

# LETTER OF OFFER

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“**Letter of Offer**”) is sent to you as an Equity Shareholder of Asit C Mehta Financial Services Limited (“**Target Company**”). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in the Target Company, please hand over the Letter of Offer (as defined hereinafter) and the accompanying Form of Acceptance cum Acknowledgement (“**Form of Acceptance**”) to the Member of Stock Exchange through whom the said sale was effected.

### OPEN OFFER (“OFFER”) BY

#### CLIQTRADE STOCK BROKERS PRIVATE LIMITED

**Corporate Identification Number:** U67120MH2022PTC383418

**Registered office :** 406-408, Keshava Premises, Bandra Kurla Complex, Bandra East, Mumbai-400051

**Tel.:** +91 22 61946700; **E-mail:** [info@cliqtrade.com](mailto:info@cliqtrade.com);

(hereinafter referred to as the “**Acquirer**”)

**MAKES A CASH OFFER TO ACQUIRE UP TO 12,58,674 FULLY PAID UP EQUITY SHARES, HAVING FACE VALUE OF INR 10 (INDIAN RUPEES TEN ONLY) EACH (“EQUITY SHARES”), REPRESENTING 25.41%\* (TWENTY FIVE POINT FORTY ONE PERCENT ONLY) OF THE VOTING SHARE CAPITAL OF THE TARGET COMPANY (AS HEREINAFTER DEFINED), FROM THE PUBLIC SHAREHOLDERS OF**

(\*As per SEBI (SAST) Regulations, the open offer under regulation 3 and 4 shall be for at least 26% of the total shares of the target company, as of 10<sup>th</sup> working day from the closure of the Tendering Period. However, the public shareholding of the Target Company is 25.41%, and therefore, the Offer Shares represent 25.41% of the fully paid-up Voting Share Capital of the Target Company.)

#### ASIT C MEHTA FINANCIAL SERVICES LIMITED

**Corporate Identification Number:** L65900MH1984PLC091326

**Registered Office:** Nucleus House Saki-Vihar Rd., Andheri (E), Mumbai-400072

**Tel: 022-28583333; Fax: 022-28577894; Website: [www.acmfsl.com](http://www.acmfsl.com)**

**Email: [investorgrievance@acmfsl.co.in](mailto:investorgrievance@acmfsl.co.in)**

(hereinafter referred to as the “**Target Company**”)

**AT A PRICE OF INR 151.44/- (INDIAN RUPEES ONE HUNDRED FIFTY ONE AND FORTY FOUR PAISE ONLY) PER EQUITY SHARE (“OFFER PRICE”), PAYABLE IN CASH, PURSUANT TO REGULATION 3(1) AND 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME (“SEBI (SAST) REGULATIONS, 2011”)**

- This Offer is being made by the Acquirer pursuant to and in compliance with Regulation 3(1) and 4 and other applicable Regulations of the SEBI (SAST) Regulations, 2011.
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- The Offer is subject to the compliance of the terms and conditions as set out under the Share Purchase Agreement. As on date of this LOF (as defined below), to the best of the knowledge and belief of the Acquirer, there are no statutory or other approvals required to acquire equity shares that are validly tendered pursuant to this Offer. However, the Offer would be subject to all the statutory approvals that may become applicable at a later date but before the completion of the Offer.
- The Acquirer shall complete all procedures relating to this Open Offer within 10 (Ten) Working Days from the date of closure of the Tendering Period (as defined below), including payment of consideration to Public Shareholders.
- If there is any upward revision in the Offer Price and/or Offer Size at any time prior to the commencement of 1 (One) Working Day before the commencement of the Tendering Period in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (“**DPS**”) was published. Such revised Offer Price would be payable to all the Public Shareholders, who have validly tendered their Equity Shares anytime during the Tendering Period to the extent of such Equity Shares having been verified and accepted under the Offer, by the Acquirer.
- **As per the information available with the Acquirer and the Target Company, there has been no competing offer as on date of this Letter of Offer.**
- **If there are competing offers, the public offers under all the subsisting bids shall open and close on the same date.**
- A copy of the Public Announcement (“**PA**”) and the DPS are available on the website of Securities and Exchange Board of India (“**SEBI**”) at <http://www.sebi.gov.in> and copies of Draft Letter of Offer and Letter of Offer, including Form of Acceptance cum Acknowledgment will be available on website of SEBI at <http://www.sebi.gov.in>.
- All future correspondence, if any, should be addressed to the Manager to the Offer/ Registrar to the Offer at the addresses mentioned below:

Manager to the Offer	Registrar to the Offer
 The Joy of Earning	
<b>Choice Capital Advisors Private Limited</b> Sunil Patodia Tower, Plot No. 156-158 J. B. Nagar, Andheri (East) Mumbai-400099 <b>Website:</b> <a href="https://choiceindia.com/">https://choiceindia.com/</a> <b>E-mail:</b> <a href="mailto:regulator_advisors@choiceindia.com">regulator_advisors@choiceindia.com</a> <b>Contact Person:</b> Vivek Singhi, <b>Tel :</b> + 91 22 6707 9451 <b>SEBI Registration No:</b> INM000011872	<b>Link Intime India Private Limited</b> C-101, 1 <sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India <b>Tel:</b> +91 22 4918 6200, <b>Fax:</b> + 91 22 49186195 <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> , <b>Email:</b> <a href="mailto:asitcmehta.offer@linkintime.co.in">asitcmehta.offer@linkintime.co.in</a> <b>Contact Person:</b> Mr. Sumeet Deshpande <b>SEBI Registration Number:</b> INR000004058

**SCHEDULE OF MAJOR ACTIVITIES OF THE OFFER IS GIVEN BELOW:**

Activity	Original Schedule of Activities (as disclosed in Draft Letter of Offer)		Revised Schedule of Activities (Date and Day)	
	Day	Date*	Day	Date
Date of Public Announcement	Wednesday	August 10, 2022	Wednesday	August 10, 2022
Date of Detailed Public Statement	Friday	August 19, 2022	Friday	August 19, 2022
Last date for filing of the Draft Letter of Offer with SEBI	Friday	August 26, 2022	Friday	August 26, 2022
Last date for a Competitive Bid, if any	Monday	September 12, 2022	Monday	September 12, 2022
Date of receipt of the comments on Draft Letter of Offer from SEBI	Monday	September 19, 2022	Monday	September 26, 2022
Identified Date#	Wednesday	September 21, 2022	Wednesday	September 28, 2022
Date by which Letter of Offer will be dispatched to the Shareholders	Wednesday	September 28, 2022	Thursday	October 06, 2022
Last date for Revising the Offer Price / Number of Equity Shares	Monday	October 03, 2022	Tuesday	October 11, 2022
Last Date of announcement containing reasoned recommendation by committee of independent directors of TC	Tuesday	October 4, 2022	Tuesday	October 11, 2022
Date of Advertisement announcing the schedule of activities for the open offer, status of statutory & other approvals, status of unfulfilled conditions (if any), Procedure for tendering acceptances etc.	Tuesday	October 04, 2022	Wednesday	October 12, 2022
Date of commencement of the Tendering Period	Thursday	October 06, 2022	Thursday	October 13, 2022
Date of closure of the Tendering Period	Wednesday	October 19, 2022	Friday	October 28, 2022
Date by which the acceptance/ rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched	Friday	November 04, 2022	Monday	November 14, 2022
Date of post offer advertisement	Monday	November 14, 2022	Monday	November 21, 2022
Date of Post Offer Report	Monday	November 14, 2022	Monday	November 21, 2022

#The Identified Date is only for the purpose of determining the names of the eligible shareholders of the Target Company as on such date to whom the Letter of Offer would be dispatched. It is clarified that all Public Shareholders, whether registered or unregistered, are eligible to participate in this Offer at any time during the Tendering Period.

**RISK FACTORS:**

**Set forth below are the risk factors relating to the Underlying Transaction, the Offer and the probable risks involved in associating with the Acquirer and are not in relation to the present or future business operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete analysis of the risks involved in the participation or otherwise by the Public Shareholders in this Offer, but are merely indicative. The Public Shareholders are advised to consult their stock broker or legal, financial, tax or investment advisors/ consultants, if any, for analysing and understanding all the risks with respect to their participation in this Offer and related sale and transfer of Equity Shares.**

**Relating to underlying transaction:**

1. Acquisition of Sale Shares in the Underlying Transaction is subject to the applicable provisions of the SEBI (SAST) Regulations, 2011, and the Share Purchase Agreement (as hereinafter defined). In case the provisions of SEBI (SAST) Regulations, 2011 or the Share Purchase Agreement are not satisfactorily complied with for reasons beyond reasonable control of the Acquirer; and consequently the Share Purchase Agreement is rescinded, the Acquirer shall not be able to act upon acquisition of Equity Shares under the Offer.
2. The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

**Relating to the proposed Offer:**

1. As on the date of this Letter of Offer, to the best of knowledge and belief of the Acquirer, no statutory approvals are required by the Acquirer to acquire the equity shares that are validly tendered pursuant to this Offer. However, in case of any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer shall make the necessary applications for such approvals. In the event of non-receipt of any of the statutory approvals, which may become applicable for acquisition of equity shares the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011. In the event of such a withdrawal of the Offer, the Acquirer shall, through the Manager to the Offer, within two Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.
2. In the event that either: (a) there is any order of a governmental authority or litigation leading to a stay or injunction on the Offer or that restricts or restrains the Acquirer from performing their obligations hereunder; or (b) SEBI instructing the Acquirer not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Shareholders, whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not accepted in this Offer, may be delayed beyond the schedule of activities indicated in this Letter of Offer.
3. In case of delay in receipt of any statutory approval that may be required by the Acquirer, SEBI may, if satisfied that such delay in receipt of the requisite 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 may be specified by SEBI, including payment of interest, if any, in accordance with Regulation of the SEBI (SAST) Regulations, 2011, grant an extension of time to the Acquirer to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer. 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.
4. The Equity Shares tendered in the Offer and documents will be held in the pool account of the broker/ in trust by the Clearing Corporation of the Stock Exchange/Registrar to the Offer, till the process of acceptance of tenders and the payment of consideration is completed.
5. Public Shareholders who have lodged their acceptance to this Offer shall not be entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Offer and dispatch of consideration are delayed. During such period, there may be fluctuations in the market price of the equity shares and the shareholders will not be able to trade in such equity shares, thereby restricting the ability of such Shareholders to take advantage of any favourable price movements. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer.
6. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of the Letter of Offer, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements.
7. The 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.
8. This Offer is subject to completion risks as would be applicable to similar transactions.

**Relating to the Acquirer:**

1. The Acquirer make no assurance with respect to their investment or divestment decisions relating to their proposed shareholding in the Target Company.
2. The Acquirer make no assurances with respect to the continuation of the business of the Target Company or continuation of past trends in the financial performance or of the future performance of the Target Company.
3. The Acquirer make no assurances with respect to the market price of the Equity Shares before, during or after this Offer and expressly disclaim any of their responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether or not to participate in this Offer.

4. The Acquirer and the Manager to the Offer accept no responsibility for statements made and information pertaining to the Target Company, which has been provided or published by Target Company or obtained from publicly available sources. Any person placing reliance on any other source of information will be doing so at his / her / its own risk.
5. In relation to this Offer, the Acquirer and the Manager accept responsibility only for the statements made by them in the Offer Documents issued by or at the instance of the Acquirer, or the Manager in relation to this Offer other than information pertaining to the:
  - a. Target Company which been obtained from publicly available sources or provided by the Target Company;
  - b. Promoters which have been obtained from the Promoters. Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.

**Currency of Presentation:**

1. In this Letter of Offer, all references to '₹'/'Rupees'/'INR'/'₹' are references to Indian Rupee(s), 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. **ABBREVIATIONS / DEFINITIONS**

<b>Term</b>	<b>Definition</b>
<b>Acquirer</b>	Cliqtrade Stock Brokers Private Limited
<b>Board/ Board of Directors</b>	The Board of Directors of the Target Company
<b>BSE</b>	BSE Limited
<b>Buying Broker</b>	Choice Equity Broking private Limited, the broker appointed by the Acquirer for the Offer, through whom the purchases and settlement of Offer Shares shall be made
<b>CDSL</b>	Central Depository Services (India) Limited
<b>CIN</b>	Corporate Identification Number
<b>Clearing Corporation</b>	Indian Clearing Corporation Limited
<b>Companies Act</b>	The Companies Act, 2013, as amended
<b>Depositories</b>	CDSL and NSDL
<b>Designated Stock Exchange</b>	BSE Limited
<b>DIN</b>	Director Identification Number
<b>DP</b>	Depository Participant
<b>DPS / Detailed Public Statement</b>	The Detailed Public Statement, issued by the Manager to the Offer, on behalf of the Acquirer in relation to this Offer and published on August 19, 2022.
<b>Draft Letter of Offer/ DLoF</b>	The Draft Letter of Offer dated August 25, 2022.
<b>Equity Shares</b>	Fully paid-up equity shares of the Target Company of the face value of INR 10 (Indian Rupees Ten only) each
<b>Equity Shareholders / Shareholders</b>	All the owners of the Equity Shares
<b>Escrow Agreements</b>	Escrow Agreement dated August 06, 2022 entered among the Acquirer, Escrow Bank and Manager to the Offer
<b>Escrow Bank</b>	IndusInd Bank Limited
<b>FEMA</b>	Foreign Exchange Management Act, 1999, as amended and the rules and regulations thereunder
<b>FIIIs</b>	Foreign Institutional Investors registered with SEBI under applicable laws in India
<b>Form of Acceptance / FoA</b>	Form of Acceptance cum Acknowledgement, accompanying with the Letter of Offer
<b>FPI</b>	Foreign Portfolio Investor, as defined under Regulation 2(h) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
<b>FY</b>	Financial Year
<b>Identified Date</b>	Date falling on the 10 <sup>th</sup> (Tenth) Working Day prior to the commencement of Tendering Period, for the purposes of determining the Shareholders to whom the Letter of Offer shall be sent
<b>IFSC</b>	Indian Financial System Code
<b>Income Tax Act</b>	Income Tax Act, 1961, as amended from time to time
<b>ISIN</b>	International Securities Identification Number
<b>Letter of Offer / LoF</b>	This Letter of Offer to be issued pursuant to the Offer, duly incorporating SEBI's comments on the Draft Letter of Offer, including the Form of Acceptance-cum-Acknowledgement
<b>Manager to the Offer</b>	Choice Capital Advisors Private Limited
<b>Maximum Consideration</b>	The total funding requirement for the Offer being INR 19,06,13,591 (Indian Rupees Nineteen Crore Six Lakh Thirteen Thousand Five Hundred Ninety One Only assuming full acceptance of the Offer
<b>NA/ N.A.</b>	Not Applicable
<b>Non-Resident Shareholder(s)</b>	Persons resident outside India, as defined under FEMA, holding equity shares of the Target Company
<b>NRI</b>	Non-Resident Indians
<b>NSDL</b>	National Securities Depositories Limited
<b>OCBs</b>	Overseas Corporate Bodies

<b>Term</b>	<b>Definition</b>
<b>Offer/Open Offer</b>	The open offer made by the Acquirer to the Public Shareholders to acquire up to 12,58,674 Equity Shares, representing 25.41% of the Voting Share Capital of Target Company
<b>Offer Period</b>	Period as defined in the SEBI (SAST) Regulations
<b>Offer Price</b>	INR 151.44/- (Indian Rupees One Hundred Fifty One and Forty Four Paise only) per Equity Share
<b>Offer Size</b>	12,58,674 Equity Shares representing 25.41% of the Voting Share Capital of the Target Company
<b>PA / Public Announcement</b>	Public Announcement dated August 10, 2022, issued by the Manager to the Offer, on behalf of the Acquirer, in relation to this Offer
<b>PAN</b>	Permanent Account Number
<b>Persons Acting in Concert</b>	There are no persons acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q) of the SEBI (SAST) Regulations.
<b>Promoter and Promoter Group</b>	Promoter and Promoter Group of Asit C Mehta Financial Services Limited
<b>Public Shareholders</b>	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 at (i) and (ii) above, in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
<b>RBI</b>	Reserve Bank of India
<b>Registrar / Registrar to the Offer</b>	Link Intime India Private Limited
<b>INR</b>	Indian Rupees, the legal currency of India
<b>Sale Shares</b>	Upto 18,41,683 Equity Shares (The number of shares to be acquired under the SPA will be decided based on the shares tendered and acquired in the open offer and will be such that the total holding of the Acquirer post the completion of the open offer will not exceed 18,41,683 shares) having face value of INR 10 (Indian Rupees Ten only) each, constituting 37.186% (Thirty Seven Point One Hundred Eighty Six Percent only) of the total voting share capital of the Target Company, to be sold by the Promoter Sellers to the Acquirer, in terms of the SPA
<b>SCRR</b>	Securities Contracts (Regulation) Rules, 1957, as amended
<b>SEBI</b>	Securities and Exchange Board of India
<b>SEBI Act</b>	Securities and Exchange Board of India Act, 1992, as amended
<b>SEBI (LODR) Regulations, 2015</b>	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
<b>SEBI (SAST) Regulations, 2011</b>	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
<b>Sellers</b>	1. Mr. Asit Chimanlal Mehta 2. Mrs. Deena Asit Mehta
<b>Selling Broker</b>	The respective stock brokers of the Public Shareholders through whom Equity Shares shall be tendered under this Offer
<b>Share Purchase Agreement/ SPA / Investment Agreement</b>	Investment agreement dated August 10, 2022 entered into amongst the Acquirer and the Sellers
<b>Stock Exchange</b>	BSE Limited
<b>STT</b>	Securities Transaction Tax
<b>Target Company</b>	Asit C Mehta Financial Services Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at Nucleus House Saki-Vihar Rd., Andheri (E), Mumbai-400072
<b>Tendering Period</b>	Period commencing from October 13, 2022 to October 28, 2022 both days inclusive
<b>TRS</b>	Transaction Registration Slip generated by the Designated Stock Exchange bidding system
<b>Underlying Transaction</b>	The acquisition of Sale Shares under the Share Purchase Agreement
<b>Working Day</b>	A working day of SEBI, as defined under the SEBI (SAST) Regulations, 2011



## 2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF ASIT C MEHTA FINANCIAL SERVICES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, CHOICE CAPITAL ADVISORS PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 25, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

## 3. DETAILS OF THE OFFER

### 3.1. BACKGROUND OF THE OFFER

1. This Offer is a mandatory offer, being made by the Acquirer to all the Public Shareholders, in compliance with Regulations 3(1) and 4 and other applicable provisions of the SEBI (SAST) Regulations, 2011, pursuant to the Share Purchase Agreement dated August 10, 2022 entered into by and amongst the Sellers, i.e. Mr Asit C Mehta and Ms Deena Mehta who are Promoters of the Target Company, the Acquirer i.e. Cliqtrade Stock Brokers Private Limited for acquisition of upto 18,41,683 fully paid up Equity Shares (The number of shares to be acquired under the SPA will be decided based on the shares acquired in the open offer and will be such that the total holding of the Acquirer post completion of the open offer will not exceed 18,41,683 shares) having face value of INR 10 (Indian Rupees Ten only ) each ("**Sale Shares**") constituting 37.186 % of the Voting Share Capital of the Target Company at a price of INR 151.44/- (Indian Rupees One Hundred Fifty One and Forty Four Paise only) per fully paid-up Equity Share ("**Negotiated Price**") aggregating to INR 27,89,04,474/- (Indian Rupees Twenty Seven Crores Eighty Nine Lakhs Four Thousand Four Hundred and Seventy Four only) ("**Purchase Consideration**") payable in cash as under. The Acquirer does not hold any shares in the Target Company as on the date of this Letter of Offer.

Name of the Seller	Pre Transaction		Post Transaction*	
	Number of Shares	% of the voting capital	Number of Shares	% of the voting capital
Mr. Asit Chimanlal Mehta	22,91,638	46.27%	13,70,796	27.68%
Ms. Deena Asit Mehta	13,14,728	26.55%	3,93,887	7.95%

\*Assuming all 18,41,683 are acquired from the promoter sellers under the SPA.

2. Summary of key terms and conditions of the Share Purchase Agreement are as follows:
  - i. Pursuant to the SPA, the Acquirer, relying on the representations and warranties of the Sellers, agreed to purchase the Sale Shares up to 37.186% of the Voting Share Capital of the Target Company at the Negotiated Price for the Purchase Consideration.
  - ii. As a consequence of the SPA, the Acquirer shall become the Promoter and acquire joint control of the Company under the provisions of the SEBI (SAST) Regulations, 2011. Upon Closing, the Acquirer and the Sellers shall have equal representation on the Board. In this regard, the Purchaser shall have the right to nominate half of the non-independent directors to the Board ("**Purchaser/ Acquirer Directors**") and the Seller shall have the right to nominate the other half of the non-independent directors to the Board ("**Seller Directors**"). The Purchaser and the Sellers shall also have the right to recommend half of the independent directors each and such independent directors shall be appointed in accordance with the applicable law.
  - iii. If the Target Company proposes to issue any Equity Securities (through preferential allotment, etc.) ("**Proposed Issuance**") to any person ("**Proposed Recipient**"), then the Company shall provide to the Acquirer a pre-emptive right of subscription to the Proposed Issuance, on the same terms and conditions as are offered to the Proposed Recipient. It is hereby agreed that the Target Company will not make any Proposed Issuances to the Sellers.



- iv. In event the acquirer does not exercise the right to acquire additional shares as described in para(iii) then, the transfer of the Balance Shares shall be undertaken in two tranches, by issuance of a notice to the Seller ("**Transfer Notice**"), in the following manner:
  - (i) Equity Shares aggregating to 5% of the paid up share capital of the Company shall be transferred to the Acquirer post completion of 24 (twenty four) months from the Closing Date; and
  - (ii) Equity Shares aggregating to 8.5% (or such other percentage as would add up to Acquirer shareholding being at least 51%) of the paid up share capital of the Company shall be transferred post completion of 36 (thirty six) months from the Closing Date.
- v. As per the Investment Agreement, for a period of 60 (sixty) months from the Closing Date ("**Transfer Period**"), the Acquirer shall have the right to require the Sellers to transfer such number of Equity Shares to the Acquirer ("**Balance Shares**"), such that the Acquirer holds 51% of the shareholding of the Company at the end of the Transfer Period.
- vi. As per the Investment Agreement, at any time after Closing, upon the Purchaser's shareholding in the Company increasing to 51% or more of the diluted share Capital of the Company by any means including acquisition of equity shares by primary issuances and/ or secondary transfers, as may be permissible under law, then the Sellers shall be entitled to nominate only 1 (one) non-independent director on the Board and the Acquirer shall be entitled to nominate all of the other non-independent directors and recommend all the independent directors to the Board.
- vii. However, if at any time the aggregate shareholding of the Sellers in the Target Company decreases to 10% or less of the paid-up equity share capital of the Target Company, then the Sellers' right to nominate any directors to the Board shall forthwith cease to exist.
- viii. The SPA is subject to the compliance of provisions of the SEBI (SAST) Regulations, 2011.
- ix. The SPA contains mutual customary representations and warranties between the Acquirer and the Sellers, including in relation to compliance with applicable laws.

For some of the above terms more specifically defined in the SPA and other details of the SPA, shareholders of the Target Company may refer the SPA which would be available to them for inspection during the Tendering Period at the office of the Manager to the Offer.

3. As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, 2011, the Board of Directors of the Target Company is required to constitute a Committee of Independent Directors, to provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published, a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the Manager/s to the Offer for every competing offer.
4. As on date of this DLOF, the Acquirer and the Sellers have confirmed that they are not prohibited by SEBI from dealing in securities in terms of direction issued under Section 11B of SEBI Act or under any regulations made under SEBI Act.
5. There may be changes in the composition of Board of Directors of the Target Company after the completion of Open Offer, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations). Acquirer shall have the right to nominate half of the non-independent directors to the Board
6. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.

### 3.2. DETAILS OF THE PROPOSED OFFER

1. The Public Announcement in connection with the Offer, in accordance with the Regulations 3(1) and 4 read with Regulation 15(1) of the SEBI (SAST) Regulations, 2011 was made by the Manager to the Offer on behalf of Acquirer on August 10, 2022 and filed with BSE and also filed with SEBI and the Target Company at its Registered Office.
2. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011, the Detailed Public Statement was published on August 19, 2022 in the following newspapers:

Publication	Language	Edition
Business Standard	English	All
Business Standard	Hindi	All
Lakshadeep	Marathi	Mumbai

A copy of the PA and DPS are available on the SEBI website at <http://www.sebi.gov.in>.

3. Simultaneously with the publication of DPS in the newspapers, a copy of the DPS was mailed and filed through the Manager to the Offer with SEBI and BSE and sent to the Target Company.
4. The Offer is being made by the Acquirer to the Public Shareholders, in terms of Regulation 7(6) of the SEBI (SAST) Regulations, 2011, to acquire up to 12,58,674 (Twelve Lakh Fifty Eight Thousand Six Hundred Seventy Four only) fully paid up Equity Shares, representing 25.41% (Twenty Five Point Forty One percent only) of the Voting Share Capital, at a price of INR 151.44/- (Indian Rupees One Hundred Fifty One and Forty Four Paise only) per Equity Share, payable in cash, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 subject to the terms and conditions mentioned in the PA, DPS and this Letter of Offer.
5. As on date, there are no partly paid-up Equity Shares in the Target Company. Further, there is no differential pricing for the Offer.
6. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011 and there has been no competing offer as on the date of this Letter of Offer.
7. This Offer is unconditional and not subject to any minimum level of acceptance from the Public Shareholders, in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
8. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares.
9. The Acquirer will accept all the Equity Shares, which are validly tendered in terms of this Offer, up to a maximum of 12,58,674 (Twelve Lakh Fifty Eight Thousand Six Hundred Seventy Four only) Equity Shares constituting 25.41% (Twenty Five Point Forty One percent only) of the Voting Share Capital of the Target Company.
10. The Acquirer have not acquired any shares of the Target Company after the date of PA i.e. August 10, 2022, up to the date of this Letter of Offer.
11. The Equity Shares of the Target Company acquired by the Acquirer shall be free from all lien, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
12. As on date, the Manager to the Offer, Choice Capital Advisors Private Limited, does not hold any Equity Shares in the Target Company. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period. There are no directions subsisting or proceedings pending against the Manager to the Offer under SEBI Act, 1992 and regulations made thereunder or by any other Regulator. There are no penalties levied by SEBI / RBI or other regulator against the Manager to the Offer.
13. As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the SCRR, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the SCRR, on a continuous basis for listing. Pursuant to completion of this Offer, assuming full acceptance, the public shareholding in the Target Company will fall below the minimum public shareholding requirement as per SCRR and the SEBI (LODR) Regulations. In the event that the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Selling Promoters undertakes to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the SCRR as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations and/ or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75% within twelve months from the date of such fall in the public shareholding to below 25%, through permitted routes and any other such routes as may be approved by SEBI from time to time.
14. The Target Company has not received any complaint in relation to the Open Offer or the valuation.
15. The Manager to the Offer has not received any complaint in relation to the Open Offer or the valuation.

### 3.3. OBJECT OF THE OFFER

1. The Offer is being made to the Public Shareholders in accordance with regulations 3(1) and 4 and of the SEBI (SAST) Regulations for substantial acquisition of shares, of the Target Company by the Acquirer in accordance with and subject to the terms of the Share Purchase Agreement.
2. In terms of regulation 25(2) of the Regulations, the Acquirer does not currently have any intention to alienate any material assets of the Target or any of its subsidiaries in the succeeding 2 (two) years from the completion of this Offer save and except:
  - i. in the ordinary course of business; or
  - ii. on account of regulatory approvals or conditions, or compliance with any law that is binding on or applicable to the operations of the Target Company; or
  - iii. as has already been disclosed by the Target Company in the public domain.

3. After the completion of this Offer and pursuant to the transfer of the Sale shares so acquired, the Acquirer will hold substantial number of the Equity Shares by virtue of which they will be in a position to exercise joint management and control over the Target Company along with the existing promoters of the Company.
4. The Acquirer reserves the right to streamline/ restructure, pledge/ encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets or undertakings and/ or re-negotiation or termination of existing contractual/ operating arrangements, at a later date in accordance with applicable laws. Such decisions will be taken in accordance with procedures set out under applicable law, pursuant to business requirements and in line with opportunities or changes in economic circumstances, from time to time.

#### 4. BACKGROUND OF THE ACQUIRER

- 4.1. Cliqtrade Stock Brokers Private Limited ("Acquirer") is a Private Limited Company incorporated on May 25, 2022 under the provisions of the Companies Act, 2013 bearing CIN U67120MH2022PTC383418.
- 4.2. The Registered Office of the Acquirer is situated at 406-408, Keshava Premises, Bandra Kurla Complex, Bandra East, Mumbai-400051.
- 4.3. The E-mail Id of the Company is info@cliqtrade.com and the telephone No. is +91 22 61946700.
- 4.4. The main object of the Acquirer is to conduct the business of Stock Broking and and/or Wealth Management related businesses and other financial activities directly or through a Joint Venture subsidiary(ies) / associate entity(ies).
- 4.5. There are no persons acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 4.6. The Authorised Share Capital of the Acquirer is ₹ 3,01,00,000 (Three Crore One Lakh Rupees Only) divided into 10,10,000 (Ten lakh Ten Thousand) Equity Shares of ₹ 10/- (Ten rupees only) each and 20,00,000 (Twenty Lakh) Preference shares of ₹ 10/- (Ten rupees only) each. The Paid- up Equity Share Capital of the Acquirer is ₹ 1,01,00,000 (One Crore One Lakh Rupees Only) divided into 10,10,000 (Ten Lakh Ten Thousand) Equity Shares of ₹ 10/- (Ten rupees Only) each and the Paid- up Preference Share Capital is ₹ 18,04,300 (Eighteen Lakh Four Thousand Three Hundred Rupees Only) divided into 1,80,430 (One Lakh Eighty Thousand Four Hundred Thirty) Preference shares of ₹ 10/- (Ten rupees only) each
- 4.7. The Acquirer does not have any relationship with the Target Company.
- 4.8. As on the date of this DPS, the Shareholding pattern of the Acquirer is as follows:

Sr. No	Name of Shareholder	No of Equity Shares having face value of ₹ 10 each	Percentage (%)
1.	Mrs. Madhu Lunawat	5,05,000	50%
2.	Mr. Mahavir Lunawat	5,05,000	50%
	<b>Total</b>	<b>10,10,000</b>	<b>100%</b>

Further, 1,80,430 (0.01%) Optionally Convertible Non-Cumulative Redeemable Preference Shares of the face value of ₹ 10/- of the Acquirer are held by Pantomath Finance Private Limited.

None of the shares of the Company is listed on any stock exchange in India or abroad.

4.9 **The Board of Directors of the Acquirer are as follows: date of appointment**

Sr. No	Name of the Director	DIN	Designation	Qualification and Experience	Date of Appointment
1.	Mrs. Madhu Lunawat	06670573	Director	<ul style="list-style-type: none"> <li>Ms. Lunawat is a rank-holder Chartered Accountant and a CFA Level II (AIMR, USA).</li> <li>Ms. Lunawat has over two decades of experience spanning across investment management, corporate finance, asset reconstruction, M&amp;A, due diligence and treasury operations.</li> <li>She is the Co-founder of Pantomath Group, CorpGini Innovations Pvt Ltd and Lunawat Ventures. Prior to founding Pantomath, she worked with leading corporates, viz., Infosys, ASREC and Edelweiss. Served as the CFO at Edelweiss ARC, immediately prior to founding Pantomath.</li> </ul>	25/05/2022
2.	Mr. Mahavir Lunawat	05281632	Additional Director	<ul style="list-style-type: none"> <li>Mr. Lunawat is CFA Level II (AIMS, US), CFA (ICFAI), FCS (Gold Medalist) and PGDSL, and had stints with organizations like ITC Ltd. Reliance Industries Limited, and PwC.</li> <li>He has handled 100+ IPOs besides consummating various marquee M&amp;A and PE deals.</li> <li>Mr. Lunawat is the Founder of Pantomath Group.</li> <li>Mr. Lunawat is currently on the Board of Association Member of Investment Bankers of India ("AIBI") and is a member of various experts/ committees formed by SEBI, Stock Exchanges &amp; trade bodies/ chambers.</li> </ul>	27/07/2022

As on the date of this Letter of Offer, none of the directors of the Acquirer are on the Board of Directors of the Target Company.

4.10. **The Key Financial Information of the Acquirer Company, based on unaudited financial statements for the Period from May 25, 2022 to August 12, 2022 are as follows:**

**Profit & Loss Statements**

(INR in)

Particulars	Financials for the period May 25, 2022 to August 12, 2022
Income from Operations	-
Other Income	-
<b>Total Income</b>	-
<b>Total Expenditure</b>	-
Profit before Depreciation Interest and Tax	-
Depreciation	-
Interest	-
<b>Profit/(loss) before Tax</b>	-
Provision for Tax	-
<b>Profit/ (Loss) after Tax</b>	-

## Balance Sheet Statement

(INR in)

Particulars	Financials for the period May 25, 2022 to August 12, 2022
<b>Sources of fund</b>	
Paid-up share capital	1,19,04,300
Reserves & Surplus (excluding revaluation reserves)	4,81,74,810
<b>Net Worth</b>	<b>6,00,79,110</b>
Long Term borrowings	-
Other Non-Current Liabilities	-
Short Term borrowings	-
Other current liability and provisions	4,46,540
<b>Total</b>	<b>6,05,25,650</b>
Fixed assets	-
Other Non-Current assets	-
Current Assets	6,00,74,102
Other Current Asset	4,51,548
Total miscellaneous expenditure not written off	-
<b>Total</b>	<b>6,05,25,650</b>
Dividend (%)	-
Earnings Per Share	-

The Acquirer does not have any contingent liabilities

- 4.11. Acquirer does not hold any shares in the Target Company as on the date of this DPS. Pursuant to the Underlying Transaction (as defined hereinafter), the Acquirer proposes to acquire upto 18,41,683 ( Eighteen Lakh Forty One Thousand Six hundred Eighty Three) Equity Shares of the Target Company constituting 37.186% (Thirty Seven point One Hundred Eighty Six Percent only) of its total paid up share capital.
- 4.12. The Acquirer is neither the Promoters nor a part of the Promoter Group of the Target Company as on the date of this Letter of Offer. Further, the Acquirer, its directors and promoters are not related to the directors, key employees and promoters of the Target Company in any manner whatsoever.
- 4.13. As on the date of this Letter of Offer, the Acquirer neither holds any Equity Share in the Target Company nor has previously acquired any equity share of the Target Company. Therefore, the provisions of Chapter V of SEBI (SAST) Regulations, 2011 and/or Chapter II of the SEBI (SAST) Regulations, 1997 are not applicable to it. Further, the Acquirer has not acquired any Equity Shares of the Target Company after the date of the PA.
- 4.14. The Acquirer, its directors and promoters have confirmed that they are not categorized as a 'wilful defaulter' in terms of Regulation 2(1) (ze) of the SEBI (SAST) Regulations, 2011 and 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 regulations made under the SEBI Act.
- 4.15. The Acquirer has confirmed that they have not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.16. There are no statutory / regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirer under the SEBI Act and regulations made there under, and also by any other regulator. There are no penalties levied by SEBI / RBI or other regulator against the Acquirer to the offer.

## 5. BACKGROUND OF TARGET COMPANY

- 5.1 The Target Company is a public limited company which has been incorporated under the provisions of the Companies Act, 1956 on January 25, 1984, at Mumbai . The name of the Target Company has not undergone any change in the last 3 years.
- 5.2 The Registered Office of the Target Company is situated at Nucleus House Saki-Vihar Rd, Andheri (E), Mumbai-400072 The Corporate Identity Number (CIN) of the Target Company is L65900MH1984PLC091326.
- 5.3 The Authorised Share Capital of the Target Company is INR 10,00,00,000 (Indian Rupees Ten Crores only) comprising of 1,00,00,000 (One Crores only) equity shares of INR 10 (Indian Rupees Ten only) each. The issued, subscribed and fully paid-up equity share capital of the Target Company is INR 4,95,25,600 (Indian Rupees Four Crore Ninety Five Lakh Twenty Five Thousand Six Hundred only) comprising of 49,52,560 (Fourty Nine Lakh Fifty Two Thousand Five Hundred and Sixty only) equity shares of INR 10 (Indian Rupees Ten only) each. The Target Company does not have partly paid-up equity shares.

5.4 As on date, the Target Company does not have any partly paid-up equity shares and there are no outstanding convertible securities, depository receipts or shares issued by the Target Company in any foreign country, warrants, options or similar instruments, issued by the Target Company, convertible into equity shares at a later stage. As on date, none of the Equity Shares are under lock-in period.

5.5 The Equity Shares are presently listed on BSE (Scrip Code: 530723). The ISIN of the Equity Shares of the Target Company is INE041B01014.

**5.6 Share Capital Structure:**

The Equity Share capital structure of the Target Company is as follows:

<b>Paid-up Equity Shares</b>	<b>No. of Equity Shares/ Voting Rights</b>	<b>% Equity Shares/Voting Rights</b>
Fully paid-up Equity Shares	49,52,560	100%
Partly paid-up Equity Shares	Nil	Nil
Total paid-up Equity Shares	49,52,560	100%
<b>Total Equity Shares/Voting Rights in Target Company</b>	<b>49,52,560</b>	<b>100%</b>

5.7 All the outstanding Equity Shares of the Target Company are admitted for trading at BSE.

5.8 As on date, the trading in Equity Shares of Target Company has not been suspended for last 8 years on BSE.

5.9 As on date of this Letter of Offer, none of the Equity Shares of the Target Company are under lock-in.

**5.10 Details of the Board of Directors of Target Company:**

As on date, the Directors representing the Board of Target Company are:

<b>Name</b>	<b>Designation</b>	<b>Date of appointment</b>	<b>(DIN)</b>
Mr. Kirit Himatlal Vora	Non Executive Director	04/03/1992	00168907
Ms. Deena Asit Mehta	Non Executive Director	25/03/1991	00168992
Mr. Asit Chimanlal Mehta	Chairman & Non-Executive Director	01/04/2001	00169048
Ms. Radha Krishna Murthy	Independent Director	31/01/2006	00221583
Mr. Manohar Lal Vij	Additional Director	14/02/2022	00755522
Mr. Pundarik Sanyal	Independent Director	31/07/2014	01773295

None of the above Directors are representative of the Acquirer.

5.11 Merger of Nucleus It Enabled Services Limited ('NITES') with Asit C Mehta Financial Services Limited ('ACMFSL') is pending before NCLT. The second motion application for merger has been made to NCLT and the date of hearing is awaited.

5.12 The Key Financial Information of the Target Company, based on audited consolidated financial statements for the Financial Year(s) ended March 31, 2022, March 31, 2021 and March 31, 2020 are as follows:

**Profit & Loss Statements**

*(INR in lakhs, except per share data)*

<b>Particulars</b>	<b>Financial Year ended March 31, 2022</b>	<b>Financial Year ended March 31, 2021</b>	<b>Financial Year ended March 31, 2020</b>
Income from Operations	3453.62	2965.73	2796.09
Other Income	700.46	944.16	312.55
Total Income	4154.08	3909.89	3108.65
Total Expenditure	3994.83	3601.41	4076.93
Profit before Depreciation Interest and Tax	1119.06	1204.84	113.92
Depreciation	167.49	205.68	234.66
Interest	792.72	690.67	847.55
Profit/(loss) before Tax	158.85	308.48	(968.28)
Provision for Tax	82.06	82.80	(97.17)
Profit/ (Loss) after Tax	146.32	225.69	(871.11)

## Balance Sheet Statement

(INR in lakhs, except per share data)

Particulars	Financial Year ended March 31, 2022	Financial Year ended March 31, 2021	Financial Year ended March 31, 2020
Sources of fund			
Paid-up share capital	484.74	483.36	483.36
Reserves & Surplus (excluding revaluation reserves) & Non Controlling Interest	101.19	1990.50	2007.18
<b>Net Worth</b>	<b>585.92</b>	<b>2473.86</b>	<b>2490.54</b>
Non-Controlling interest	<b>419.51</b>	<b>379.81</b>	<b>136.81</b>
Long Term borrowings	5389.95	3328.97	3149.70
Other Non-Current Liabilities	63.60	32.10	0.38
Short Term borrowings	5339.77	3878.87	4374.66
Other current liability and provisions	5234.88	5868.91	7063.62
<b>Total</b>	<b>17033.62</b>	<b>15962.53</b>	<b>17215.71</b>
Fixed assets	609.75	613.82	183.80
Other Non-Current assets	7417.10	6801.98	7916.03
Current Assets	9007.57	8546.73	9115.89
Total miscellaneous expenditure not written off	-	-	-
<b>Total</b>	<b>17033.62</b>	<b>15962.53</b>	<b>17215.71</b>
Dividend (%)	-	-	-
Earnings Per Share	3.03	4.67	(18.02)
Return on Network	0.25	0.09	-0.35
Book Value	11.83	49.96	50.29

5.13 Pre and Post-Offer Shareholding Pattern of the Target Company as on date is as follows:

Shareholders' category	Shareholding & voting rights prior to the SPA/ acquisition and Offer.		Shares and voting rights acquired pursuant to the SPA		Shares and voting rights to be acquired in the Offer (assuming full acceptance)*		Shareholding / voting rights after the acquisition and Offer.	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
<b>(1) Promoter group</b>								
a. Parties to agreement,	36,06,366*	72.82	-	-	-	-	30,23,357*	61.05
b. Promoters other than (a) above	87,520	1.77	-	-	-	-	87,520	1.77
<b>Total 1(a+b)</b>	<b>36,93,886</b>	<b>74.59</b>	-	-	-	-	<b>31,10,877</b>	<b>62.81</b>
<b>(2) Acquirer</b>								
a. Acquirer – Cliqtrade Stock Brokers Private Limited	-	-	5,83,009*	11.77	12,58,674	25.41	18,41,683	37.19
<b>Total 2</b>	-	-	<b>5,83,009</b>	<b>11.77</b>	<b>12,58,674</b>	<b>25.41</b>	<b>18,41,683</b>	<b>37.19</b>
<b>(3) Parties to agreement other than (1) (a) &amp; (2)</b>	-	-	-	-	-	-	-	-
<b>(4) Public (other than parties to SPA, Acquirer)</b>	12,58,674	25.41	-	-	-	-	-	-
<b>GRAND TOTAL (1+2+3+4)</b>	<b>49,52,560</b>	<b>100.00</b>	<b>5,83,009</b>	<b>11.77</b>	<b>12,58,674</b>	<b>25.41</b>	<b>49,52,560</b>	<b>100.00</b>

Notes:

- \*Assuming full acceptance in the open offer, the Post Offer holding of the Acquirer would be 37.186% and that of the



public would be 0%. Pursuant to Regulation 38 of the SEBI (LODR) Regulations, 2015, as amended read with Rules 19(2) and 19A of the SCRR wherein a Listed entity is required to maintain at least 25% public shareholding (the "Minimum Public Shareholding"), as determined in accordance with SCRR, on a continuous basis for listing, the Selling Promoters hereby undertake in terms of Regulation 7 (4) of the SEBI (SAST) Regulations that the public shareholding in the Target Company will be enhanced, in such manner and within the time period specified in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI Regulations, such that the Target Company complies with the required Minimum Public Shareholding.

2. The number of shares to be acquired under the SPA will be decided based on the shares acquired in the open offer and will be such that the total holding of the Acquirer will not exceed 18,41,683 shares.
3. In the event that no shares are tendered and accepted in the open offer, the post offer holding of the Acquirer would be 18,41,683 shares constituting 37.186% and that of the promoter sellers would be 17,64,683 Shares constituting 35.63% and that of the public shall be 12,58,674 shares constituting 25.41% of the share capital of the Target Company.
4. There are 2,640 public shareholders as on June 30, 2022.

#### 5.14 Details of Compliance Officer:

**Name** - Ms. Gauri Hemant Gokhale

**Address** - Nucleus House, Saki-Vihar Road., Andheri (E), Mumbai – 400072

**Contact Details** - 022-28583333

**E-Mail** - gauri.gokhale@acm.co.in

5.14.1. As disclosed and confirmed by the Target Company, there are no regulatory actions or directions subsisting, or proceedings pending against, the Target Company under the SEBI Act and regulations made thereunder. Other than as set out in the annual reports of the Target Company and stock exchange disclosures made by the Target Company, and other than tax or other judicial proceedings in the ordinary course of business, there are no regulatory actions or directions subsisting, or proceedings pending against, the Target Company by any other regulator.

5.14.2. SEBI vide order dated 29/09/2015 had levied penalty of ₹ 25,00,000/- on Mr. Asit C. Mehta and other promoter group entities (including Mrs. Deena Mehta) of Asit C. Mehta Financial Services Limited (relating to acquisition of 1,00,333 shares by Mr. Asit C. Mehta in March 2010), in matter of Asit C. Mehta Financial Services Ltd for not making public announcement as required under Regulation 11(2) of SEBI (SAST) Regulations. Pursuant to this, the Promoter group of ACMFSL filed an appeal against the aforesaid Order in the Securities Appellate Tribunal. SAT was pleased to set aside the aforesaid SEBI Order and referred the matter back to Adjudicating Officer of SEBI. In spite of SAT Order setting aside the AO Order, SEBI had issued a letter in June 2016 for non-payment of penalty for which reply has been given enclosing the Order of the SAT in this matter. Subsequently, SEBI fixed the date of hearing as 09/05/2017 and vide order dated 17<sup>th</sup> May, 2017 levied the same penalty of ₹ 25,00,000/-. On appeal, SAT vide its order dated May 28, 2018 set aside the order of SEBI. Subsequently, SEBI has filed an appeal in Hon'ble Supreme Court against the said order of SAT. The reply has been filed in the matter and the next date of hearing is awaited.

Apart from above there are no penalties levied by SEBI / RBI or other regulator against the Target Company or its promoters.

5.14.3. To the best of our knowledge, there are no instances of non-compliances and delayed compliances by the Target Company under Chapter V (Regulations 29, 30 and 31) of SEBI (SAST) Regulations, 2011.

5.14.4. To the best of our knowledge, the Target Company has complied with listing requirements/ SEBI (LODR) Regulations, 2015 in a timely manner for the last 8 years except that the company has been penalised for the following actions:-

- a. BSE had imposed a fine of ₹ 17,700/- for non-appointment of compliance officer for the quarter ended 30<sup>th</sup> September, 2020. This was waived by BSE vide mail dated 16<sup>th</sup> April 2021, since the Target Company produced proof of having appointed a qualified company secretary as compliance officer on 31<sup>st</sup> July 2020.
- b. BSE had imposed a fine of ₹ 35,400/- for non-appointment of compliance officer for the quarter ended 31<sup>st</sup> March 2021. This was waived by BSE vide mail dated November 25, 2021, since the Target Company produced proof of having appointed a qualified company secretary as compliance officer on 31<sup>st</sup> July 2020.

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

<b>PARTICULARS</b>	<b>CLOSING MARKET PRICE</b>
August 10, 2022, the date of the PA	110.1
August 11, 2022, the next trading day after the PA	115.6
August 19, 2022, the date of the DPS	147.40
August 22, 2022, The next trading day after the DPS	144.90

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. JUSTIFICATION OF OFFER PRICE

1. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.
2. The Offer is made pursuant to the execution of the SPA for the acquisition of 25.41 % (Twenty Five Point Forty One percent only) of the Equity Shares and voting rights from public shareholders, accompanied with an acquisition of joint control of the Target Company.
3. The Equity Shares of the Target Company are presently listed and permitted to trade on BSE (Security ID: ASITCFIN; Security Code: 530723). The International Securities Identification Number ('ISIN') of the Equity Shares of the Target Company is INE041B01014.
4. The trading turnover in the Equity Shares based on the trading volume during the twelve calendar months prior to the calendar month in which the PA was made (1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2022) is as under:

<b>Name of Stock Exchange</b>	<b>No. of Equity Shares Traded (A)</b>	<b>Number of Listed Equity Shares (B)</b>	<b>Trading Turnover (in terms of % to listed equity shares) (A/B)</b>
BSE	18,78,269	49,52,560	38%

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

Based on the above, the Equity Shares are frequently traded on the BSE, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

5. The Offer Price determined in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, 2011, considering the following:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Price</b>
1.	Negotiated Price under the SPA	151.44
2.	The volume weighted average price paid or payable for acquisitions by the Acquirer during 52 weeks immediately preceding the date of PA	Not Applicable
3.	The highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA	Not Applicable
4.	The volume weighted average market price per equity share for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange (in case of frequently traded shares only)	71.99
5.	Where the shares are not frequently traded, the price determined by Acquirer and the Manager taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	Not Applicable
6.	The per equity share value computed under Regulation 8(5), if applicable.	Not Applicable

6. In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of INR 151.44/- (Indian Rupees One Hundred Fifty One and Forty Four Paise only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.
7. There have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8 of the SEBI (SAST) Regulations, 2011. The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls within 3 Working Days prior to the commencement of Tendering period.
8. In the event of further acquisition of Equity Shares of the Target Company by the Acquirer during the Offer Period, at a price higher than the Offer Price, the Offer Price will stand revised equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. However, the Acquirer will not be acquiring any Equity Shares of the Target Company after the third Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.
9. If the Acquirer acquires Equity Shares of the Target Company during the period of twenty-six (26) weeks after the Tendering Period at a price higher than the Offer Price, it will pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, 2011 or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the Stock Exchange or pursuant to any offering in the form of right issue/ follow-on public offering and for any other offering not being negotiated acquisition of Equity Shares such as bulk deals/ block deals.
10. As on date, there has been no revision in Offer Price and/or Offer Size.
11. The Offer Price is subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer at any time prior to the commencement of 1 (one) working day prior to the commencement of the Tendering Period, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall make corresponding increases to the escrow amounts in accordance with Regulation 18(5) of the SEBI (SAST) Regulations and the Acquirer shall (i) make a public announcement in the same newspapers in which this DPS is published; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision.

## 6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 1.1. The total consideration for the Offer, assuming full acceptance of the Offer i.e. for the acquisition of up to 12,58,674 (Twelve Lakh Fifty Eight Thousand Six Hundred Seventy Four only) Equity Shares at the Offer Price of INR 151.44 (Indian Rupees One Hundred Fifty One and Forty Four Paise only) per Equity Share, is INR 19,06,13,591 (Indian Rupees Nineteen Crore Six Lakh Thirteen Thousands Five Hundred Ninety One only) ("**Maximum Consideration**").
- 1.2. 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 including funds via issuance of equity/ preference share capital and if required, borrowings from NBFCs. **M/s P Singhania and Associates, Chartered Accountants bearing firm registration number '138354W' having their office located at 391-A, Shop No.5, Mahendra Mansion, J.S.S. Road, Chira Bazar, Mumbai-400002, India, has vide certificates dated August 17, 2022 stated that the Acquirer has a networth of INR 6,00,79,110 and that sufficient resources are available with the Acquirer, for fulfilling its obligations under the Open Offer in full. It is hereby clarified that the networth of the Acquirer, as on date, is INR 6,00,79,110. The Acquirer has been sanctioned loan of up to INR 25 Crores by non banking finance company (NBFC), viz., Pantomath Finance Private Limited to meet open offer obligation. Alternatively, the Acquirer may raise further funds via issue of fresh shares, as may be required to satisfy open offer obligation.**
- 1.3. The Acquirer, Cliqtrade Stock Brokers Private Limited, has entered into an escrow agreement for the purpose of the Offer ("Escrow Agreement"). Pursuant to the Escrow Agreement and in compliance with Regulation 17(1) of the SEBI (SAST) Regulations the Acquirer has opened an escrow account named "ASIT C MEHTA FINANCIAL SERVICES LIMITED- OPEN OFFER CASH ESCROW ACCOUNT" (the "Open Offer Escrow Account"). The Acquirer has made a cash deposit of a sum of INR 5,00,00,000 (Indian Rupees Five Crores only) in the Offer Escrow Account ("Cash Escrow") which is more than 25% of the value of the Maximum Consideration, as confirmed by IndusInd Bank Limited by way of letter dated August 17, 2022, assuming full acceptance.

- 1.4. The Manager is duly authorised **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..**
- 1.5. Based on the **aforsaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant**, the Manager is satisfied that firm arrangements have been put in place by the Acquirer to fulfil their obligations in relation to this Offer for payment in accordance with the SEBI (SAST) Regulations.
- 1.6. In case of an upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit the appropriate additional amount into the Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

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

### 7.1. **OPERATIONAL TERMS AND CONDITIONS**

1. This Offer is being made by the Acquirer to the Public Shareholders of the Target Company, other than the Sellers, who are parties to the Share Purchase Agreement and persons deemed to be acting in concert with Sellers in terms of Regulation 7(6) of the SEBI (SAST) Regulations; other promoters and members of the promoter group of the Target Company; the Acquirer.
2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011.
3. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
4. This Offer is subject to the terms and conditions set out in the Letter of Offer, this Letter of Offer, the PA, the DPS, and any other Public Announcements that may be issued with respect to the Offer.
5. The Eligible Public Shareholders of the Target Company who tender their Equity Shares in this Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances and will be acquired by the Acquirer, in accordance with the terms and conditions set forth in the DPS, this Letter of Offer and the terms and conditions which will be set out in the Letter of Offer to be sent to all the Eligible Public Shareholders in relation to this Offer, the relevant provisions of the SEBI SAST Regulations, and applicable laws.
6. Accidental omission to dispatch the Letter of Offer to any member entitled to this Offer or non-receipt of the Letter of Offer by any member entitled to this Offer shall not invalidate the Offer in any manner whatsoever.
7. Public Shareholders can write to the Registrar to the Offer/ Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance cum acknowledgement. Alternatively, the Letter of Offer along with the Form of Acceptance cum acknowledgement would also be available on the website of SEBI i.e. <http://www.sebi.gov.in>, and shareholders can also apply by downloading such forms from the website.
8. This Offer is subject to the receipt of the statutory and other approvals as mentioned under paragraph 'Statutory Approvals' of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
9. The Acquirer reserve the right to revise the Offer Price and/or the Offer Size upwards at any time prior to the commencement of 1 (one) working day prior to the commencement of the tendering period, in accordance with the SEBI (SAST) Regulations, 2011 and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the same newspapers where the DPS was published. The Acquirer would pay such revised price for all the Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the DPS and the Letter of Offer.
10. The Public Shareholders to whom the Offer is being made are free to offer their Equity Shares in the Target Company in whole or in part while accepting the Offer. The acceptance of the Offer must be unconditional, absolute and unqualified.
11. The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.
12. 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 shareholder maybe precluded from bidding of such Equity Shares during pendency of the said litigation are liable to be rejected if directions/orders regarding the free

transferability of such equity shares tendered under the Offer are not received prior to the date of closing of the Offer.

13. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the Public Shareholders who tender their Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptance.

## 7.2. LOCKED-IN SHARES

There are no locked in Equity Shares in the Target Company.

## 7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

All the Public Shareholders registered or unregistered, who own fully paid equity shares of the Target Company any time before the closure of the Open Offer are eligible to participate in the Open Offer. However, the Letter of Offer will be dispatched / mailed to those Shareholders whose names appear on the Register of Members of the Target Company at the close of business hours on the Identified Date i.e. September 28, 2022.

## 7.4. STATUTORY APPROVALS

1. As on date, to the best of the knowledge and belief of the Acquirer, there are no statutory or other approvals required to complete the acquisition of the Equity Shares that are tendered pursuant to the Offer. If, however, any statutory or other approval becomes applicable prior to completion of the Offer, the Offer would also be subject to such other statutory or other approval(s) and the Acquirer shall make the necessary applications for such approvals.
2. All Public Shareholders, including non-resident holders of Equity Shares, must on its own obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted within the Tendering Period, the Acquirer reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Offer Shares. The acquisition of the Equity Shares tendered by NRI and OCB are subject to approval/exemption, if applicable, from RBI.
3. In case of delay in receipt of any statutory approval that may be required by the Acquirer at a later date, SEBI may, if satisfied that such delay in receipt of the requisite 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 may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, 2011, grant an extension of time to the Acquirer to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer. 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.
4. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, in the event that the approvals which may become applicable prior to completion of the Offer are not received, the Acquirer shall have the right to withdraw the Offer. In the event of such a withdrawal of the Offer, the Acquirer (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

- 8.1. **The Offer will be implemented by the Acquirer through a Stock Exchange Mechanism made available by BSE Limited in the form of a separate window (“Acquisition Window”), as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular CIR/CFD/POLICYCELL/1/ 2015 dated April 13, 2015 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as may be amended from time to time issued by SEBI and notices / guidelines issued by Designated Stock Exchange and the Clearing Corporation in relation to the mechanism / process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers as amended and updated from time to time.**
- 8.2. BSE shall be the designated stock exchange (“Designated Stock Exchange”) for the purpose of tendering the Equity Shares in the Offer.

8.3. All Public Shareholders, registered or unregistered, holding the shares in dematerialized form or holding locked-in shares are eligible to participate in this Open Offer at any time during the tendering period for this Open Offer. For details in relation to tendering of Offer Shares held in physical form, please refer to section titled "Procedure for tendering Equity Shares held in Physical form" below of this part.

8.4. The Acquirer has appointed Choice Stock Brokers Private Limited ("Buying Broker") as their broker for the Offer through whom the purchases and settlement of the Offer Shares tendered in the Offer will be made. The contact details of the Buying Broker are as mentioned below:

**Choice Equity Broking private Limited**

**Address:** Sunil Patodia Tower, Plot No.

156-158 J.B. Nagar, Andheri (East)

Mumbai-400099

**Contact person:** Jeetender Joshi

**Tel No:** +91 22 67079832/ 9870489087

**Email id:** jeetender.joshi@choiceindia.com

8.5. All the owners of Equity Shares, who desire to tender their Equity Shares under the Offer, would have to approach and intimate their respective stock brokers ("Selling Broker") during the normal trading hours of the secondary market, during the Tendering Period.

8.6. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate placing of sell orders. The Selling Members can enter orders for demat Shares.

8.7. 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 BSE/Clearing Corporation, before the opening of the Offer.

8.8. Modification/cancellation of orders will not be allowed during the tendering period of the Offer.

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

8.10. The Equity Shareholders are requested to note that trading account is mandatory to participate in the Offer irrespective of the Equity Shares are in dematerialised form.

8.11. The Equity Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (Know Your Customer/Client (KYC) Compliant).

8.12. In the event Selling Broker of the shareholder with BSE or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code 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. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The Public Shareholders approaching BSE registered stockbroker (with whom he does not have an account) may have to submit following details: .

**8.13. In case of Public Shareholder being an individual:**

(a) If the Public Shareholder is registered with a 'KRA', i.e., a KYC Registration Agency, the following documents will be required to be submitted (duly filled and completed):

(i) CKYC form, including FATCA, IPV, OSV if applicable.

(ii) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).

(iii) DP details where the Equity Shares are deposited (demat master/latest demat statement), assuming the Equity Shares are in dematerialised mode.

(b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):

(i) CKYC form, including FATCA, IPV, OSV if applicable.

(ii) KRA form.



- (iii) KYC form and the following supporting documents required (all such documents are required to be self-attested): PAN card copy, address proof & bank account details (cancelled cheque).
- (iv) DP details where the Equity Shares are deposited (demat master / latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents, in person verification may be required.

**8.14. In case of Public Shareholder being a HUF:**

- (a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):
  - (i) CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
  - (ii) KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque).
  - (iii) DP details where the Equity Shares are deposited (demat master/latest demat statement), assuming the Equity Shares are in dematerialised mode
- (b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
  - (i) CKYC form of the 'KARTA' including FATCA, IPV, OSV if applicable.
  - (ii) KRA form.
  - (iii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account details (cancelled cheque).
  - (iv) DP details where the Equity Shares are deposited (demat master/latest demat statement), assuming the Equity Shares are in dematerialised mode.

It may be noted that other than submission of above forms and documents, in person verification may be required.

**8.15. In case of Public Shareholder being other than Individual and HUF:**

- (a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):
  - (i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
  - (ii) DP details where the Equity Shares are deposited (demat master/latest demat statement), assuming the Equity Shares are in dematerialised mode.
  - (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 (two) years' financial statements.
- (b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
  - (i) KRA form.
  - (ii) KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account details (cancelled cheque).
  - (iii) DP details where the Equity Shares are deposited (demat master/latest demat statement), assuming the Equity Shares are in dematerialised mode.
  - (iv) FATCA, IPV, OSV if applicable.
  - (v) Latest list of directors/authorised signatories/partners/trustees.



- (vi) PAN card copies & address proof of directors/authorised signatories/partners/trustees.
- (vii) Latest shareholding pattern.
- (viii) Board resolution / partnership declaration.
- (ix) Details of ultimate beneficial owner along with PAN card and address proof.
- (x) Last 2 (Two) years' financial statements.
- (xi) memorandum of association/partnership deed/trust deed.

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.

#### 8.16. Procedure for tendering Equity Shares held in dematerialised form:

- (a) The Equity Shareholders who are holding the Equity Shares in electronic/ dematerialised form and who desire to tender their Equity Shares under the Offer would have to do so through their respective Selling Broker ("Seller Broker") by giving the details of Equity Shares they intend to tender under the Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- (b) The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Clearing Corporation. Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- (c) Shareholders will have to submit Delivery Instruction Slips ("**DIS**") duly filled in specifying market type as 'Open Offer' and execution date along with other details to their respective Stock Broker so that Equity Shares can be tendered in Offer.
- (d) For Custodian participant order 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 close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- (e) Upon placing the bid, the Selling Broker(s) shall provide Transaction Registration Slip ("**TRS**") generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- (f) In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Offer shall be deemed to have been accepted, for demat Shareholders.
- (g) The Equity 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 prorata acceptance in the Offer.
- (h) The Equity Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance.

#### 8.17. Procedure for tendering Equity Shares held in Physical Form:

In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/ open offer/ exit offer/delisting" dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and BSE notice no 20200528-32 dated 28 May 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI (SAST) Regulations. The Eligible Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Broker and submit complete set of documents for verification procedure as mentioned below:

- a. Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, 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.
- b. Original share certificate(s).
- c. Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
- d. Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).

- e. Any other relevant document such as power of attorney, corporate authorization (including board resolution/specimen signature).
- f. Self-attested copy of address proof such as valid Aadhar Card, Voter I.D., Passport.
- g. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.
- h. 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 or courier or hand delivery to the Registrar to the Offer i.e. Link Intime India Private Limited (at the following address: C 101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India) within 2 (two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be super scribed as "ASIT C. MEHTA FINANCIAL SERVICES LIMITED - OPEN OFFER 2022". 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..
- i. Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- j. In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before Offer Closing Date.
- k. Eligible Shareholders holding Equity Shares in physical mode will be required to fill the respective Forms of Acceptance cum Acknowledgment. Eligible Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptance cum Acknowledgment along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance cum Acknowledgment.
- l. The Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer 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, PACs, Target Company or the Manager.

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.

**The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance.**

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

- a. Eligible Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b. An Eligible 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 or in the relevant Form of Acceptance-cum Acknowledgment. The Letter of Offer along with a Form of Acceptance-cum Acknowledgment will be dispatched to all the Eligible Shareholders of the Target Company, whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date to the Offer.
- c. In case of non-receipt of the Letter of Offer, such Eligible 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. The Letter of Offer along with the Form of Acceptance cum Acknowledgment (FOA) would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and Eligible Shareholders can also apply by downloading such forms from the said website.

**8.19. Acceptance of Shares:**

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

In the event that the number of Equity Shares 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.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer and the PACs 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.

**8.20. Settlement Process:**

- i. On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- ii. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- iii. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account which will be provided by the Acquirer.
- iv. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation.
- v. In case of partial or non-acceptance of orders the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- vi. The 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.
- vii. 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 Open Offer by the Public Shareholders holding Equity Shares in the physical form.

**8.21. Settlement of Funds / Payment Consideration:**

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to the Designated Stock Exchange to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.
- b) The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.
- c) For Equity Shares accepted under the Offer, the Eligible Shareholders will receive funds payout directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Eligible Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Broker's settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Eligible Shareholders. The Eligible Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- d) The funds payout pertaining to the bids of NRIs, foreign shareholders and/or bids confirmed by custodians, will be transferred to the Selling Broker's settlement accounts or the settlement bank account of the custodian, in accordance with the applicable mechanism prescribed by the Designated Stock Exchange and the Clearing Corporation from time to time.

- e) 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 Equity Shares tendered under the Offer.
- f) Unaccepted Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation/ Registrar to the offer.
- g) The direct credit of Equity Shares will be given to the demat account of Acquirer as indicated by the Buying Broker.
- h) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of Acquirer.
- i) In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- j) 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.
- k) If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Eligible Shareholder.
- l) 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 Target Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- m) In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirer for payment of consideration to the Public Shareholders 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.

## 9. COMPLIANCE WITH TAX REQUIREMENTS

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

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

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

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

- a. The basis of charge of Indian income-tax depends upon the residential status of the person subject to tax ("Taxpayer") during a Financial Year and the taxpayer has to pay their taxes in the following year (Assessment Year). The Financial Year for

Indian Residents starts from April 01 and ends on March 31. A person who is a resident in terms of Indian Income Tax Act, 1961, ("IT Act") he is liable to pay income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act itself. A person who is treated as a non-resident for the purpose of Indian income-tax purposes is generally subject to tax in India only on such person's India sourced income (i.e. income which accrues or arises or deemed to be accrued or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the "Situs" of such shares. "Situs" of the shares is generally where a company is "incorporated".

- b. Accordingly, since the Target Company is incorporated in India, the 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 IT Act.
- c. A Taxpayer who is non-resident for tax purpose under Indian IT Act can avail benefits of the Double Taxation Avoidance Agreement ("DTAA"), between India and the respective country of which the Taxpayer is a resident for tax purpose subject to satisfying relevant conditions including: a. those set out in limitation of benefits provisions present in the said DTAA (if any), b. the non-applicability of General Anti-Avoidance Rules, and c. providing and maintaining necessary information and documents as prescribed under the Income-tax Act.
- d. The summary of income-tax implications on tendering of listed equity shares on the recognized stock exchange in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.
- e. As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge and health and education cess are also leviable. The applicable rate of surcharge is dependent on the category of the shareholder and for individual shareholders, income slab rates is applicable. The health and education cess is levied at the rate of 4% of the income tax and surcharge.
- f. Gains arising from the transfer of equity shares may be treated either as "Capital Gains" or as "Business Income" for income-tax purposes, depending upon whether such equity shares were held as a capital asset or business asset (i.e. stock-in-trade).
- g. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- h. Based on the provisions of the IT Act, the 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 financial year. The summary of income tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below.

#### **Taxability of Capital Gain in the hands of the Public Shareholders:**

- i. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to Securities Transaction Tax ("STT") upon both buy and sale (subject to certain transactions, yet to be notified, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable). Under this provision the Capital Gains tax would be computed on gains exceeding ₹ 1,00,000 (Rupees One Lakh only) (without any indexation and foreign exchange fluctuation benefits). It may also be noted that any Capital Gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.
- ii. As per section 111A of the IT Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).
- iii. Any applicable surcharge and education cess would be in addition to above applicable tax rates.
- iv. In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirer shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer.
- v. In case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately.

**THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE IT ACT AS APPLICABLE AS ON DATE OF THIS LETTER OF OFFER. IN CASE OF ANY AMENDMENT MADE EFFECTIVE PRIOR TO THE DATE OF CLOSURE OF THIS OFFER, THEN THE PROVISIONS OF THE IT ACT AS AMENDED WOULD APPLY. NOTWITHSTANDING THE DETAILS GIVEN ABOVE, ALL PAYMENTS WILL BE MADE TO THE PUBLIC SHAREHOLDERS SUBJECT TO COMPLIANCE WITH PREVAILING TAX LAWS. THE FINAL TAX LIABILITY OF THE PUBLIC SHAREHOLDER SHALL REMAIN OF SUCH PUBLIC SHAREHOLDER AND THE SAID PUBLIC SHAREHOLDER WILL APPROPRIATELY DISCLOSE THE AMOUNTS RECEIVED BY IT, PURSUANT TO THIS OFFER, BEFORE THE INDIAN INCOME TAX AUTHORITIES.**

## 10. DOCUMENTS FOR INSPECTION

The copies of the following documents shall be available for inspection to the Public Shareholders at the office of the Manager to the Offer, Choice Capital Advisors Private Limited situated at Sunil Patodia Tower, Plot No. 156-158 J.B. Nagar, Andheri (East), Mumbai-400099, on any working day (except Saturdays, Sundays and bank holidays) between 10.00 a. m. to 12.00 noon during the period from the Date of Commencement of the Tendering Period till the Date of Closing of the Tendering Period. The Public Shareholders interested to inspect any of the documents as mentioned in the Draft Letter of Offer electronically 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 – Asit C Mehta Financial Services Limited Open Offer", to the Manager of the Offer at [regulator\\_advisors@choiceindia.com](mailto:regulator_advisors@choiceindia.com) and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

1. Copy of Share Purchase Agreement dated **August 10, 2022**, entered by and among the Acquirer and the Sellers, which triggered this Offer.
2. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
3. Certificate of Incorporation, Memorandum and Articles of Association of the Acquirer.
4. Annual Reports of the Target Company for the financial years ending March 31, 2022, March 31, 2021 and March 31, 2020.
5. Unaudited financials of the Acquirer for the financial years for the Period from May 25, 2022 to August 12, 2022.
6. Certificates dated **August 17, 2022** certifying that the Acquirer has firm and adequate financial resources to meet the financial obligations under the Offer.
7. Escrow Agreement between the Acquirer, Manager to the Offer and the Escrow Bank, IndusInd Bank Limited dated **August 06, 2022**.
8. Letter dated **August 17, 2022** from IndusInd Bank Limited confirming the amount deposited in the Escrow Account.
9. Public Announcement dated **August 10, 2022** and published copy of Detailed Public Statement, which appeared on **August 19, 2022**, Offer Opening Public Announcement to be released on or before October 13, 2022.
10. Copy of the recommendation made by the independent directors of the Board of Directors of the Target Company as required in terms of Regulation 26(7) of SEBI (SAST) Regulations, 2011.
11. Observation Letter No. SEBI/HO/CFD/DCR/RAC-1 /P/OW/2022/49634/1 dated **September 26, 2022** issued by SEBI.

## 11. DECLARATION BY THE ACQUIRER

1. To the best of its knowledge, the Acquirer accept responsibility for the information contained in this Letter of Offer (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company).
2. The Acquirer shall be responsible for the fulfilment of obligations under the SEBI (SAST) Regulations in respect of this Offer.
3. The information pertaining to the Target Company contained in the Public Announcement or the Detailed Public Statement 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, as the case may be, or publicly available sources which has not been independently verified by the Acquirer or the Manager. The Acquirer and the Manager do not accept any responsibility with respect to such information relating to the Target Company.
4. The Manager to the Offer hereby states that the person(s) signing this Letter of Offer is the Acquirer or duly and legally authorized person of the Acquirer to sign this LoF.

### On behalf of the Acquirer

For Cliqtrade Stock Brokers Private Limited

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Madhu Lunawat  
Director  
DIN: 06670573

**Place:** Mumbai

**Date:** 28.09.2022



**FORM OF ACCEPTANCE**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT- ASIT C MEHTA FINANCIAL SERVICES LIMITED**

*[Public Shareholders holding shares in demat mode are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. The Public Shareholders holding physical shares (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the Letter of Offer]*

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the letter of offer dated [●] (“LOF”))

<b>From</b>		<b>TENDERING PERIOD FOR OPEN OFFER</b>	
<b>Name:</b>		<b>OPEN OFFER OPENS ON</b>	Thursday, October 13, 2022
<b>Address:</b>		<b>OPEN OFFER CLOSES ON</b>	Friday, October 28, 2022
<b>Tel. No:</b>			
<b>Fax:</b>			
<b>Email:</b>			

To,

**The Acquirer**

C/o LINK INTIME INDIA PRIVATE LIMITED

Unit: Asit C Mehta Financial Services Limited - Open Offer

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Sub: **Open Offer for acquisition of up to 12,58,674 fully paid-up equity shares of face value of ₹ 10 each (“Equity Shares”) of Asit C Mehta Financial Services Limited (“Target Company”) from the Public Shareholders of the Target Company by Cliqtrade Stock Brokers Private Limited (“Acquirer”) (“Open Offer”).**

Dear Sirs,

I / We refer to the LOF dated [●], for acquiring the Equity Shares held by me / us in the Target Company.

I / We, the undersigned, have read the PA, the DPS, LOF, and the offer opening public announcement, and understood their contents, terms and conditions, and unconditionally accept the same.

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

**Details of Public Shareholder:**

<b>NAME ( IN BLOCK LETTERS)</b>	<b>Holder</b>	<b>Name of the Public Shareholder(s)</b>	<b>Permanent Account Number</b>
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel No. (with STD Code): Fax No. (with STD Code):		Mobile Number:
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			



**FOR EQUITY SHARES HELD IN PHYSICAL MODE:**

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

- Resident
- Non-Resident

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

Sr. No.	Regd. Folio No.	Share Certificate No.	Distinctive Number		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				<b>Total</b>	

**Enclosures** (whichever is possible)

- Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, 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.
- Original share certificate(s).
- Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
- Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
- Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
- Self-attested copy of address proof such as valid Aadhar Card, Voter I.D., Passport.

**For all Eligible Public Shareholders**

- I / We confirm that the Offer Shares which are being tendered herewith by me / us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.
- I / We have obtained any and all necessary consents to tender the Offer 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 Offer Shares in this Open Offer and that I/we am/are legally entitled to tender the Offer Shares in this Open Offer.
- I / We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirer any Open Offer consideration that may be wrongfully received by me / us.
- I/We declare that regulatory approvals, if applicable, for holding the Offer Shares and/or for tendering the Offer Shares in this Open Offer are enclosed herewith.
- I / We confirm that I / We are not persons acting in concert or persons deemed to be acting in concert with the Acquirer or the Seller.
- I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Offer Shares in this Open Offer.
- I / We confirm that I / we are in compliance with the terms of the Open Offer set out in the PA, the DPS, and the LOF.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

10. I / We are / am not debarred from dealing in shares or securities.
11. I / We confirm that there are no taxes or other claims pending against me / us which may affect the legality of the transfer of Offer Shares under the Income Tax Act, including but not limited to section 281 of the Income Tax Act.
12. I / We note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporation until the settlement date whereby Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
13. I / We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by me / us, or as a result of income tax ( including any consequent interest and penalty) on the capital gains arising from tendering of the Offer Shares or any other payments, 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.
14. I / We authorise the Acquirer to accept the Offer Shares so offered or such lesser number of Offer Shares which the Acquirer may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the LOF. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Open Offer is not found valid / not accepted without specifying the reasons thereof.
15. I/We, confirm that my/ our status as a shareholder is (“✓” whichever is applicable)

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FPI - Corporate	<input type="checkbox"/> FPI - Others	<input type="checkbox"/> FVCI
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Pension/ Provident Fund	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship Firm
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs- Repatriable	<input type="checkbox"/> NRIs/ PIOs - non repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> QFI
<input type="checkbox"/> Others - please Specify				

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

I/We, confirm that my/ our investment status is (please provide supporting documents and “ü whichever is applicable)

- FDI Route
- PIS Route
- Any other - please specify

I/We, confirm that the Offer Shares tendered by me/ us are held on (“ü whichever is applicable)

- Repatriable basis
- Non - repatriable basis

I/We, confirm that (“ü whichever is applicable)

- No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under general permission of the RBI.
- Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open 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 (“ü whichever is applicable)

- No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer.
- Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith.

Additional confirmations and enclosures for all Public Shareholders, as applicable I / We, have enclosed the following documents (“ü whichever is applicable):

- Self-attested copy of PAN card.
- Self-declaration form in Form 15 G / Form 15 H, in duplicate copy.
- Certificate from Income-tax Authorities for deduction of tax at lower or nil rate.

- For Banks, LIC, Unit Trust of India and other specified entities covered under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification.
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

**BANK DETAILS**

For Public Shareholders holding Equity Shares in dematerialised 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 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.

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

Name of the Bank :

Branch Address and Pin Code :

Account Number :

IFSC Code:

MICR Code :

Type of Account- Savings/ Current/ Others (please specify) :

Yours faithfully,

Signed and Delivered	Full Name	PAN	Signature
Sole/ First Holder			
Second Holder			
Third Public Holder			

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

Place:

Date:

----- Tear Here -----

**Acknowledgement Receipt – Asit C Mehta Financial Services Limited - Open Offer**

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

Form of Acceptance-cum-Acknowledgement for Asit C Mehta Financial Services Limited -Open Offer as per details below:

Copy of delivery instruction to depository participant of Client ID \_\_\_\_\_ for \_\_\_\_\_

Equity Shares

Date of Receipt:

Place of Receipt:

## INSTRUCTIONS

PLEASE NOTE THAT **NO OFFER SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGER TO THE OFFER**

1. This Form must be legible and should be filled in English only.
  2. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
  3. In case of Offer Shares held in joint names, names should be filled in the same order in this Form, as the order in which they hold the Offer Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Open Offer.
  4. If the Offer Shares are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
  5. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent.
  6. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
  7. **As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release bearing no. 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, in accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer /open offer/exit offer/delisting" dated February 20, 2020, 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.**
  8. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
    - Form of Acceptance cum Acknowledgment duly completed and signed in accordance with the instructions contained therein, 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.
    - Original share certificate(s).
    - Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place.
    - Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all transferors).
    - Self-attested copy of address proof such as valid Aadhar Card, Voter I.D., Passport.
    - Any other relevant document such as power of attorney, corporate authorization (including board resolution/ specimen signature).
- Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted.**
9. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details.  
**PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
  10. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.
  11. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgement with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).

12. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer: i.e. Link Intime India Private Limited, C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India. The Form of Acceptance-cum-Acknowledgment duly signed along with all the relevant documents (envelope should be super-scribed as "Asit C Mehta Financial Services Limited – OPEN OFFER") .
13. The Selling Broker should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (**TRS**) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.
14. In case of Equity Shares held in joint names, names should be filled in the same order in this form as the order in which they hold the Equity Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
15. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
16. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent.
17. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
18. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
19. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the LOF at Point 8 (Procedure for Acceptance and Settlement of the Offer). The Letter of Offer along with the Form of Acceptance is being dispatched/ sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the website of any of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), the Registrar to the Offer ([www.linkintime.co.in](http://www.linkintime.co.in)), the Manager ([www.choiceindia.com](http://www.choiceindia.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)). Such Public Shareholders may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance-cum-Acknowledgement from the Registrar to the Offer or the Manager to the offer, on providing suitable documentary evidence of holding the Equity Shares of the Target Company.
20. The Form of Acceptance or TRS is not required to be submitted to the Acquirer, the PACs, the Manager or the Registrar to the Offer. Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment, unless required by their respective Selling Broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment
21. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Offer shall be deemed to have been accepted for the eligible Public Shareholders holding Equity Shares in demat form.
22. Interest payment, if any: In case of interest payments 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.
23. All the Public Shareholders are advised to refer to Point 9 (Compliance with Tax Requirements) in the Letter of Offer in relation to important disclosures regarding the taxes to be deducted on the consideration to be received by them.
24. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the LOF, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares tendered in this
25. Open Offer. If the Offer Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.

26. If the shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer:

For resident shareholders:

- Self-attested copy of PAN card.
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of
- Offer Price (certificate for deduction of tax at lower rate).
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable.
- For Banks, LIC, Unit Trust of India and other specified entities covered under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any).
- SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the

For non-resident shareholders

- Self-attested copy of PAN card.
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest).
- Tax Residency Certificate, Form 10F and a no 'permanent establishment' / business connection declaration.

In an event of non-submission of aforesaid documents as may be applicable, tax will be deducted at the maximum rate applicable to the relevant category to which the shareholder belongs, by the Acquirer.

**FOR DETAILED PROCEDURE IN RESPECT OF TENDERING OFFER SHARES IN THIS OPEN OFFER, PLEASE REFER TO THE LOF.**

All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:

**LINK**Intime

**LINK INTIME INDIA PRIVATE LIMITED**

Unit: Asit C Mehta Financial Services Limited - Open Offer  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083

Tel: +91 22 4918 6200 Fax: +91 22 4918 6195

Email: [asitcmehta.offer@linkintime.co.in](mailto:asitcmehta.offer@linkintime.co.in)

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Contact Person: Mr. Sumeet Deshpande

SEBI Registration No.: INR000004058