the Public Shareholders who desire to tender their Equity Shares under the Open 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 Selling Broker can enter orders for dematerialized as well as physical Equity Shares through the Acquisition Window.
- 8.1. For implementation of this Offer, the Acquirer has appointed NNM Securities Private Limited ('**Buying Broker**') through whom the purchases and settlements on account of this Offer would be made by the Acquirer. The contact details of the Buying Broker are as follows:

<b>Name</b>	NNM Securities Private Limited
<b>Address</b>	B 6/7, Shri Siddhivinayak Plaza, 2nd Floor, Plot No. B-31, Oshiwara Opp. Citi Mall, B/H Maruti Showroom, Andheri Linking Road, Andheri (W), Mumbai – 400053, Maharashtra
<b>Contact Number</b>	022-40790020
<b>E-mail Address</b>	support@nnmsecurities.com
<b>Contact Person</b>	Mr. Nikunj Mittal

- 9.7. Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers, before the closure of the Tendering Period.
- 9.8. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Open Offer are completed.

- 9.9. The details of settlement number under which lien will be marked shall be informed in the issue opening circular that will be issued by BSE Limited /Clearing Corporation, before the offer opening date.
- 9.10. The cumulative quantity tendered shall be displayed on BSE Limited website throughout the trading session at specific intervals by BSE Limited during Tendering Period.
- 9.11. Modification/cancellation of orders will not be allowed during the Tendering Period. Multiple bids made by single Public Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 9.12. The reporting requirements for non-resident shareholders under FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Public Shareholder and/ or their Selling Broker.
- 9.13. Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event Selling Broker(s) are not registered with BSE or if the Public Shareholder does not have any stock-broker then that Public Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code ('UCC') facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. The Public Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

**9.13.1. In case of Public 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):
    - PAN card copy
    - Address Proof
    - Bank Details (cancelled cheque)
  - iv. 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.

**9.13.2. In case Public Shareholder is HUF:**

- a. If Public Shareholder is registered with 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):
  - PAN card copy of HUF & Karta
  - Address proof of HUF & Karta
  - HUF declaration
  - Bank details (cancelled cheque)
- iv. 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.

**9.13.3. In case of Public Shareholder being 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: Forms required:
  - i. KRA form
  - ii. Know Your Client (KYC) form Documents required (all documents certified true copy): PAN card copy of company/firm/trust Address proof of company/firm/trust Bank details (cancelled cheque)
  - iii. Demat details (Demat Master/Latest Demat statement)
  - iv. FATCA, IPV, OSV if applicable
  - v. Latest list of directors/authorized signatories/partners/trustees

- vi. PAN card copies & address proof of directors/authorized 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.

#### 9.14. Procedure for tendering Equity Shares held in dematerialized form:

- 9.14.1. 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.
- 9.14.2. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the bid, lien will be required to be marked on the tendered Equity Shares. Details of the Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by their respective depositories to the Clearing Corporation. In case, the Public Shareholder's demat account is held with one depository ('**Source Depository**') and the clearing member pool and Clearing Corporation account is held with another depository ('**Recipient Depository**'), the Equity Shares shall be blocked in the shareholders demat account at the Source Depository during the Tendering Period. Inter depository tender offer ('**IDT**') instructions shall be initiated by the Public Shareholders at the Source Depository to the clearing member/Clearing Corporation account at Recipient Depository. Source Depository shall block the Public Shareholders' Equity Shares (i.e. transfers from free balance to blocked balance) and send IDT message to Recipient Depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholder's demat account shall be provided by the Recipient Depository to the Clearing Corporation.
- 9.14.3. Upon placing the bid, the Selling Broker shall provide Transaction Registration Slip ('**TRS**') generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order/bid submitted like bid identification number, depository participant identification number, client identification number, no. of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but where lien is marked on Equity Shares and a valid bid has been placed in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 9.14.4. On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Offer.
- 9.14.5. Modification/cancellation of orders will not be allowed during the tendering period of the Offer.
- 9.14.6. The duly filled in delivery instruction slips ('**DIS**') specifying the appropriate market type in relation to the Open Offer, and execution date along with all other details should be submitted by the Public Shareholders to their respective depository participant/Selling Broker so as to ensure that the Equity Shares are tendered in the Open Offer. For resident Public Shareholders holding Equity Shares in dematerialized form, submission of Form of Acceptance and TRS is not mandatory, but are advised to retain the acknowledged copies of the DIS and TRS with them until the expiry of the Tendering Period.

After lien is marked on Equity Shares and a valid bid is placed in the exchange bidding system, the bid shall be deemed to have been accepted for the Public Shareholders holding Equity Shares in dematerialized form.

- 9.14.7. The Public Shareholders shall earmark/provide such early pay-in of the dematerialized Equity Shares to be tendered in the Offer (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular which will be issued by the Stock Exchange/Clearing Corporation before the opening of the Offer, before any orders/bids are placed on their behalf by their respective Selling Brokers.
- 9.14.8. 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 the time provided by the Stock Exchanges on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 9.14.9. 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.
- 9.14.10. 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.
- 9.14.11. The Public Shareholders holding shares in demat mode are not required to fill any On Market Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker.
- 9.14.12. All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in dematerialized form, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the Letter of Offer. The envelope should be super scribed as 'Sudin – Open Offer'. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

**9.15. Procedure for tendering Equity Shares held in Physical Form:**

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated 3 December 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from 1 April 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31 July 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations. The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

- 9.15.1. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- 9.15.2. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of

Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.

9.15.3. Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Offer, using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Selling Broker shall provide a TRS generated by the bidding system of the Stock Exchanges to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.

9.15.4. The Selling Broker/Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post/speed post or courier or hand delivery to the Registrar to the Offer i.e., KFin Technologies Limited so as to reach them no later than the Offer Closing Date. The envelope should be super scribed as 'Sudin Industries Limited – Open Offer'. 1 (one) copy of the TRS will be retained by the Registrar, and it will provide acknowledgement of the same to the Selling Broker/Public Shareholder.

9.15.5. The Public Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'. Physical share certificates and other relevant documents should not be sent to the Acquirer, PAC, Target Company, or the Manager to the Offer.

9.15.6. All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.

9.15.7. In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of having the Equity Shares dematerialized is completed well in time so that they can participate in the Offer before the Offer Closing Date.

#### **9.16. Acceptance of Equity Shares**

9.16.1. Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

9.16.2. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

9.16.3. 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

#### **9.17. Settlement Process**

9.17.1. 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 Stock Exchanges to

facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.

- 9.17.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 9.17.3. For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders bank account linked to its demat account. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 9.17.4. 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. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- 9.17.5. The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted are less than the Equity Shares tendered in the Offer by the Public Shareholders holding Equity Shares in the physical form. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Public Shareholders directly by the Registrar to the Offer.
- 9.17.6. 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.
- 9.17.7. 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.
- 9.17.8. The direct credit of Equity Shares shall be given to the demat account of Acquirer as indicated by the Buying Broker.
- 9.17.9. Once the basis of acceptance is finalised, the lien marked against unaccepted shares shall be released and the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule
- 9.17.10. Buying Brokers would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer.
- 9.17.11. 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.
- 9.17.12. 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 selling 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 Acquirer and/or the Manager accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 9.17.13. 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 shareholders of the Target Company who have accepted the Open 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

### **General conditions applicable for tendering and settlement**

- 9.18. Equity Shares that are subject to any charge, lien or any other form of encumbrance are liable to be rejected in the Offer.
- 9.19. Applications in respect of Equity Shares that are the subject matter of litigation wherein the Public Shareholders of the Target Company may be prohibited from transferring such Equity Shares during the pendency of the said litigation are liable to be rejected if the directions/orders regarding such Equity Shares are not received together with the Equity Shares tendered under the Offer. The Letter of Offer in some of these cases, wherever possible, will be forwarded to the concerned statutory authorities for further action by such authorities.
- 9.20. The Public Shareholders should also provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the application is being sent. Such documents may include, but are not limited to:
- (a) Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Public Shareholder) if the original Public Shareholder has expired;
  - (b) Duly attested power of attorney if any person apart from the Public Shareholder has signed the acceptance form and/or transfer deed(s);
  - (c) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien, or encumbrance;
  - (d) In case of companies, the necessary corporate authorisation (including certified copy of board and/or general meeting resolution(s)); and
  - (e) Any other relevant documents.
- 9.21. In the event the number of Equity Shares validly tendered in the Open Offer by the Public Shareholders are more than the Equity Shares to be acquired under the Open Offer, the acquisition of Equity Shares from each Public Shareholder will be on a proportionate basis in such a way that the acquisition from any Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The minimum marketable lot for the Equity Shares is 1 (one) Equity Share.
- 9.22. Subject to the receipt of such approvals as mentioned in paragraph 8.6 (Statutory Approvals and conditions of the Offer), the Acquirer intend to complete all formalities, including the payment of consideration within a period of ten (10) Working Days from the closure of the Tendering Period and for the purpose open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations, provided that where the Acquirer are unable to make the payment to the Public Shareholders who have accepted the Offer before the said period of ten (10) Working Days due to non-receipt of such approvals, SEBI may, if satisfied that non-receipt of such approvals was not due to any wilful default or neglect of the Acquirer or failure of the Acquirer to diligently pursue the applications for such approvals (where applicable), grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond such ten (10) Working Days period, as may be specified by SEBI from time to time.
- 9.23. The unaccepted documents in relation to transfer of Equity Shares, if any, would be returned by registered post or by ordinary post or courier at the Public Shareholders' sole risk. Unaccepted Equity Shares held in dematerialised form will be credited back to the beneficial owners' depository account with the respective depository participant as per details received from their depository participant. It will be the responsibility of the Public Shareholders to ensure that the unaccepted Equity Shares are accepted by their respective depository participants when transferred by the Registrar to the Offer. Public Shareholders holding Equity Shares in dematerialised form are requested to issue the necessary standing instruction for the receipt of the credit, if any, in their DP account. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.



- 9.24. The Registrar to the Offer will hold in trust the Form of Acceptance-cum-Acknowledgement, Equity Shares, and/or other documents on behalf of the Public Shareholders of the Target Company who have accepted the Offer, until the warrants/cheques/drafts for the consideration are dispatched and unaccepted share certificate/Equity Shares, if any, are dispatched/returned to the relevant Public Shareholders.
- 9.25. Payment to those Public Shareholders whose tendered Equity Shares are found valid and in order and are approved by the Acquirer, will be done by obtaining the bank account details from the beneficiary position download to be provided by the Depositories and the payment shall be processed with the said bank particulars, and not any details provided in the On Market Form of Acceptance-cum-Acknowledgement/Off-Market Form of Acceptance-cum- Acknowledgement (as applicable). The decision regarding (i) the acquisition (in part or full), of the Equity Shares tendered pursuant to the Offer, or (ii) rejection of the Equity Shares tendered pursuant to the Offer along with any corresponding payment for the acquired Equity Shares will be dispatched to the Public Shareholders by registered post or by ordinary post or courier as the case may be, at the Public Shareholder's sole risk. Equity Shares held in dematerialized form to the extent not acquired will be credited back to the respective beneficiary account with their respective Depository Participants as per the details furnished by the beneficial owners in the Off-Market Form of Acceptance-cum-Acknowledgement.
- 9.26. For Public Shareholders who do not opt for electronic mode of transfer or whose payment consideration is rejected/not credited through DC/NEFT/RTGS, due to technical errors or incomplete/incorrect bank account details, payment consideration will be dispatched through registered post or by ordinary post or courier at the Public Shareholder's sole risk.
- 9.27. All cheques/demand drafts/pay orders will be drawn in the name of the first holder, in case of joint holder(s).
- 9.28. In case of rejection of Equity Shares tendered for any reason, the documents, if any, will be returned by registered post or ordinary post or courier at the Public Shareholder's sole risk as per the details provided in the On Market Form of Acceptance-cum-Acknowledgement/Off- Market Form of Acceptance-cum-Acknowledgement (as applicable). Equity Shares held in dematerialised form, to the extent not accepted, will be returned to the beneficial owner to the credit of the beneficial owner's DP account with the respective DP as per the details furnished by the beneficial owner(s) in the On Market Form of Acceptance-cum-Acknowledgement/Off- Market Form of Acceptance-cum-Acknowledgement (as applicable).
- 9.29. A copy of the Letter of Offer (including the Off-Market Form of Acceptance-cum- Acknowledgment, if applicable) is expected to be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)) during the period the Offer is open and may also be downloaded from the site.
- 9.30. Procedure for tendering the shares in case of non-receipt of Letter of Offer
- 9.30.1. Public Shareholders who have acquired Equity Shares but whose names do not appear in the records of Depositories 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.
- 9.30.2. A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in the Letter of Offer and Form of Acceptance-cum Acknowledgment.
- 9.30.3. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement, will be e mailed/dispatched to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and to the beneficial owners of the Target Company in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date.
- 9.30.4. 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 ([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.

- 9.30.5. The Letter of Offer along with the On Market Form of Acceptance cum Acknowledgment would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and Public Shareholders can also apply by downloading such forms from the said website.
- 9.30.6. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer.

**10. ACCEPTANCE OF EQUITY SHARES**

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

**11. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECIPT OF THE LETTER OF OFFER**

- 11.1. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or 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.
- 11.2. A Public Shareholder may participate in this Offer by approaching their broker/ Selling Broker and tender Equity Shares in this Offer as per the procedure mentioned in the Letter of Offer.
- 11.3. The Letter of Offer along with acceptance form will be dispatched to all the eligible Public Shareholders of the Target Company, as appearing in the list of members of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) or obtain a copy of the same from the Registrar on providing suitable documentary evidence of holding of the Equity Shares.
- 11.4. The Letter of Offer along with the Form of Acceptance would also be available at website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and Public Shareholders can also apply by downloading such forms from the said website.
- 11.5. Alternatively, in case of non-receipt of the Letter of Offer, the eligible Public Shareholders holding the Equity Shares may participate in this Offer by providing their application in plain paper in writing signed by all the shareholder(s), stating name, address, number of Equity Shares held, client-ID number, DP name, DP-ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraph 9.15 titled as 'Procedure for Equity Shares held in physical form' at page 37 of this Letter of Offer. Such eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE, made available by BSE before the closure of the Tendering Period.

## 12. SETTLEMENT PROCESS AND PAYMENT OF CONSIDERATION

- 12.1. Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 12.2. Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/ Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.
- 12.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 12.4. The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Eligible Public Shareholders. If the bank account details of any Eligible Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Eligible Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Public Shareholder holding Equity Shares in dematerialized form.
- 12.5. 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 Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.
- 12.6. For the Eligible Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.
- 12.7. The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirer provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirer on receipt of the Equity Shares from the clearing and settlement mechanism of BSE Limited.
- 12.8. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Public Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active

and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.

- 12.9. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned back to the Eligible Public Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted are less than the Equity Shares tendered in this Offer by Eligible Public Shareholders holding Equity Shares in the physical form.
- 12.10. The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 12.11. Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Eligible Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Offer and the Acquirer accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Public Shareholders.
- 12.12. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure, or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

### 13. COMPLIANCE WITH TAX REQUIREMENTS

#### **Note on Taxation (in connection with on market mechanism)**

THE SUMMARY OF THE INCOME TAX CONSIDERATIONS HEREUNDER ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME TAX ACT, 1961 AS AMENDED BY FINANCE ACT, 2022 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/CLARIFICATIONS) FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

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

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

**THE INFORMATION ON TAXATION MENTIONED HEREIN IS ON THE BASIS THAT THE OPEN OFFER SHALL BE COMPLETED THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULARS CIR/CFD/POLICYCELL/1/2015 DATED 13 APRIL 2015 AND CFD/DCR2/CIR/P/2016/131 DATED 9 DECEMBER 2016 AND BSE NOTICE NO. 20170202-34 DATED 2 FEBRUARY 2017, IN EACH CASE AS AMENDED FROM TIME TO TIME.**

THE ACQUIRER DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF ANY TAX ADVICE. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THE SUMMARY OF THE INCOME TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

#### 13.1. General Provisions

- 13.1.1. If this Open Offer will be executed on market, STT will be payable through stock exchange on Equity Shares tendered/accepted under this Open Offer.
- 13.1.2. In case of delay in receipt of any statutory approvals as may be required as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10 Working Days at such rate, as may be specified by SEBI from time to time.
- 13.1.3. In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at

the rate of 10 (Ten) percent per annum, in the event the Acquirer is unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.

- 13.1.4. The basis of charge of Indian income tax under the IT Act depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from 1 April until 31 March.
- 13.1.5. A person who is an Indian tax resident is typically liable to income tax in India on such person's worldwide income, subject to certain tax exemptions, which are provided under the IT Act.
- 13.1.6. A person who is treated as a non-resident for Indian income tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or deemed to accrue or arise in India) and on income received or deemed to be received by such person in India. In case of shares of a company, the source of income from sale of shares depends on the 'situs' of such shares. Based upon the judicial pronouncements, generally the 'situs' of the shares is where a company is 'incorporated' and where its shares can be transferred.
- 13.1.7. Since the Target Company is incorporated in India, the Target Company's shares should be deemed to be 'situated' in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- 13.1.8. Further, the non-resident Public Shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident Public Shareholder is tax resident subject to satisfying relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.
- 13.1.9. The IT Act also provides for different income tax regimes/rates applicable to the gains arising from the tendering of Equity Shares under the Offer, based on the period of holding, residential status, classification of the Public Shareholder, nature of the income earned and mode of acquisition, etc.
- 13.1.10. As per the provisions of the IT Act, the Public Shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the relevant year.
- 13.1.11. The summary of income tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

## 13.2. Further Analysis

13.2.1. **Classification of Shareholders:** The Public Shareholders can be broadly classified under the following categories:

- (i) Resident shareholders being:
  - a) Individuals, HUF, AOP, and BOI
  - b) Others such as company, firm, etc.
- (ii) Non-resident shareholders being:
  - a) NRIs
  - b) FIIs/FPIs
  - c) Others



- A. Company
- B. Other than company

### 13.2.2. **Classification of Income:**

Shares can be classified under the following two categories:

- (iii) Shares held as 'investment' (Income from transfer taxable under the head 'Capital Gains');
- (iv) Shares held as 'stock-in-trade' (Income from transfer taxable under the head 'Profits and Gains from Business or Profession').

In view of the amended definition of 'capital asset' provided in Section 2(14) of the IT Act, shares held by all FIIs (and their sub – account) or FPIs registered under the SEBI (Foreign Portfolio Investors) Regulations, 2014 are to be treated as 'capital asset'.

For Public Shareholder other than FIIs/ FPIs, gains arising from the transfer of shares may be treated either as 'capital gains' or as 'business income' for income-tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Public Shareholders (other than FIIs/ FPIs) should also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT).

### 13.2.3. **Shares held as Investment:**

As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head 'Capital Gains'. Additionally, securities held by FIIs/FPIs are treated as capital assets under Section 2(14) of the IT Act (whether or not such asset is being held as a capital asset). Therefore, gains arising out of securities held by FIIs/FPIs will be taxable in India as capital gains. Capital gains in the hands of Public Shareholders will be computed as per provisions of Section 48 of the IT Act.

### 13.2.4. **Period of holding**

Depending on the period for which the shares are held, the gain is taxable as 'short-term capital gain' or 'long-term capital gain':

- (v) In respect of equity shares held for a period less than or equal to 12 (twelve) months prior to the date of transfer, the same should be treated as a 'short-term capital asset', and accordingly the gains arising therefrom should be taxable as 'Short Term Capital Gains' or '**STCG**'.
- (vi) Similarly, where equity shares are held for a period more than 12 (twelve) months prior to the date of transfer, the same should be treated as a 'long-term capital asset', and accordingly the gains arising therefrom should be taxable as 'Long Term Capital Gains' or '**LTCG**'.

### 13.2.5. **Tendering of Shares in the Offer through a Recognised Stock Exchange in India**

Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):

- (vii) The Finance Act, 2018 has withdrawn the exemption under Section 10(38) of the IT Act for LTCG arising from transfer of equity shares on or after 1 April 2018.

- (viii) Section 112A of the IT Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.
- (ix) LTCG arising from transfer of equity shares, exceeding Rs.100,000, will be taxable at 10% (ten per cent.) without allowing the benefit of indexation.
- (x) However, Section 112A of the IT Act shall not apply if such equity shares were acquired on or after 1 October 2004 and Securities Transaction Tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated 1 October 2018, providing certain situations wherein Section 112A of the IT Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares. The notification provides for the following situations:
  - a) Where acquisition of existing listed equity shares in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;
  - b) Where transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions; and
  - c) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

In terms of the said notification, STT need not have been paid on acquisition of shares (that are frequently traded) and still be eligible for claim of Section 112A of the IT Act benefit in the following situations:

- I. Acquisition by scheduled banks, reconstruction or securitisation companies or public financial institutions during their ordinary course of business;
- II. Acquisitions approved by the Supreme Court, High Courts, National Company Law Tribunal, SEBI or RBI;
- III. Acquisitions under employee stock option scheme or employee stock purchase scheme framed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- IV. Acquisition by any non-resident in accordance with foreign direct investment guidelines of the Government of India;
- V. Acquisition in accordance with SEBI (SAST) Regulation, 2011;
- VI. Acquisition from the Government
- VII. Acquisition by an investment fund referred to in clause (a) to Explanation 1 to Section 115UB of the IT Act or a venture capital fund referred to in clause (23FB) of Section 10 of the IT Act or a Qualified Institutional Buyer; and
- VIII. Acquisition by mode of transfer referred to in Section 47 or Section 50B or sub-section (3) of Section 45 or subsection (4) of Section 45 of the IT Act, if the previous owner or the transferor, as the case may be, of such shares has not acquired them by any mode referred to in clause (A) or clause (B) or clause (C) other than the transactions referred to in the proviso to clause (C) or clause (B).
- (xi) Where provisions of Section 112A of the IT Act are not applicable, LTCG will be chargeable to tax at 20% (twenty per cent.). However, for a resident Public Shareholder, an option is available to pay tax on such LTCG under Section 112 of the IT Act at either 20% with indexation or 10% without indexation. In the case of FIIs/FPIs, LTCG would be taxable at 10% (ten per cent.) (plus applicable surcharge and cess) in accordance with provisions of Section 115AD of the IT Act.

- (xii) STCG arising from such transaction will be subject to tax @ 15% (fifteen per cent.) (plus applicable surcharge and cess) under Section 111A of the IT Act.
- (xiii) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the IT Act.
- (xiv) In addition to the above LTCG or STCG tax, applicable surcharge, health and education cess are leviable (Please refer to paragraph 13 (*Compliance with Tax Requirements*) below for rate of surcharge and cess).
- (xv) MAT implications may get triggered for certain companies' resident in India and should be assessed by each of such Public Shareholder. For resident corporate shareholders who has already opted to be governed by the beneficial corporate income tax rate of 22% or 15% under Section 115BAA or 115BAB respectively of the IT Act, MAT implications will not be applicable. Foreign companies will not be subject to MAT if the country of residence of such foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA. Likewise, for non-company shareholders, applicability of the provisions of Alternate Minimum Tax will also have to be analysed depending upon the facts of each case.
- (xvi) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.

#### **Investment Funds**

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head 'Profits and gains of business or profession' would be exempt from income-tax but would be taxable in the hands of their investors. For this purpose, an 'Investment Fund' means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

#### **Mutual Funds**

Under Section 10(23D) of the IT Act, any income of mutual funds registered under SEBI or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the RBI and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

#### **13.2.6. Income from sale of Equity Shares classified as Stock-in-Trade**

If the shares are held as stock-in-trade by any of the Public Shareholders of the Target Company, then the gains will be characterised as business income and taxable under the head 'Profits and Gains from Business and Profession'

- (xvii) Resident shareholders:

#### **Profits of:**

- a) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- b) Domestic companies will be generally taxed at the tax rates applicable for such company in accordance with the provisions of the IT Act including but not necessarily limited to, the following cases:-

- A. Domestic companies having total turnover or gross receipts during the relevant financial year not exceeding Rs. 400 crores will be taxable @ 25% (twenty-five per cent.)
- B. Domestic companies liable to pay tax under Section 115BAA of the IT Act will be taxable @ 22% (twenty-two per cent.) if conditions of Section 115BAA are met
- C. Domestic companies liable to pay tax under Section 115BAB of the IT Act will be taxable @ 15% (fifteen per cent.) if conditions of Section 115BAB are met, else at the rate of 22%, (twenty-two per cent.)
- D. Domestic companies having a turnover exceeding Rs. 400 crores will be taxable at the rate of 30% unless such companies choose to be covered under Section 115BAA or 115BAB.
- c) For persons other than stated in (i) and (ii) above, profits will be taxable at 30% (thirty per cent.)
- d) Surcharge and health and education cess are applicable in addition to the taxes described above.
- e) No benefit of indexation by virtue of period of holding will be available in any case.

(xviii) Non-resident shareholders:

- a) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the country of which the non-resident seller is resident but subject to fulfilling relevant conditions read with MLI as may be in effect, and non-applicability of GAAR and maintaining and providing necessary documents prescribed under the IT Act.
- b) Where DTAA provisions are not applicable:
  - A. For non-resident individuals, HUF, AOP and BOI, profits will be taxable at applicable slab rates.
  - B. For foreign companies, profits will be taxed in India at 40% (forty per cent.).
  - C. For other non-resident shareholders, such as foreign firms, profits will be taxed in India at 30% (thirty per cent.).

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in his/its case. (Please refer to paragraph 13 (*Compliance with Tax Requirements*) below for rate of surcharge and cess).

### 13.3. Tax Deduction at Source

#### 13.3.1. In case of resident Public Shareholders

- (i) With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of the IT Act at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term 'goods' has not been defined and may cover shares.
- (ii) As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q of the IT Act is not applicable where the transactions in securities and commodities are traded through recognized stock exchange. Therefore, the Acquirer are not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident Public Shareholders.
- (iii) Interest – In respect of interest income, the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in

payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. It is important for the Public Shareholders to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Public Shareholders must file their tax return in India, *inter-alia*, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

The resident Public Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of income arising to the resident Public Shareholders pursuant to this Offer. The resident Public Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid, etc.

### 13.3.2. In case of non-resident Public Shareholders

- (i) In case of FIIs/FPIs: Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs/FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs

Interest – In respect of interest income, the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. It is important for the FIIs/ FPIs to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The FII/FPIs must file their tax return in India, *inter alia*, considering gains arising pursuant to this Open Offer in consultation with their tax advisors.

The FIIs/FPIs undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of income arising to the FIIs/FPIs pursuant to this Offer. The FIIs/FPIs also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

- (ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs) holding Equity Shares of the Target Company

Section 195(1) of the IT Act provides that any person responsible for paying to a non- resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Public Shareholders provide a specific mandate in this regard.

Since the Open Offer is through the stock exchange, given the practical difficulty, the Acquirer will not be deducting income tax at source on the consideration payable to such non-resident, since the entire payment has to be settled through the stock exchange mechanism and there will be no direct payment by the Acquirer to the non-resident Public Shareholders. The responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Public Shareholder. The non-resident Public Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/authorized dealers/tax advisors appropriately. The non-resident Public Shareholders must file their tax return in India, *inter alia*, considering gains arising pursuant to this Offer in consultation with their tax advisors.

Interest – In case of interest income the obligation to deduct tax at source under the provisions of the IT Act is on the person responsible for paying such income. The final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. It is important for the Public Shareholders to compute income on this transaction and immediately pay taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The Public Shareholders must file their tax return in India, *inter alia*, considering gains arising pursuant to

this Open Offer in consultation with their tax advisors.

The non-resident Public Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of income arising to the non-resident Public Shareholders pursuant to this Open Offer. The non-resident Public Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid, etc.

### 13.3.3. Information required from non-resident Public Shareholders

- (i) All Public Shareholders are required to submit their PAN along with self-attested copy of the PAN card for income-tax purposes. In absence of PAN for non-resident Public Shareholders, as per Notification No. 53 /2016, F.No.370 142/16/2016-TPL, they shall furnish self-attested copy of documents containing the following details:
  - a) Name, email id, contact number;
  - b) Address in the country of residence;
  - c) TRC from the government of the country of residence, if the law of such country provides for issuance of such certificate; and
  - d) Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which such non- resident is identified by the government of the country of which he claims to be a resident.
- (ii) If PAN, or in case of non-resident Public Shareholders not having a PAN, the aforesaid details are not furnished, the Acquirer will deduct tax as per Section 206AA of the IT Act.
- (iii) NOC/ Certificate from the Income-tax Authorities for no/lower deduction of tax;
- (iv) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify);
- (v) Self-attested declaration that Public Shareholder does not have a Permanent Establishment in India either under the IT Act or DTAA as applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the IT Act) of which the Public Shareholder claims to be a tax resident.
- (vi) In case of non-resident Public Shareholders claiming relief under DTAA:
  - a) Form 10F as prescribed under Section 90 or Section 90A of the IT Act;
  - b) TRC to be obtained from the Government of the foreign country/specified territory of the Public Shareholder claims to be a tax resident;
- (vii) Information required from resident Public Shareholders:
  - a) Self-attested copy of PAN card;
  - b) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify);
  - c) NOC/Certificate from the income tax authorities (applicable only for the interest payment, if any) for no/lower deduction of tax; and

- d) For Mutual Funds/Banks/other specified entities under Section 194A(3)(iii) of the IT Act – Copy of relevant registration or notification (applicable only for the interest payment, if any).

#### 13.4. Rate of Surcharge and Cess

In addition to the basic tax rate, applicable Surcharge, Health, and Education Cess are currently leviable as under:

- (i) Surcharge:
- a) In case of domestic companies: Surcharge @ 12% (twelve per cent.) is leviable where the total income exceeds Rs. 10 crore and @ 7% (seven per cent.) where the total income exceeds Rs. 1 crore but less than Rs. 10 crores for companies not opting for tax regime under Section 115BAA and Section 115BAB.
- b) In case of domestic companies liable to pay tax under Section 115BAA or Section 115BAB: Surcharge @ 10% (ten per cent.) is leviable.
- c) In case of companies other than domestic companies: Surcharge @ 5% (five per cent.) is leviable where the total income exceeds Rs. 10 crore and @ 2% (two per cent.) where the total income exceeds Rs.1 crore but less than Rs. 10 crores.
- d) In case of individuals, HUF, AOP, BOI:
- A. Surcharge at the rate of 10% (ten per cent.) is leviable where the total income exceeds INR 50 lakh but does not exceed INR 1 crore.
- B. Surcharge at the rate of 15% (fifteen per cent.) is leviable where the total income exceeds INR 1 crore but does not exceed INR 2 crore.
- C. Surcharge at the rate of 25% (twenty-five per cent.) is leviable where the total income exceeds INR 2 crore but does not exceed INR 5 crore.
- D. Surcharge at the rate of 37% (thirty-seven per cent.) is leviable where the total income exceeds INR 5 crore.

However, for the purpose of income chargeable under Section 111A, 112, 112A and 115AD of the IT Act (for income chargeable to tax under the head '**Capital Gains**'), the surcharge rate shall not exceed 15% (fifteen per cent.).

- e) In case of Firm and Local Authority: Surcharge @12% (twelve per cent.) is leviable where the total income exceeds Rs. 1 crore.

(ii) Cess:

- a) Health and Education Cess @ 4% (four per cent.) is currently leviable in all cases.

Taxes once withheld will not be refunded by the Acquirer under any circumstances. The tax deducted under this Open Offer may not be the final liability of the Public Shareholders and shall in no way discharges the obligation of Public Shareholders to appropriately disclose the amount received pursuant to this Open Offer to the income tax authorities.

All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer to the Open Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment for filing the return of income.

The Acquirer shall deduct tax (if required) as per the information provided and representation made by the Public Shareholders. 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 the Public Shareholders, such Public Shareholders will

be responsible to pay 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, at the cost of such Public Shareholder.

**THE TAX IMPLICATIONS ABOVE ARE BASED ON PROVISIONS OF THE INCOME TAX ACT, 1961 AS AMENDED UP TO FINANCE ACT, 2022.**

**THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES. THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.**

**APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.**



#### 14. DOCUMENTS FOR INSPECTION

The copies of the following documents will be available for inspection at the registered office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri East, Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Wednesday, July 12, 2023 to Tuesday, July 25, 2023. Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email-ids (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line [“Documents for Inspection – SUDIN Open Offer”], to the Manager to the Open Offer at [compliance@swarajshares.com](mailto:compliance@swarajshares.com); and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

- 14.1. Memorandum and Articles of Association and Certificate of Incorporation of the Target Company.
- 14.2. Memorandum of Understanding between the Manager and the Acquirer.
- 14.3. The copy of Agreement between the Registrar and the Acquirer.
- 14.4. Audited Annual Reports for the last 3 (three) Financial Years ending March 31, 2020, March 31, 2021, and March 31, 2022, unaudited Financial Results for the six-months period ending September 30, 2022, and unaudited Financial Results for the nine-months period ending December 31, 2022, of the Target Company.
- 14.5. Escrow Agreement between Acquirer, Escrow Bank, and Manager to the Offer.
- 14.6. Bank Statement received from Kotak Mahindra Bank Limited for required amount kept in the escrow account and marked lien in favour of Manager to the Offer.
- 14.7. The copy of Share Purchase Agreement dated Wednesday, April 12, 2023, entered between the Promoters and the Acquirer, which triggered this Offer.
- 14.8. Copy of the Public Announcement dated Wednesday, April 12, 2023.
- 14.9. Copy of the Detailed Public Statement dated Wednesday, April 19, 2023, published on behalf of the Acquirer on Thursday, April 20, 2023, in the newspapers.
- 14.10. Copy of the Draft Letter of Offer dated Wednesday, April 26, 2023.
- 14.11. Copy of the Letter of Offer dated Saturday, July 01, 2023.
- 14.12. Copy of the recommendations to be published on Monday, July 10, 2023, by the Committee of Independent Directors of the Target Company.
- 14.13. Copy of SEBI Observation letter bearing reference number SEBI/HO/CFD/RAC/DCR-2/P/OW/25770/2023' dated Friday, June 23, 2023.

**15. DECLARATION BY THE ACQUIRER**

For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirer has relied on the information provided by the Target Company and has not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirer accepts full responsibility for the information contained in this Letter of Offer. The Acquirer shall be responsible for ensuring compliance with the SEBI (SAST) Regulations.

**Date:** Saturday, July 01, 2023

**Place:** Mumbai

**Mr. Vurakaranam Ramakrishna**  
**Acquirer**

**Sd/-**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**(FOR HOLDING EQUITY SHARES IN PHYSICAL FORM)**

*(Please send this Form with TRS generated by the Selling Broker and enclosures to Registrar, Purva Shareregistry (India) Private Limited, at their address given in the Letter of Offer, as per the mode of delivery mentioned in the Letter of Offer)*

From: \_\_\_\_\_  
Folio Number: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_

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

Contact Number: \_\_\_\_\_  
Fax Number: \_\_\_\_\_  
E-mail Address: \_\_\_\_\_

<b>TENDERING PERIOD FOR THIS OFFER</b>	
<b>Offer Opens on</b>	<b>Wednesday July 12, 2023</b>
<b>Offer Closes on</b>	<b>Tuesday, July 25, 2023</b>

To,  
**The Acquirer**  
**C/o Purva Shareregistry (India) Private Limited**  
**Unit: SUDIN – Open Offer**  
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opposite Kasturba  
Hospital Lane, Lower Parel (East) Mumbai – 400011, Maharashtra

Dear Sir/ Ma'am,

**Subject: Open Offer for acquisition of up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital of Sudev Industries Limited at an offer price of Rs. 11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, payable in cash, to the Public Shareholders of the Target Company, by Mr. Vurakaranam Ramakrishna ('Acquirer') pursuant to and in compliance with the provisions of SEBI (SAST) Regulations.**

I/We refer to the Letter of Offer dated Saturday, July 01, 2023, for acquiring the Equity Shares, held by us in Sudev Industries Limited.

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

**EQUITY SHARES HELD IN PHYSICAL FORM**

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
<b>Total number of Equity Shares</b>					

*(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 until the time the Acquirer pay the purchase consideration as mentioned in the Letter of Offer.

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):

- i. 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 (FOA) – 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 Equity Shares should note that Physical Equity 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 Offer, are free from liens, charges, equitable interests, and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/we have obtained any 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 Offer and that I/we am/are legally entitled to tender the equity shares for 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 secondary market mechanism only after verification of the certificates, documents, and signatures, as applicable submitted along with this Form of Acceptance.

I/We undertake to return to the Acquirer any Offer consideration that may be wrongfully received by me/us.

I/We 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 effect this Offer in accordance with the SEBI (SAST) Regulations.

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 and the Registrar and in terms of the Letter of Offer and I/we further authorize the Acquirer to return to me/us in the demat account/share certificate(s) in respect of which the 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 make payment of purchase consideration as mentioned in the Letter of Offer.

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 in trust for me/us till the date the Acquirer make payment of consideration as mentioned in the Letter of Offer 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.

**FOR NRIS/OCBS/ FIIS AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS**

I/We confirm that my/our status is (√ whichever is applicable):

Individual	Domestic Company	Foreign Company	FIIs / FPIs-Corporate	FIIs / FPIs-Others
QFI	FVCI	Partnership/ Proprietorship/ LLP	Private Equity Fund/ AiF	Pension/ Provident Fund
Sovereign Wealth Fund	Foreign Trust	Financial Institution	NRIs/ PIOs-repatriable	NRIs/ PIOs-non-repatriable
Insurance Company	OCB	Domestic Trust	Banks	Association of person/ body of individuals
Others (Please Specify):				

I/We confirm that my/our investment status is (√ whichever is applicable): FDI Route / PIS Route / Any Other (Please Specify):

I/We confirm that the Equity Shares tendered by me/us are held on (√ whichever is applicable): Repatriable basis / Non-repatriable basis

I/We confirm that (√ whichever is applicable):

No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the Reserve Bank of India. The copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith.

I/We confirm that (√ whichever is applicable):

No RBI, FIPB or other regulatory approval is required by me for tendering the equity shares in this Offer.

Copies of all approvals required by me for tendering equity shares in this Offer are enclosed herewith.

In case of shareholders holding Equity Shares in demat form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act, 1961.

Yours faithfully,

Signed and Delivered:

Particulars	Full Names(s) of the holders	Address and Telephone Number	Signature	PAN
First/ Sole Holder				
Joint Holder 1				
Joint Holder 2				

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

Place:

Date:

## INSTRUCTIONS

1. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.
2. The Form of Acceptance cum Acknowledgement should be filled-up in English only.
3. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
4. **Mode of tendering the Equity Shares pursuant to the Offer:**
  - a. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the equity shareholder of Sudev Industries Limited.
  - b. The Public Shareholders of Sudev Industries Limited to whom this Offer is being made, are free to Offer his / her / their shareholding in Sudev Industries Limited for sale to the Acquirer, in whole or part, while tendering his / her / their Equity Shares in the Offer.

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

## ACKNOWLEDGEMENT SLIP

**Subject: Open Offer for acquisition of up to 10,95,458 (Ten Lakhs Ninety-Five Thousand Four Hundred and Fifty-Eight) Equity Shares representing 26.00% (Twenty-Six Percent) of the Expanded Voting Share Capital of Sudev Industries Limited at an offer price of Rs. 11.40/- (Eleven Rupees and Forty Paise Only) per Equity Share, payable in cash, to the Public Shareholders of the Target Company, by Mr. Vurakaranam Ramakrishna ('Acquirer') pursuant to and in compliance with the provisions of SEBI (SAST) Regulations**

### FOR PHYSICAL EQUITY SHARES

Received from Mr./Ms./Mrs./M/s. \_\_\_\_\_

I / We, holding Equity Shares in the physical form, accept the Offer and enclose duly filled signed and or stamped the original share certificate(s), transfer deed(s) and Form of Acceptance in 'market' mode, duly acknowledged by me/us in respect of my Equity Shares as detailed below:

Sr. No	Folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
Total Number of Equity Shares					

### FOR DEMAT EQUITY SHARES

Received from Mr./Ms./Mrs./M/s. \_\_\_\_\_

I / We, holding Equity Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in 'market' mode, duly acknowledged by my/our Depository Participant in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

Stamp of Collection Centre	Signature of Official	Date of Receipt

Note: All future correspondence, if any, should be addressed to the Registrar at the address mentioned above.

**Purva Sharegistry (India) Private Limited**

**Unit: SUDIN – Open Offer**

9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opposite Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400011, Maharashtra

**Telephone Number:** +91 22-23012518/ 23016761

**E-mail Address:** support@purvashare.com

**Website:** www.purvashare.com

**Contact Person:** Ms. Deepali Dhuri

**SEBI Registration Number:** INR00000112

**FORM NO. SH-4 SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and Rule 11 (1) 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 here by agree to accept and hold the said securities subject to the conditions aforesaid

<b>CIN:</b>	L	2	5	2	0	1	U	P	1	9	9	2	P	L	C	0	1	8	5	1	0
-------------	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Name of the Company (in full): **SUDEV INDUSTRIES LIMITED**Name of the Stock Exchange where the Company is listed, if any: **BSE LIMITED and THE CALCUTTA STOCK EXCHANGE LIMITED****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 Share	₹10.00/- (Rupees Ten Only) each	₹10.00/- (Rupees Ten Only) each	₹10.00/- (Rupees Ten Only) each
No. of Securities being Transferred		Consideration Received (INR)	
In Figures	In Words	In words	In figures

Distinctive Number	From			
	To			

Corresponding Certificate Nos.			
--------------------------------	--	--	--

Transferor's Particulars		
Registered Folio Number:		
Name(s) in full	PAN	Signature(s)
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

**Attestation:**

I hereby confirm that the transferor has signed before me.

Signature of the witness: \_\_\_\_\_

Name of the witness: \_\_\_\_\_

Address of the witness: \_\_\_\_\_

\_\_\_\_\_

Pin Code: \_\_\_\_\_

Transferee's Particulars:		
Name in full (1)	Father's/ mother's/ spouse-name	Address, phone no. and Email Address
Mr. Vurakaranam Ramakrishna	Mr. Nageswara Rao Vurakaranam	Resident at 54 Madhavapuri, Sainikpuri Secunderabad, Medchal, Telangana – 500094, India Contact Number: +91-9892508088 E-mail address: ramakrishna.v@isbsindia.in
Occupation (4)	Existing folio no., if any (5)	Signature (6)
Business		

Folio No. of Transferee	Specimen Signature of Transferee(s)
	1. _____
	2. _____
	3. _____

Value of Stamp Affixed: \_\_\_\_\_

**Declaration:**

- (1) Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or  
(2) Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

**Stamps**

<b>Enclosures:</b> 1. Certificate of Equity Shares or debentures or other securities 2. If no certificate is issued, letter of allotment 3. Copy of PAN CARD of all the Transferees (For all listed Cos) 4. Other, Specify, _____	
<b>For office use only</b> 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 Transferor	Name of Transferee	No. of Equity Shares	Date of Transfer
			Signature of authorized signatory