

# Amrit Corp. Ltd.

CIN: L15141UP1940PLC000946

ACL/CS/ April 15, 2022

The BSE Ltd.

Department of Corporate Services/Listing Department,

25, PJ Towers, Dalal Street

Mumbai — 400001

BSE Scrip Code: 507525

Sub.: Voluntary Delisting Offer to the public shareholders of Amrit Corp. Limited ("Company") pursuant to provision of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended, ("Delisting Regulations") – Detailed Public Announcement

#### Dear Sir/Madam,

In compliance with Regulation 15 of the SEBI Delisting Regulations, please find attached herewith e-clippings/copies of the following newspapers where Detailed Public Announcement (DPA) in relation to the delisting of the equity shares of the Company from BSE Ltd. has been published on April 15, 2022:

Newspaper	Language	Date of publication	Edition
Financial Express	English Daily	15.04.2022	All editions
Jansatta	Hindi Daily	15.04.2022	All editions
Navshakti	Marathi Daily	15.04.2022	Mumbai edition

This is for your information and records.

Thanking you.

Yours faithfully,

For Amrit Corp. Limited

Pranab K Das (Company Secretary & Compliance Officer)

Encl: As above



**Amrit Corporate Centre** 

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**FINANCIAL EXPRESS** 

# DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

# AMRIT CORP. LIMITED

Corporate Identity No: L15141UP1940PLC000946

Registered Office: CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad - 201009 (UP); Corporate Office: A-95, Sector-65, Noida-201309 (U.P.); Tel. No.: 0120-4506900/11; Fax: 0120-4506910;

Company Secretary & Compliance Officer: Pranab Kumar Das; E-mail: info@amritcorp.com; Website: www.amritcorp.com

This detailed public announcement ("Detailed Public Announcement" or DPA) is being Issued by Inga Ventures Private Limited ("Manager" or "Manager to the Delisting Offer") for and on hehalf of the certain members of the promoter and promoter group of Amrit Corp. Limited ("Company"), (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("Promoter Group") viz., Naresti Kumar. Bajaj, Ashwini Kumar Bajaj, Vikram Kumar Bajaj, Amrit Banaspati Company Private Limited, A. K. Bajaj Investment Private Limited (collectively "Acquirers"), to the public shareholders (i.e. shareholders other than the Promoter and the Promoter Group) as defined under Regulation 2(1)(I) of the Delisting Regulations (as defined below) and hereinafter referred to as "Public Shareholders"), expressing their intention to: (a) acquire all the Equity Shares (as defined below) that are held by Public Shareholders, either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the BSE Limited, the stock exchange where the shares of the Company are listed (the "Stock Exchange"), by making a delisting offer, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") and in accordance with the terms and conditions set out. below and / or in the Letter of Offer (as defined below) (hereinafter referred to as the "Delisting" Proposal /Delisting Offer").

### BACKGROUND OF THE DELISTING OFFER

- 1.1. The Acquirers are the members of the Promoter group of the Company. As on the date of this DPA, the members of the Promoter Group collectively hold 22,65,424 Equity Shares representing 74.56% of the total paid-up equity share capital of the Company.
- 1.2. The Acquirers are making this DPA to acquire up to 7,72,807 Equity Shares ("Offer Shares") representing 25.44% of the paid-up equity share capital of the Company that are held by the Public Shareholders of the Company pursuant to the Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in paragraph 13 read with paragraph 14 of this DPA, the Acquirers will make an application to delist the Equity Shares from the Stock Exchange pursuant to and in accordance with the Delisting Regulations and on the terms set out in this Detailed Public Announcement, the Letter of Offer (as defined below) and any other Delisting Offer documents. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange.
- 1.3. Pursuant to Initial Public Announcement dated January 25, 2022 ("IPA"), the Acquirers expressed their intention to acquire the Offer Shares and consequently voluntarily delist the Equity Shares from the Stock Exchange by making a Delisting Offer in accordance with the Delisting Regulations. The receipt of the IPA was intimated by the Company to the Stock Exchange on January 25, 2022.
- 1.4. Company has received a letter dated January 25, 2022 from the Acquirers informing about the floor price of ₹812.00 per Equity Share ("Floor Price") determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations. 2011, as amended ("SEBI Takeover Regulations"), along with the valuation report issued by a registered valuer, M/s, Pawan Poddar & Associates, Chartered Accountants, Mumbai (FRN: 12311W – Pawari Poddar, Proprietor membership No. 113280).
- Upon receipt of the IPA, the Company appointed CS Baldev Singh Kashtwal, a Peer Reviewed Practising Company Secretary in terms of Regulation 10(2) of the Delisting Regulations, to carry out due diligence in accordance with Regulation 10 (3) of the Delisting Regulations and the same was notified to Stock Exchange on January 25, 2022.
- 1.6. On January 25, 2022 the Company intimated the Stock Exchange that a meeting of the Board is scheduled to be held on February 07, 2022 in order to: (i) take on record and review the due diligence report of the Peer Reviewed Practising Company Secretary in terms of Regulation 10(3) of the Delisting Regulations ("Due Diligence Report"), (ii) to approve/ reject the proposal of voluntary delisting of the equity shares of the Company made by the Acquirers; and (iii) any other matters incidental thereto or required in terms of the Delisting Regulations, including seeking shareholders' approval, as may be required.
- 1.7. The Board, in their meeting on February 07, 2022, inter-alia, took the following decisions: The Due Diligence Report and audit report, as tabled before them were taken on record
  - Based on the information available with Company and after taking on record the Due Diligence Report, the Board in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
    - The Company is in compliance with the applicable provisions of securities laws;
    - The Acquirers and its related entities, are in compliance with the applicable provisions of securities law Regulations in terms of the Report including compliance with Regulation 4(5) of the Delisting Regulations; and The Delisting Proposal, in their opinion, is in the interest of the Public Shareholders
  - of the Target Company. The Delisting Proposal was approved by the Board in accordance with Regulation 10
  - of the SEBI Delisting Regulations. The Board granted its approval to the Company to seek shareholders' approval by way
  - of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the Delisting Regulation and other applicable laws, and thereby approved the draft of the postal ballet notice and the explanatory statement thereto. The Company was authorized to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Delisting Regulations and any other applicable laws;.
  - Mr. Baldev Singh Kashtwal, Practicing Company Secretary, New Delhi (Membership No. FCS - 3616 & CP No. 3169), was appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
  - The Board took on record the Floor Price Letter. The outcome of the meeting of the Board was disclosed by the Company on the same day,
  - i.e., February 07, 2022 to the Stock Exchange.
- The dispatch of the notice of postal ballot dated February 07, 2022 for seeking the approval of the shareholders, through postal ballot and e-voting for the Delisting Offer, as required under the Delisting Regulations and the Companies Act, 2013 and the rules made thereunder, was completed on February 08, 2022.
- 1.9. The shareholders of the Company approved the Delisting Offer by way of a special resolution in accordance with Regulation 11(4) of the Delisting Regulations on March 11, 2022 i.e., the last date specified for e-voting. The results of the postal ballot were announced on March 12, 2022 and the same were intimated to the Stock Exchange on the same day. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 5,40,095 votes which is more than two times the number of votes cast by the Public Shareholders against it i.e. 793 votes.
- 1.10. Further, the Acquirers have not announced any indicative offer price
- 1.11. BSE has issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to the letter dated April 13, 2022 in accordance with Regulation 12 of the Delisting Regulations
- 1.12. This DPA is being issued in the following newspapers as required under Regulation 15(1) of the Delisting Regulations:

Newspaper	Language	Editions
Financial Express	English Dally	All Editions
Jansatta	Hindi Daily	All Editions
Navshakti	Marathi	Mumbai Edition

- 1.13. Any changes, modifications or amendments to this Detailed Public Announcement, if any will be notified by way of issuing corrigendum in all the aforesaid newspapers.
- 1.14. The Delisting Offer is subject to the acceptance of the Discovered Price (defined below in paragraph 13.3 of this DPA), determined in accordance with the Delisting Regulations, by the Acquirers. In accordance with Regulation 22(1) of Delisting Regulations, the Acquirers shall be bound to accept the equity shares lendered or offered in the delisting offer, if the discovered price determined through the reverse book building process is equal to the Floor Price: However, nothing in Regulation 22(1) and 22(2) shall apply, if discovered price is higher than the Floor Price.
- In case the discovered price is not acceptable to the Acquirers counter offer may be made by the Acquirers to the Public Shareholders within two working days of the closure of the bidding period provided that counter offer price is not less than the book value of the Company as certified by the merchant banker, in terms of Regulation 22(5) of the Delisting Regulations ("Counter Offer Price") and the Acquirers shall ensure compliance with the provisions of Delisting Regulations in accordance with the timeline provided in Schedule IV of the Delisting Regulations. Any Discovered Price that is accepted by the Acquirers for the Delisting Offer, a higher price that is offered by the Acquirers for the Delisting Offer at its sole discretion, or a Counter Offer Price pursuant to acceptance by the Public Shareholders, that results in shareholding of the Promoter Group reaching 90% of the paid up equity share capital of the Company excluding the shares which are held by following:
- (a) custodian(s) holding shares against which depository receipts have been issued
- (b) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
- (c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. shall hereinafter be referred to as the "Exit Price"
- 1.15. As per Regulations 28 of the SEBI Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period in the same newspapers where the DPA is published.
- NECESSITY AND OBJECTIVE OF THE DELISTING OFFER
- 2.1 In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationals/ reasons for the Delisting Proposal are as follows:
  - the proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused on its business;
  - the delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, explaining new financing structures, including financial support from the Promoter Group.

- the proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders' servicing and such other expenses required to be incurred as per the applicable securities law;
- The shares of the Company are infrequently traded on the slock exchange. The delisting proposal is in the interest of the Public Shareholders as it will provide them. an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations, providing immediate liquidity given the heightened market volatility and uncertainty associated with infrequently traded shares.

### BACKGROUND OF THE ACQUIRERS

- 3.1 Naresh Kumar Bajaj
- 3.1.1 Mr. Naresh Kumar Bajaj, aged 84 years, is presently residing at 56, Model Town, Ghaziabad. (U.P.). He is the Managing Director and Chairperson of the Company. He is a graduate in commerce from Shriram College of Commerce, Delhi University. He is an experienced entrepreneur with more than six decades of experience in managing and running of industrial enterprises. He held various responsible positions in Amrit Banaspati Co. Ltd. (tater renamed as 'Amrit Corp Ltd.') before becoming its Chairman & Managing Director in the year 1988. He is also the chairman of other companies of Amrit Group, namely, Amrit Banaspati Co. Pvt. Ltd., Amril Agro Industries Ltd and Amril Learning Ltd., among others. Shri N.K.Bajaj had been associated with various chamber of commerce and industry; including Indian Vanaspati Producers Association. He is actively involved in running and managing the charitable and educational institutions.
- .2 The networth of Mr. Naresh Kumar Bajaj is INR 19,59,31,725 as on December 31, 2021. as certified by M/s V Sanai Tripathi & Co. Chartered Accountants vide certificate dated
- March 15, 2022. 3.1.3 As on date of this DPA, he holds 54,447. Equity Shares of face value of ₹10/- each representing 1.79% of the total issued and paid up equity share capital of the Company.
- 3.1.4 As on date of this DPA, he holds 13,15,623 equity shares of face value of ₹10 each, of ABCPL representing 13,41% of the total issued and paid up equity share capital of ABCPL. 3.1.5 As on date of this DPA, he holds 4,895 equity shares of face value of ₹100/- each of AK Bajaj Investment representing 2.55% of the total issued and paid up equity share capital
- 3.1.6 He is also director on the boards of Amrit Agro Industries Ltd., Amrit Banaspati Co. Pvt. Ltd., Amrit Learning Limited, Naviyoti Residency Pvt. Ltd., Kamal Apparels Pvt. Ltd., and Amrit Aaranya Organics Pvt. Ltd.

# 3.2 Ashwini Kumar Bajaj

of A K Bajaj Investment.

- 3.2.1 Mr. Ashwini Kumar Bajaj, aged 60 years, is presently residing at 56, Model Town, Ghaziabad (U.P.). He is a graduate in science from Delhi University. He joined Amrit Group in the year 1984 and worked as Chief Executive of flagship company, Amrit Banaspati Co. Ltd. (now renamed as 'Amrit Corp. Ltd.'). He was the Managing Director of erstwhile Amrit Protein Foods Ltd. which was merged with Amrit corp. Ltd. in the year 1982. He was appointed as Joint Managing Director of Amrit Corp. on 01.08.1992 and later redesignated as its managing director on 19.08.2003. Shri A.K.Bajaj was instrumental in setting up the dairy business of Amrit Corp. and established state-of-art facility for processing of UHT milk and other dairy products. He is actively involved in corporate restructuring and other corporate affairs,
- 3.2.2 The networth of Mr. Ashwini Kumar Bajaj is INR 36,90,17,459 as on December 31, 2021 as certified by M/s V. Sahai Tripathi & Company, Chartered Accountants vide certificate dated
- 3.2.3 As on date of this DPA, he holds 1,47,086 Equity Shares of face value of ₹10/- each,
- representing 4.84% of the total issued and paid up equity share capital of the Company. 3.2.4 As on date of this DPA, he holds 13,21,236 equity shares of face value of ₹10/- each of ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL.
- 3.2.5 As on date of this DPA, he holds 11.971 equity shares of face value of ₹100/- each, of AK Bajaj Investment representing 6.24% of the total issued and paid up equity share capital of
- 3.2.6 He is also director on the boards of Amrit Banaspati Co. Pvt. Ltd., NSK Home Products Pvt. Ltd., Amrit Learning Ltd., ALD Land and Property Management Pvt. Ltd., Amrit Digvijav Infra-Tech Pvt. Ltd., AK Bajaj Investment Pvt, Ltd., Navjyoti Residency Pvt. Ltd. and Kamal Apparels Pvt. Ltd.

# Vikram Kumar Bajaj

- 3.3.1 Mr. Vikram KumarBajaj, aged58 years, is presently residing at 56; Model Town, Ghaziahad (U.P.). He is the Non Executive Director of the Company. Heis a graduate in commerce from Shriram College of Commerce, Delhi University, He worked as managing director of Amrit Agro Industries Ltd. (earlier known as Uncle Chipps Co. Ltd.) w.e.f. 21.11.1986. As Managing Director of Amnt Agro, he was instrumental in establishing potato chipps business and introduced range of potato wafers under 'Uncle Chipps' brand name. The potato chips business was subsequently sold to Frito-Lay India, a subsidiary of Pepsico Holdings, in the year 2000. He is now the managing director of Amrit Learning Ltd., a company involved in the business of language coaching and corporate training in collaboration with a Swiss Company, namely, Inlingua.
- 3.3.2 The networth of Mr. Vikram Kumar Bajaj is INR 31,71,85,645 as on December 31, 2021 as certified by M/s V.Sahai Tripathi & Company, Chartered Accountants vide certificate dated
- 3.3.3 As on date of this DPA, he holds 1,47,238 Equity Shares of face value of ₹10/- each. representing 4.85% of the total issued and paid up equity share capital of the Company.
- 3.3.4 As on date of this DPA, he holds 13.21,340 equity shares of face value of ₹10/- each of ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL 3.3.5 As on date of this DPA, he holds 14,868 equity shares of face value of ₹100/- each of AK. Bajaj Investment representing 7.76% of the total issued and paid up equity share capital of
- 3.3.6 He is also director on the boards of Amril Agro Industries Ltd., Amril Banaspati Co. Pvt. Ltd. Amrit Learning Ltd., NSK Home Products Pvl. Ltd., Navjyoti Residency Pvt. Ltd., Kamal Apparels Pvt. Ltd.

# Amrit Banaspati Company Pvt. Ltd. (ABCPL)

3.4.1 ABCPL was originally incorporated on March 28, 1985 under the name and style Amrit Enterprises Limited, as a limited company vide certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh & Haryana at Jalandhar, Punjab. Subsequently the name of the ABCPL was changed to Amrit Banaspati Company Limited vide fresh certificate of incorporation dated August 02, 2007 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh,

The equity shares of ABCPL were listed on the BSE Limited and the Delhi stock exchange since 1996 and was subsequently delisted from both the exchanges on February 28, 2013 in terms of SEBI (Delisting of Equity Shares) Regulations, 2009.

Further on November 01, 2017, the ABCPL was converted into a private limited company under section 18 of the Companies Act, 2013 and fresh certificate of Incorporation was issued by the Registrar of Companies, Kanpur

The registered office of the ABCPL is located at A-95 Sector-65 Noida, Gautam Buddha Nagar, UP 201309, India 3.4.2 ABCPL was engaged in the business of manufacture & distribution of edible oils i.e. vanaspati,

- bakery shorteing, refined and filtered edible oils and marketing of FMCG commodities i.e. rice, salt, soya nuggets. ABCPL sold its edible oil business together with manufacturing facility at Rajpura, Distt, Patiala (Punjab) on slump sale basis as a going concern to Bunge India Pvt, Ltd. on February 10, 2012. After the sale of edible oils business and the manufacturing facility at Rajpura, ABCPL is now engaged in the business of trading of various commodities and other items has invested surplus funds in various financial instruments.
- 3.4.3 Naresh Kumar Bajaj, Ashwini Kumar Bajaj, Vikram Kumar Bajaj and Jagdish Chand Rana, are the directors of the ABCPL. The issued and paid up share capital of the ABCPL is 79,81,41,590 comprising 98,14,159 ordinary shares of face value of ₹10/e each. .4.4 Shareholding pattern of ABCPL as on date of Detailed Public Announcement is set out below:

SI. No.	Name of the Shareholder	No. of Shares	Holding (%age)
	Promoter and Promoter Group		
4	Naresh Kumar Bajaj	13,15,623	13,41
2	Ashwini Kumar Bajaj	13,21,236	13.46
3	Vikram Kumar Bajaj	13,21,340	13.46
4	Vandana Bajaj	13,19,668	13.45
5	Jaya Bajaj	13,19,774	13,45
6	Sneha Jatia	51,139	0.52
7	Radhika Jatia	54,909	0.56
8	Varun Bajaj	51,062	0.52
9	Arnav Bajaj	49,001	0.50
10	A K Bajaj HUF	42,912	0.44
11	V K Bajaj HUF	32,745	0.33
12	Amrit Corp Limited	16,81,373	17.13
13	Amrit Agro Industries Limited	2.82,738	2,88
14	NSK Home Products PrivateLtd.	41,313	0.42
15	A K Bajaj Investment Pvt Ltd	9,29,322	9.47
16	Mahesh Kumar Ratra	4	0.00
	Total	98,14,159	100.00

- 3.4.5 ABCPL holds 10,62,578 Equity Shares of the Company as on date of the DPA. The directors of the ABCPL, other than who are also the members of the Promoter Group of the Company, do not hold any Equity Shares of the Company.
- 3.4.6 The key financial information of the ABCPL, based on its audited consolidated financial statements for the financial years ending, March 31, 2019. March 31, 2020 and March 31, 2021, and unaudited but limited review for period ended December 31, 2021 is set out below:

December 31,

2021

(unaudited

limited review)

8,405.95 17,339.06

Particulars

Total income

FY 2020-21 2019-20 2018-19 (audited) (audited) (audited)

5,202.01

7,611.55

(Amount in Indian Rupees lakh)

Particulars	December 31, 2021 (unaudited limited review)	FY 2020-21 (audited)	FY 2019-20 (audited)	FY 2018-19 (audited)
Profit/(Loss) for the year before Share of Profit from associates & Tax	2,392.20	5,996.87	(1,792.85)	170.94
Share of profit from associate	637.48	748.86	(290.64)	317.36
Profit/(Loss) for the year after Share of Profit from associates	3,029.68	6,745.74	(2,083.49)	488.30
Profit/(Loss) After Tax	2,744.30	5,707.34	(1,474.27)	573.15
Total Comprehensive Income/ (Loss)	2,395.02	5,723.11	(1,535.94)	544.58
Equity Share Capital	860.21	953.14	955,17	955.17
Other Equity	29,197.07	27,295,82	23,391.84	25,526.70
Non-Controlling interests	1,205.05	665.63	-	-
Non-Current Liabilities	1,544.36	1,645.27	83.17	1428.75
Current Liabilities	2,536.19	3,867.92	3,656.03	6.031.78
Total Equity and Liabilities	35,342.88	34,427.78	28,086.21	33942.40
Non- Current Assets	30,826.51	28,383.64	24,900.77	29,987.06
Current Assets	4,516.37	6,044.14	3,185.44	3.955.34
Non current asset held for sale	-	-		~
Total Assets	35,342.88	34,427.78	28,086.21	33942.40
Carrier and American	Nine month	Cinematel	war anded	March 24

Other relevant information	Nine month period ended	Financial year ended March 31			
	Dec-21	2021	2020	2019	
Networth (₹ in lakh)	30.170.46	28,089.83	24,359.06	26,439.01	
Earnings per share					
Basic (In ₹)	31.90	60.39	(15.43)	6.00	
Diluted (In ₹)	31.90	60.39	(15.43)	6.00	
Dividend %	-	75%	10%	25%	
Return on net worth	9.10%	20.32%	(6.05%)	2,17%	
Book value per share (In ₹)	350.73	294.71	255.02	276.80	

Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) - Revaluation reserve - OCI
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period / year
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

(Source: Certificate dated March 15, 2022 issued by Vishwas Tripathi, Parther V Shahi Tripathi & Co Charlered Accountants (Firm Registration Number: 000262N)) 3.4.7 Consolidated Contingent Liabilities of ABCPL outstanding as on December 31, 2021 is

₹5,558.44 Lakins. These contingent liabilities are disputed value added lax demands which are pending adjudication at different appellate forums/courts. 3.5 A.K. Bajaj Investment Private Limited (A.K. Bajaj Investment) 3.5.1 A.K. Bajaj Investment Pvt. Ltd. was incorporated on March 28, 1980 as private company

### under Companies Act 1956. The registered office of the A.K. Bajaj Investment is located at 56 Model Town Ghaziabad U.P. 201009 India.

- 3.5.2 A.K. Bajaj Investment is a non banking finance company ("NBFC"), registered with the Reserve Bank of India vide. Registration No. 1200110. It is engaged in the non-banking finance activities.
- 3.5.3 Pursuant to order dated 7.12.2021, passed by Horrble NCLT, Allahabad, another group NBFC i.e. V.K. Bajai Investment Pvt. Ltd. was amalgamated with A.K. Bajai Investment. Consequent to amalgamation, all the assets and liabilities of V.K. Bajaj Investment Pvt. Ltd. have been transferred and vested in A.K. Bajaj Investment w.e.f. April 01, 2021.
- 3.5.4 Ashwini Kumar Bajaj, Vandana Bajaj and Jagdish Chand Rana, are the directors of the A.K. Bajaj Investment. The issued and paid up share capital of the A.K. Bajaj Investment is ₹1,91,70,100 comprising of 1,91,701 ordinary shares of face value of ₹100/- each 3.5.5 Shareholding Pattern of A.K. Bajaj Investment as on date of the DPA is set out below:
- Name of the Shareholders No. of Shares Holding (%age) No. 4.895 2.55% Shri Naresh Kumar Bajaj 2 Shri Ashwini Kumar Bajaj 11,971 6.24% 14,868 7.76% 3 Shri Vikram Kumar Bajai 11,972 6.25% 4 Smt. Vandana Bajaj 14,868 7.76% 5 Smt. Jaya Bajaj 3.646 1.90% 6 A K Bajaj HUF 7 Smt. RadhikaJatia 2,166 1.13% 773 8 Smt. SnehaJatia 0.40% 2.833 9 Shri Amay Bajaj 1.48% 10 Shri Varun Bajaj 1,005 0.52% 11 Amrit Banaspati Company Private Limited 1,15,484 60.24% 12 M/s NSK Home Products Private Limited 7,220 3.77% 1,91,701 100.00%
- 3.5.6 A.K. Bajaj Investment holds 1,65,693 Equity Shares of the Company as on date of the DPA. The directors of the A.K. Bajaj Investment other than who are also the members of the Promoter Group of the Company, do not hold any Equity Shares of the Company. 3.5.7 The key financial information of the A.K. Bajaj Investment, based on its audited standalone
- financial statements for the financial year ended March 31, 2021, Match 31, 2020 and March 31, 2019, and certified financials by Chartered Accountant for the period ended December 31, 2021 is set out below: (Amount in Indian Rupees lakh)

Particulars	December 31, 2021 (certified by auditor)	(audited)	FY 2019-20 (audited)	FY 2018-19 (audited)
Total income	141.23	104.22	84.72	256.43
Profit/(Loss) Before Tax	106.02	93.97	25.68	97.95
Profit/(Loss) After Tax	101:44	88.24	33.11	87.11
Total Comprehensive Income/(Loss)		- 4	-	1
Equity Share Capital	191.70	83.44	83,44	83.44
Other Equity	1,760.16	725.09	636.85	603.74
Minority Interests			-	-
Non- Current Liabilities	441.81	6.09	66.05	76.90
Current Liabilities	2.79	0.80	0.80	0.63
Total Equity and Liabilities	2,396.46	815.42	787.14	764.71
Non- Current Assets	2124.61	617.21	608.64	555.95
Current Assets	271.85	198.21	178.50	208.76
Non current asset held for sale	- 6	- 6		
Total Assets	2,396.46	815.42	787.14	764.71
	400	T		

Total Assets	2,390.40	013.42	101,14	(04./1
Other relevant information	Nine month period ended	Financial y	rear ended N	farch 31
	Dec-21	2021	2020	2019
Networth (₹ in lakh)	1951.86	808.53	720.29	687.18
Earnings per share				
Basic (In ₹)	52,92	105.76	39.68	104.40
Diluted (In ₹)	52.92	105.76	39.68	104.40
Dividend %			- 1	-
Return on net worth	5.20%	10.91%	4.60%	12.68%
Book value per share (In ₹)	1,018.18	969.03	863.27	823.59

The key financial ratios, mentioned herein above, have been computed as under: Equity Share Capital + Other Equity (Reserves and Surplus)

	Net worth	-Revaluation reserve – OCI
Basic Ea	Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
	Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
	Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period/ year
	Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

(Source: Certificate dated March 15, 2022 issued by Vishwas Tripathi, Parther V Shahi Tripathi & Co Chartered Accountants (Firm Registration Number: 000262N))

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- 3.5.8 Contingent Liabilities of A.K. Bajaj Investment, outstanding as on December 31, 2021 is nil 3.6 Neither the Acquirers nor any member of the Promoter Group of the Company has sold any Equity Shares of the Company during the 6 (six) months preceding the date of the meeting of the Board i.e., February 07, 2022, wherein the Delisting Offer was approved. Further, the Acquirers and other members of the Promoter Group have undertaken not to sell the Equity Shares of the Company during the delisting period (as defined in Regulation 2(1)(K) of the Delisting Regulations in accordance with Regulation 30(5) of the Delisting Regulations.
- 3.7 Neither the Acquirers nor any member of the Promoter Group of the Company has been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section

11B of the SEBLAct, 1992 or any other regulations made under the SEBLAct, 1992.

3.8 The Acquirers hereby invite all the Public Shareholders of the Company to bid in accordance.

- with the book building process of BSE and on the terms and subject to the conditions set out herein, and / or in the Letter of Offer, all of their Offer Shares. 3.9 The Acquirers have, as detailed in paragraph 20 of this DPA, made available all the
- requisite funds necessary to fulfil the obligations of the Acquirers under the Delisting Offer. BACKGROUND OF THE COMPANY
- 4.1 Amrit Corp. Limited ("ACL" or "the Company") was incorporated as a public limited company on 29th March, 1940 in the name of Amrit Banaspati Company Limited (ABCL), under the provisions of Indian Companies' Act VII of 1913. The Equity Shares of the Company were listed on Bombay Stock Exchange Ltd. (BSE Ltd.) in the year 1941. The name of the Company was changed from Amrit Banaspati Company Limited to Amrit Corp. Limited in the year 2007 pursuant to a Scheme of Arrangement wherein demerger of the edible oils and paper businesses into two separate entities was approved by jurisdictional High Courts of Allahabad, Delhi and Chandigarh, which came into force on 23rd June, 2007. The Registered Office of the Company is now situated at CM/28 (First Floor), Gagan Enclave, Amrit Nagar, G.T.Road, Ghaziabad - 201009 (U.P.) and Corporate Office is situated at A-95. Sector-65, NOIDA - 201309 (U.P.). The Corporate Identification Number of the Company is L15141UP1940PLC000946, Tel.: 0120-4506900/11;

Fax: 0120-4506910; E-mail: info@amritcorp.com and website: www.amritcorp.com Pursuant to the Scheme of Arrangement, the paid-up capital of the Company was restructured and reduced to ₹32,13,231 of ₹10/- each aggregating to paid-up value of ₹321.32 lakhs. The Company was relisted with BSE Ltd. with restructured paid-up capital of ₹321.32 lakhs on 21.09.2007 (Code:507525) and ISIN offhe aguity shares is INE866E01026

In the year 2020-21, the Company offered buy-back of 1,75,000 equity shares of ₹10/- each at a price of ₹825.00/- per Equity Share through the tender offer route using stock exchange mechanism in terms of SEBI (Buy-back of Securities) Regulations, 2018, Upon completion of the buy back in August, 2020; the equity shares bought back were extinguished and the paid-up capital of the Company was reduced to 30,38,231 Equity Shares of ₹10/- each aggregating to paid-up value of ₹303.82 lakhs.

- 4.2 The Company after demorger in 2007 had two segments of business viz. Dairy Milk/ Milk. Products and Real Estate. The Company established facility for processing of UHT milk and other dairy products viz. Soft Serve Mix, Ice Cream Mix, Instant Dessert Mix, Milk Shake Mix, Whip Mix etc. for supply to quick service restaurants (QSRs) and cafes. A few products (UHT Milk, Flavoured Milk, Fresh Cream, etc.) are supplied in the open market. As regards real estate business, the Company developed a 16-acre township named as 'Gagan Enclave' at Ghaziabad which is completely inhabited and sold-off by the Company. Besides the Dairy business, the Company has deployed surplus funds by way of investment in various financial instruments.
- As on the date of this DPA the members of the Board are:

Name, Address and DIN	Designation as on date of Public Announcement	Date of Initial Appointment	No of Equity Shares Held as on April 08, 2022	
Naresh Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) DIN: 00026221	Chairman & Managing Director	29/09/1983	54,447	
Ashwini Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) DIN: 00026247	Managing Director	30/07/1992	1,47,086	
Vikram Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) DIN: 00026236	Non Executive Director	03/03/2006	1,47,238	
Girish Narain Mehra House No. 217, Sector 15A, Noida-201301 DIN: 00059311	Non Executive Director	21/05/2003	Ni	
Kuttalam Rajagopalan Ramamoorthy 519, 8° Cross Road, J.P. Nagar III Phase, Bangalore-560078 DIN: 00058467	Independent Director	12/08/2014	129	
Mohit Satyanand House No. S-349, Panchsheel Park, New Delhi-110 017 DIN: 00826799	Independent Director	12/08/2014	500	
Sundeep Agarwal 23, Loni Road, Mohan Nagar Ghazlabad-201007 (UP) DIN: 00056690	Independent Director	27/05/2014	500	
Sujal Anil Shah 701, Mayfair Kumkum, Next to Bank of India, S.V., Andhen West, Mumbai-400 058 DIN: 00058019	Independent Director	24/02/2015	Nil	
Ketaki Sood 77, Jor Bagh, New Delhi-110003 DIN: 00904653	Independent Director	24/02/2015	Ni	

4.4 A brief summary of the financial performance of the Company, as derived from the audited standalone financial statements of the Company; (a) for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 and for the nine months period ended December 31, 2021 (unaudited limited review), prepared in accordance with the Indian Accounting Standards ("Ind AS"), are set out as below:

(Amount in	Indian	Rupees	lakh)

	Nine month period ended	Financial year ended March 31		
Profit and Loss Statement	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
Income from Operations	4,166.86	3,658.41	7,424.68	6,811.09
Other Income	2,307.02	3,383.27	(262.47)	1,052.72
Total Income	6,473.88	7,041.68	7,162.21	7,863.81
Total Expenditure (Excluding Depreciation & Interest)	4,526.54	4,545.36	7,609.56	6,574.85
Profit before Depreciation, Interest and Tax	1,947.34	2,496.32	(447.35)	1,288.96
Depreciation	190.92	246.85	224.23	168.88
Interest	29.65	18.80	29.14	77.14
Profit before Tax	1,726.77	2,230.67	(700.72)	1,042.94
Provision for Tax	272,69	590.81	(441.43.)	(95.79)
Profit After Tax	1,454,08	1,639,86	(259,29)	1,138.73

		(Amo	unt in Indian	Rupees lakh	
	Nine month period ended	Fina	ncial year en March 31	ded	
Balance Sheet	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)	
Sources of Funds					
Paid up Share Capital	303.82	303.82	321.32	321.32	
Reserves and Surplus (excluding revaluation reserves)	20,270.66	19,038.97	19,453.47	20,215.66	
Net Worth	20,547.98	19,321.76	19,755,43	20,507.68	
Non-Current Liabilities - Borrowings	80.16	74.90	88.93	85.82	
Other non-current Financial Liabilities	537.62	- 4	35.35	9	
Other non-current Liabilities	160.30	536.95	105.49	92.06	
Current Liabilities - Borrowings	2,761.32	99.79	40.00	8.80	
Trade payables	185.58	111.99	129.59	137.51	
Other current Financial Liabilities	240.70	224.27	221.98	188.20	
Other current Liabilities	109.34	75.39	161.14	155.17	
Total	24,649.50	20,466.08	20,557.27	21,204.54	
Uses of Funds					
Net Fixed Assets	2,144.48	2,095.66	1,995.60	1,675.56	
Capital Work in Progress	0.80	25.22	674.60	78.64	
Investments	19,430.28	15,276.85	14,730.60	17,106.05	
Other non-current Financial assets	70.69	69.17	268 74	67.45	

Nine month period ended	Financial	year ended l	Warch 31
Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
620.43	726.32	1.056.96	581.30
816.39	571.12	784:50	509.78
362.72	266.52	233.86	229,22
109.57	303.44	77.62	185.67
1,087,16	1,143.41	717,39	805.65
71.27	52.66	81.69	35,51
24,713.79	20,530.37	20,621.56	21,268.83
	period ended Dec-21 (unaudited limited reviewed) 620.43 816.39 362.72 109.57 1,087.16	Dec-21 (unaudited limited reviewed)   2021 (audited)   (audited)   620.43   726.32   816.39   571.12   362.72   266.52   109.57   303.44   1,087.16   1,143.41   71.27   52.66	Dec-21 (unaudited limited reviewed)   2021 (audited) (audited)   (audited) (audited)   (

	Nine month period ended	Financial year ended March 31				
ther relevant information	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)		
Networth (₹ in fakh)	20,547.98	19,321.76	19,755.43	20,507.68		
Earnings per share						
Basic (In ₹)	47.86	52.91	(8.07)	35.44		
Diluted (In ₹)	47.86	52.91	(8.07)	35,44		
Dividend %		75%	50%	70%		
Return on net worth	7.08%	8.49%	(1.31%)	5.55%		
Book value per share (In ₹)	676.31	635.95	614.82	638.23		

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) -Revaluation reserve – OCI
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares.
Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period/ year
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

(Source: Certificate dated March 15, 2022 issued by Rishi Mittal, Partner Mukesh Aggarwal & Co. Chartered Accountants (Firm Registration Number: 011393N))

PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY As of the date of the DPA, the authorized share capital of the Company is INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of INR 10 (Indian Rupees ten only) each and 50,00,000 Redeemable Cumulative Preference shares of ₹10/- each, The paid-up share capital of the Company is INR 3,03,82,310 (Indian Rupees three crore three lakh eighty two thousand three hundred and ten only) comprising of 30,38,231 (thirty lakhs thirty eight thousand two hundred and thirty one only) Equity Shares having face value of INR 10 (Indian Rupees ten only) each. As on the date of this DPA, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures / preference shares or employee stock options etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the Promoters and Promoter Group are not subject to any statutory lock-in. The Company also does not have any partly paid up shares outstanding. Neither the Promoters nor any other persons who qualify as members of the Promoter Group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the book building process as part of the Delisting Offer.

5.2 The capital structure of the Company as on the date of the DPA is as follows:

Paid-up Equity Shares of Company	No. of Equity Shares / Voting Rights	% of Share Capital / Voting Rights
Fully paid up Equity Shares	30,38,231	100%
Partly paid Up Equity Shares	NIL.	NA.
Total paid up Equity Shares	30,38,231	100%
Total voting rights in Company	29,59,067*	100%

and Education Fund, which has no voting rights. 5.3 The shareholding pattern of the Company, as on April 08, 2022 is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
Promoter Group	22,65,424	74,56
Clearing Members	128	0.00
Financial Institutions / Banks	151	0.00
Foreign Institutional Investor	NII	0
Foreign Portfolio Investors (Corporate)	Nii	0
Alternate Investment Funds	Nil	0
Investor Education and Protection Fund	79,164	2.61
Insurance Companies	Nil	0
Mutual Funds	125	0.00
NBFCs Registered With RBI	Nii	0
Non-Resident Indians	1,390	0.05
Other Bodies Corporate	5,007	0.16
Public	6,86,842	22.62
Total	30,38,231	100

5.4 The aggregate shareholding of the Acquirers with person acting in concert and other members of the Promoter Group of the Company and of the directors of the Acquirers and persons who are in control of the Company, as on April 08, 2022 is as under:

Shareholders	Category	No. of Equity Shares	% Shareholding
Naresh Kumar Bajaj	Acquirer	54.447	1.79
Varun Bajaj	Promoter Group	2,295	0.08
Sneha Jatia	Promoter Group	12,546	0.41
Sunita Mor	Promoter Group	1,189	0.04
Radhika Jatia	Promoter Group	13,659	0.45
Vikram Kumar Bajaj	Acquirer	1,47,238	4.85
Jaya Bajaj	Promoter Group	1,21,119	3.99
Ashwini Kumar Bajaj	Acquirer	1,47,086	4.84
Anuradha Gupta	Promoter Group	1,545	0.05
Vandana Bajaj	Promoter Group	1,21,271	3.99
Arnav Bajaj	Promoter Group	3,814	0.13
Amrit Agro Industries Ltd.	Promoter Group	2,52,127	8.30
AK Bajaj Investment Pvt. Ltd.	Acquirer	1,65,693	5.45
Amrit Banaspati Company Pvt. Ltd.	Acquirer	10,62,578	34.97
Navjyoti Residency Pvt. Ltd.	Promoter Group	1,58,817	5.23
Total		22,65,424	74.56

### STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

 The Equity Shares of the Company are currently listed and traded on BSE Limited. 6.2 As on the date on which the Stock Exchange was notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022 ("Reference Date"), the Equity Shares of the Company are infrequently traded in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations.

6.3 The Acquirers are seeking to delist the Equity Shares of the Company from the BSE and BSE pursuant to letter dated April 13, 2022 has granted "in-principle" approval to the Delisting Offer

6.4 No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting. 6.5 Any application for listing made in future by the Company after the aforementioned period in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to the then prevailing laws relating to listing of equity shares of unlisted companies.

6.6 The Acquirers propose to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e., separate acquisition window in form of web. based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)"), conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars (defined below).

### LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF THE COMPANY

7.1 The most likely post-delisting shareholding assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to a successful completion of the Delisting Offer in terms of the Delisting Regulations shall be as follows:

Particulars	No. of Equity Shares	% of Fully Paid up Share Capital of the Company
Promoter and Promoter Group	30,38,231	100.00
Public	0	0.00
Total	30,38,231	100.00

# MANAGER TO THE DELISTING OFFER

The Acquirers have appointed Inga Ventures Private Limited as "Manager to the Delisting Offer'

Inga Ventures Private Limited

Maharashtra, 400069 Tel. No.: +91 22 68540808 Fax No.: +91 022 26816020 Email: amrit.delisting@ingaventures.com Contact Person: Kavita Shah SEBI Registration No.: INM000012698 Validity Period: Permanent

1229, Hubtown Solaris, N.S.Phadke Marg,

Opp, Telli Galli, Andheri (E), Mumbai,

# REGISTRAR TO THE DELISTING OFFER

9.1 The Acquirers have appointed MAS Services Limited as "Registrar to the Delisting Offer"

CIN: U67100MH2018PTC318359

MAS Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi - 110020

Tel. No.: 011-26387281/82/83; Fax: 011-26387284;

Contact person: N.C. Pal; Email: investor@masserv.com Website: www.masserv.com:

SEBI Registration Number: INR000000049:

CIN: U74899DL1973PLC006950.

10 DETAILS OF THE BUYER BROKER

10.1 The Acquirers have appointed ITI Securities Broking Ltd. having its office at Unit No. 2002. A Wing, Naman Midlown, Elphistone Road, Mumbai-400013 as the stock broker of the Acquirers ("Buyer Broker"). Tel. No. +022-40273600; Email: kvashist@itiorg.com Contact Person: Kuldeep Vashist

### STOCK EXCHANGE DATA REGARDING THE COMPANY

- 11.1 As mentioned in paragraph 6.2, as on the Reference Date, the Equity Shares of the Company are infrequently traded on BSE in terms of Regulation 2(1)(j) of the Takeover Regulations.
- 11.2 The high, low and average market prices in the preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the DPA and the corresponding volumes, on BSE are as follows:

Period	High <sup>in</sup> (INR)	Date of High <sup>®</sup>	Number of Equity Shares traded on that date	Low <sup>III</sup> (INR)	Date of Low <sup>±</sup>	Number of Equity Shares traded on that date	Average Price <sup>(1)</sup> (INR)	Number of Equity Shares traded in the period
			Precedir	ig 3 (th	ree) Years			
Financial Year 2018-19	1900	May 04, 2018	235	510.05	February 20, 2019	26	1097.39	44,512
Financial Year 2019-20	810	February 12, 2020	303	491	December 16, 2019	299	611.91	1,25,324
Financial Year 2020-21	825	August 24 2020	37	581	May 11. 2020	333	713.67	16,943
			Precedir	ng 6 (sl	x) Months			
October 2021	1095	October 19, 2021	604	741	October 01. 2021	77	872.40	4,208
November 2021	1132.80	November 09, 2021	3325	730	November 22, 2021	146	873,22	7,334
December 2021	897	December 06, 2021	359	756.05	December 17, 2021	51	821.84	2,628
January 2022	953	January 28, 2022	56	775.60	January 10, 2022	74	844.02	5,298
February 2022	929	February 04, 2022	4	801	February 24, 2022	113	869.96	4,098
March 2022	925	March 14, 2022	38	822.2	March 14, 2022	38	886.58	1,809

# III High and low price for the period are based on intra-day prices and average price is

- based on average of closing price. [2] In case where the same price falls on two or more days, the day with the highest traded
- shares is considered. 12 DETERMINATION OF THE FLOOR PRICE

# 12.1 The Acquirers propose to acquire the Equity Shares of the Company from the Public

- Shareholders pursuant to the book building process established in terms of Schedule II of the Delisting Regulations. 12.2 The Equity Shares of the Company are currently listed and traded on the Stock Exchange.
- The scrip code and the security ID of the Company on BSE are "507525" and "AMRITCORP".
- 12.3 The trading turnover during the twelve calendar months preceding the calendar month of the Reference Date based on the trading volume of the Equity Shares on Stock Exchange during the period from January 01, 2021 to December 31, 2021 (12 (twelve) calendar months preceding the month of the Reference Date) is as under:

Stock Exchange	Total Traded Volumes	Total (weighted average) number of Equity Shares outstanding during the period	Annualized trading turnover (as a percentage of the total number of shares outstanding) (%)
BSE	34,543	3038231	1.14%

- 12.4 As on the Reference Date, as mentioned in paragraph 6.2 above, the Equity Shares of the Company are not frequently traded on BSE in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations.
- 12.5 As required under Regulation 15(2) of the Delisting Regulations, the floor price of the Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI Takeover Regulations, as may be applicable. As per the Explanation to Regulation 15(2) of the Delisting Regulations, the Reference Date for computing the floor price would be the date on which the recognized stock exchanges were notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022,
- 12.6 In terms of Regulation 8 of the SEBI Takeover Regulations, the floor price shall be the higher of the following: The highest acceptated seize are Chain of the Comment for any

(a)	The highest negotiated price per Share of the Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
(b)	The volume weighted average price paid or payable for acquisitions, whether by the Acquirers or by any person acting in concert with him, during the fifty-two weeks immediately preceding the Reference Date.	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person acting in concert with him, during the twenty six weeks immediately preceding the Reference Date.	Not Applicable
(d)	The volume-weighted average market price of such Shares for a period of sixty trading days immediately preceding the Relevant Date, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded.	Not Applicable
(e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager to the Delisting Offer 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	INR 812.06*
(f)	The per share value computed under Regulation 8(5) of the SEBI Takeover Regulations, if applicable	Not Applicable

- \* Source: Certificate dated January 25, 2022 issued by M/s Pawan Poddar & Associates, Chartered Accountants, (FRN:123111W) (Pawan Poddar, Proprietor, membership no.
- 113280) (FRN: 001075N). 12,8 The Floor Price was notified to the Stock Exchange as part of the Initial Public Announcement

# dated January 25, 2022. 13 DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE

- 13.1 The Acquirers propose to acquire the Offer Shares pursuant to the book-building process through an acquisition window facility, i.e., separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the stock exchange mechanism, conducted in accordance with the terms of the Delisting Regulations.
- 13.2 All Public Shareholders can tender their Offer Shares during the Bid Penod as set out in paragraphs 16.1 and 21 of the Detailed Public Announcement.
- 13.3 The minimum price per Offer Share payable by the Acquirers for the Offer Shares pursuant to the Delisting Offer, shall be determined in accordance with the Delisting Regulations and will be the price at which the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaches 90% (ninety percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations, pursuant to the reverse book building process in the manner specified in Schedule II of Delisting Regulations, which shall not be lower than the Floor Price ("Discovered Price").
- 13.4 The Acquirers indicated their willingness to accept equity shares of the Company tendered in the Delisting Offer at a Floor price of INR 812.00 (Indian Rupee Eight Hundred and Twelve only). The Floor Price should in no way be construed as:
  - a) A ceiling or maximum price for the purposes of the book building process and the public shareholders are free to tender the equity shares of the Company held by them at any price higher than the Floor Price in accordance with the Delisting Regulations; or

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- An obligation/ restriction on the Acquirers to accept the equity shares of the Company tendered in the Delisting Offer at a price higher than the Floor Price
- 13.5 The Acquirers are under no obligation to accept the Discovered Price, if it is higher than the Floor Price. The Acquirers may, at their discretion:
  - a) Accept the Discovered Price;

Offer a Counter Offer Price.

- b) Offer a price higher than the Discovered Price; or
- 13,6 The "Exit Price" shall be:
  - a) The Discovered Price, if accepted by the Acquirers;
  - b) A price higher than the Discovered Price, if offered by the Acquirers at their discretion;
  - c) The Counter Offer Price offered by the Acquirers at their discretion which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations.
- 13.7 The Acquirers shall announce the Discovered Price and their decision to accept or reject the Discovered Price, the Counter Offer Price, and / or the Exit Price, as applicable, in the same newspapers in which the DPA is published, in accordance with the timetable set out in paragraph 21 of the DPA.
- 13.8 Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions set out in the DPA and the Letter of Offer of the Delisting Offer, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered and ensure that: (i) In case Exit Price being more than Face Value but equal to or less than the Floor Price, the payment shall be made through the secondary market settlement mechanism; or (ii) In case the Exit Price is higher than the Floor Price, the payment shall be made within 5 working days from the date of the public announcement as specified in paragraph 13.7 of this DPA. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- 13.9 If the Acquirers does not accept the Discovered Price, then the Acquirers may, at its sole discretion, make a counter offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirers shall ensure compliance with the provisions of the Delisting Regulations in accordance with the timelines specified in Schedule IV of the Delisting Regulations.
- 13.10 If the Acquirers do not accept the Discovered Price of the Delisting Regulations and does not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the Delisting Regulation or the Delisting Offer fails in terms of Regulation 23 of the Delisting Regulation:
  - a) The Acquirers will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer.
  - the Acquirers, through the Manager to the Delisting Offer, will within 2 working days of closure of the Bid Period (as defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where this DPA has been published;
  - No final application for delisting shall be made before the Stock Exchange;
  - d) The lien on the Equity Shares tendered/ offered in terms of the Schedule II or Schedule IV of the Delisting Regulations as the case may be shall be released to such Public Shareholder(s) (I) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of the Equity Shares as provided under Regulation 21 (a) of the Delisting Regulations are not tendered/ offered; (ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers. (III) in accordance with Schedule IV of the Delisting Regulations if a counter offer has been made by the Acquirer.
  - e) The Acquirers will bear all the expenses relating to the Delisting Offer.
  - f) 99% of the amount lying in the Escrow Account shall be released to the Acquirers within 1 (one) working day from the date of the public announcement of failure of the Delisting Offer, and the balance 1% shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Delisting Offer.
  - The Acquirers shall not make another delisting offer until the expiry of six months (i) from the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the Delisting Regulations are not tendered/offered; (ii) from the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through reverse book building process is rejected by the Acquirers, (iii) from the date of making public announcement for the failure of counter offer as provided under Schedule IV of the Delisting Regulations;
  - n) The Escrow Account (as defined below) opened in accordance with Regulation 14 of the Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of the Delisting Regulations.
- 14 MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING OFFER

The acquisition of Equity Shares by the Acquirers pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

- 14.1 The Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price, or offering a Counter Offer Price which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations. It may be noted that notwithstanding anything contained in the Detailed Public Announcement, the Acquirers reserve the right to accept or reject the Discovered Price if it is higher than the Floor Price:
- 14.2 A minimum number of 4,68,984 Offer Shares being tendered at or below the Exit Price, prior to the closure of Bid Period (as defined below) i.e., on the Bid Closing Date (as defined below) so as to cause the cumulative number of Equity Shares held by the Acquirers together with other members of the Promoter Group of the Company (as on date of this DPA taken together with the Equity Shares acquired through the Acquisition Window Facility or OTB to be equal to or in excess of 27,34,408 Equity Shares constituting 90% (ninety percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations ("Minimum Acceptance Condition")
  14.3 The Acquirers will obtain requisite statutory approvals, if any, required for the delisting as
- stated in paragraph 22 of the DPA; and meet the conditions set out in Regulation 21 of the Delisting Regulations.
- 14.4 There being no amendments to the Delisting Regulations or other applicable faws or regulations or conditions imposed by any regulatory / statutory authority / body or order from a court or competent authority which would in the sole opinion of the Acquirers, prejudice the Acquirers from proceeding with the Delisting Offer. Provided that withdrawal of the Delisting Offer on this count shall be subject to the receipt of regulatory approvals, if any, as may be required for the same.
- 15 ACQUISITION WINDOW FACILITY
  15.1 Pursuant to the Delisting Regulations, the Acquirers are required to facilitate tendering of
- the Equity Shares by the Public Shareholders of the Company and the settlement of the same, through the stock exchange mechanism provided by SEBI. SEBI, vide its circular dated April 13, 2015 on 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting and its circular dated December 9, 2016 on Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities' (the "SEBI Circulars") sets out the procedure for tendering and settlement of Equity Shares through the Stock Exchange (the "Stock Exchange Mechanism")
- 15.2 Further, the SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars, Pursuant to the SEBI Circulars, the Stock Exchange have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange.
- 15.3 The Acquirers have chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange ("Designated Stock Exchange").
- 15.4 The Acquirers has appointed the following as the its broker for the Delisting Offer trough whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made ("Buyer Broker"):
  - ITI Securities Broking Ltd
  - Address: Unit No. 2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013. Tel. No. +022-40273600
  - Contact Person; Kuldeep Vashist Email: kvashist@itiorg.com.
- 15.5 The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period (as defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period (as defined below).
- 16 DATES OF OPENING AND CLOSING OF BID PERIOD
  16.1 All the Public Shareholders holding Equity Shares are
- All the Public Shareholders holding Equity Shares are eligible to participate in the book building process by lendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares pursuant to the book building process (the "Bid Period") shall commence on Monday, April 25, 2022 (the "Bid Opening Date") and close on April 29, 2022 (the "Bid Closing Date") during the normal trading nours on or before the Bid Closing Date. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where this Public Announcement is published.
- 16.2 The Public Shareholders should note that the Bids (as defined below) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 16.3 The Public Shareholders should submit their Bids through stock brokers registered with BSE ("Seller Member"). Thus, Public Shareholders should not send Bids to Company / Acquirers/ Manager to the Delisting Offer / Registrar to the Delisting Offer.
  16.4 Bids received after close of trading hours on the Bid Closing Date may not be considered.
- for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirers pursuant to the book building process. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period. Downward revision of the Bids shall not be permitted.
- 16.5 A letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of "Bids" (the "Letter of Offer") will be dispatched as indicated in paragraph 21 of this DPA.
- 17 PROCEDURE FOR TENDERING AND SETTLEMENT
- 17.1 During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.
- 17.2 The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirers will be dispatched to the Public Shareholders by the Acquirers whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on

- the records of the respective depositories at the close of business hours on the Specified Date (as indicated in paragraph 21 of this DPA). For further details on the schedule of activities, please refer to paragraph 21 of this DPA.
- 17.3 In the event of an accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address given in paragraph 9 of this DPA, clearly marking the envelope "Amrit Corp. Limited - Delisting Offer". Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the websites of the Stock Exchange i.e., www.bseindia.com, or, from the website of the Registrar to the Offer, at www.masserv.com.
- 17.4 The Delisting Offer is open to all Public Shareholders of the Company holding Equity Shares of the Company in dematerialized form or physical form.
- 17.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public Shareholders through their respective stock brokers who are registered with BSE during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares in dematerialized form.
- 17.6 The Company will not accept any Equity Shares offered for delisting offer which are under any restraint order of a court for transfer/sale of such shares
- 17.7 Procedure to be followed by Public Shareholders holding Offer Shares in dematerialized form a) Public Shareholders who desire to tender their Offer Shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Member by indicating the details of the Offer Shares they intend to tender under the Delisting Offer. The Public Shareholders should not send Bids to the Company/Acquirers, Manager to the Delisting Offer / the Registrar to the Delisting Offer.
  - b) The Seller Member would be required to place an order/bid on behalf of the Public Shareholders who wish to lender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange.
  - c) The Seller Member would be required to lender the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation and a lien shall be marked against the Equity Shares of the Public Shareholder and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular/ notice that will be issued by BSE/Clearing Corporation before the Bid Opening Date.
  - d) In case, the Public Shareholders' demat Account is held with one depository and clearing member pool and Clearing Corporation accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demat account at source depository during the Bid Period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Public Shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfer from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- e) For custodian participant orders for Equity Shares in dematerialized form, early pay-in is mandatory prior to confirmation of the relevant order by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any modification to an order shall be deemed to revoke the custodian confirmation relating to such order and the revised order shall be sent to the custodian again for confirmation.
- () Upon placing the Bid, a Seller Member shall provide a Transaction Registration Silp. ('TRS') generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Bid ID No., DP ID, Client ID, No. of Equity Shares tendered and price at which the Bid was placed.
- g) The Clearing Corporation will hold in trust the Offer Shares until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- The Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not be limited to):
  - Duly attested power of attorney, if any person other than the Public Shareholder has signed the Bid Form;
  - (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
     (iii) In case of companies, the necessary certified corporate authorizations (including)
  - (iv) IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED. After the lien is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding.
  - system, the Public Shareholders holding Equity Shares in dematerialised form have successfully tendered the Equity Shares in the Delisting Offer.

    (v) 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. Further, Public Shareholders will have to ensure that they keep the saving account.

attached with the DP account active and updated to receive credit remittance due.

- i) In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding Equity Shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, client ID number, DP name / ID, beneficiary account number and number of Equity Shares tendered for the Delisting Offer, Public Shareholders will be required to approach their respective Selier Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
- 17.8 Procedure to be followed by Public Shareholders holding Offer Shares in physical form

to acceptance of Offer Shares tendered by them.

- a) All the Public Shareholders holding the Equity Shares in physical form shall note that in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, all the Public Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in the Detailed Public Announcement / Letter of Offer.
- b) The Public Shareholders who hold Offer Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Selfer Member along with the complete set of documents for verification procedures to be carried out including as below:
  - i. original share certificate(s);
     ii. valid share transfer form(s
  - ii. valid share transfer form(s) (i.e. SH-4) duly filled and signed by the transferors (i.e. by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/ bank manager under their official seal as per form ISR-2 which is available at the website of company amritcorp.com and RTA www.masserv.com;
  - iii. self-attested permanent account number ("PAN") card copy (in case of joint holders, PAN card copy of all transferors);
  - iv. Bid Form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares;
     v. As per SEBI circular dated 03/11/2021 reference no. SEBI/HO/MIRSD/MIRSD
  - V. As per SEBI circular dated 03/11/2021 reference no. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 "Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination." it shall be mandatory for all holders of physical securities in listed company to furnish the following documents / details to the RTA; a) PAN and other KYC details by submitting form ISR 1; b) Nomination (for all eligible folios) through Form SH – 13 as provided in the Rules 19(1) of Companies (Shares capital and debentures) Rules, 2014 or Declaration to Opt-out, as per Form ISR-3, available on website of company at www.amritcorp.com and RTA at www.masserv.com.
  - vi. any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
  - Declaration by joint holders consenting to lender Offer Shares in the Delisting Offer, if applicable, and
  - viii. FATCA and CRS forms for individual/Non individual shareholders.

    Based on the documents mentioned in paragraph (b) above, the concerned Seller
- Member shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange. Upon placing the Bid, the Seller Member will provide a TRS generated by the Exchange Bidding System to the Public Shareholder. The TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of the Equity Shares tendered, price at which the bid was placed, etc. Upon placing the Bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as folio no., certificate no., distinctive no., no. of Offer Shares tendered and the price at which the Bid was placed.
- d) The Seller Member/ Public Shareholder should ensure the documents (as mentioned in this paragraph 17.8 (b) of this DPA) above are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 9 of this DPA) within 2 (two) days of bidding by the Seller Member. The envelope should be marked as "Amnit Corp. Limited - Delisting Offer"
- e) Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirers shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the Stock Exchanges shall display such Bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids it will be treated as 'confirmed bids'. Bids of Public Shareholders whose original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA) along with TRS are not received by the Registrar to the Offer 2 (two) days after the Bid Closing date shall liable to be rejected.
- f) In case of non-receipt of the Letter of Offer/ Bid Form, Public Shareholders holding Offer Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stalling name and address, folio no. share certificate no. no. of Offer Shares tendered for the Delisting Offer and the distinctive nos, thereof, enclosing the original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA). Public Shareholders will be required to approach their respective Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
- g) The Registrar to the Offer will hold in trust the share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA) until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, failing which the Equity Shares tendered will be liable for rejection. The Equity Shares

- shall be liable for rejection on the following grounds amongst others: (i) there is a name mismatch in the Folio of the Public Shareholder, or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, May 02, 2022 (by 5 p.m.); or (iv) If the share certificates of any other company are enclosed with the Tender Form instead of the share certificates of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid; or (vi) If the Public Shareholders place a bid but the Registrar does not receive the physical Equity Share certificate; or (vii) In the event the signature in the Tender Form and Form SH-4 do not match the specimen signature recorded with Company or Registrar.
- 17.9 If the Public Shareholders do not have any stock broker registered with BSE, then that Public Shareholders can approach any stock broker registered with BSE and can make a bid by using quick unique client code ("UCC") facility through that stock broker registered with BSE after submitting the information/documents as may be required by the stock broker to be in compliance with the applicable SEBI regulations and the requirements of BSE. In case the Public Shareholder is not able to bid using quick UCC facility through any other stock broker registered with BSE, then the Public Shareholder may approach Buyer Broker viz. ITI Securities Broking Limited, to bid by using quick UCC facility, after submitting the information/ documents as may be required by the Buyer Broker to be in compliance with the applicable SEBI regulations and the requirements of BSE.
- 17.10 The Public Shareholders should note that the bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirers or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a Seller Member as the bids can be entered only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.
- 17.11 Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of the Detailed Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market 1 (one) day before the Bid Closing Date will not be accepted. Any such request for withdrawal or upward revision should not be made to the Company / Acquirers / Registrar to the Delisting Offer / Manager to the Delisting Offer.
- 17.12 The cumulative quantity tendered shall be made available on BSE's website www.bseindla.com throughout the trading session and will be updated at specific intervals during the Bid Period.
- 17.13 The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
  17.14 Public Shareholders holding Offer Shares under multiple folios are eligible to participate in
- The Delisting Offer.

  17.15 In terms of Regulation 22(4) of the Delisting Regulations, the Acquirers are entitled (but not obligated) to make a counter offer at the Counter Offer Price, at its sole and absolute
- not obligated) to make a counter offer at the Counter Offer Price, at its sole and absolute discretion. The Acquirer shall ensure compliance with the provisions and the timelines provided in Schedule IV of the SEBI Delisting Regulations ("Counter Offer"). The counter offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 working days of the Bid Closing Date. The Counter Offer PA will contain *Inter alia* details of the Counter Offer Price, the book value per Equity Share, the revised schedule of activities and the procedure for participation and settlement in the counter offer. In this regard, Public Shareholders are requested to note that, if a counter offer is made:
  - a All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per paragraph 17.15(b) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the Counter Offer at the Counter Offer Price.
- b. Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the Counter Offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholder through their respective Seller Member through whom the original bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
- c. Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be lendered in the Counter Offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.
- 18 METHOD OF SETTLEMENT
  Upon finalization of the basis
- Upon finalization of the basis of acceptance as per the Delisting Regulations:

  18.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 18.2 For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation and subsequently Clearing Corporation will make direct funds payout to respective Public Shareholder's bank account linked to its demat account. If Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to the respective client. For the Offer Shares acquired in physical form, the Clearing Corporation will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders.
- 18.3 If the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism and if the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made within 5 (five) working days from the date of the public announcement under Regulation 17(4) of the SEBI Delisting Regulations.
- 18.4 In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
  18.5 The Equity Shares acquired in the demat form would be transferred directly to the demat
- escrow account opened by the Acquirer with ITI Securities Broking Ltd. ("Demat Escrow Account"), on receipt of the Equity Shares pursuant to the cleaning and settlement mechanism of the Stock Exchange, Subsequently, post completion of all the formalities / compliances by the Acquirer on the closure of the Delisting Offer the Equity Shares in the Demat Escrow Account will be transferred to the Acquirer's demat account. In case of the Equity Shares acquired in the physical form, the same will be transferred to the Acquirer demat account by the Registrar to the Delisting Offer on completion of all the compliances by the Acquirer in the Delisting Offer and until then, such Equity Shares shall remain under the custody of the Registrar to the Delisting Offer.
- 18.8 Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the Clearing Corporation by the Target Company or the Registrar to the Delisting Offer. On receipt of the same, Clearing Corporation will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the Clearing Corporation.
- 18.7 In the case of Inter Depository, Clearing Corporation will cancel the unaccepted Equity Shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Target Company or the Registrar to the Delisting Offer. Post receiving the IDT message from target depository, source depository will cancel/release lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid Equity Shares from Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 18.8 The Seller Member would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirers for the Offer Shares accepted under the Delisting Offer.
- 18.9 Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction).
- 18.10 If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of ten per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirer or was caused due to circumstances beyond the control of Acquirer. SEBI may grant waiver from the payment of such interest.
- 19 PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID
- 19.1 The Public Shareholders may submit their Bids to the Seller Member during the Bid Period. Additionally, once the Equity Shares have been delisted from the Stock Exchanges, the Public Shareholders whose Offer Shares have not been acquired by the Acquirers (the "Residual Shareholders") may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 1 (one) year following the date of the delisting of the Equity Shares from the Stock Exchanges ("Exit Window"). A separate offer letter in this regard will be sent to these Residual Shareholders explaining the procedure for tendening their Offer Shares. Such Residual Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.
- 19.2 The Acquirers shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 of the SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same.
- 20 DETAILS OF THE ESCROW ACCOUNT
- 20.1 The consideration payable under the Delisting Regulations, the Floor Price of ₹812.00/(Indian Rupees Eight Hundred and Twelve Only) per Equity Share of the Company
  multiplied by the number of Offer Shares, i.e., 7,72,807 (seven lakks seventy two thousand
  eight hundred seven only), is ₹62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy
  Five lakhs, Nineteen Thousand, Two hundred and eighty four only) ("Escrow Amount").

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# Petronet's 4th facility may come up soon

PRESS TRUST OF INDIA New Delhi, April 14

**PETRONET LNG, THE** operator of the world's largest liquefied natural gas (LNG) import terminal, may look at setting up a fourth facility in the country to meet the rising energy demand in Asia's third-largest economy, its CEO AK Singh said.

Petronet operates a 17.5 million tonne a year LNG import facility at Dahej in Gujarat and another 5 million tonnes facility at Kochi in Kerala. It is looking to set up a floating LNG import terminal at Gopalpur in Odisha in the next 3 years at a cost of ₹1,600 crore.

"We believe gas demand will continue to grow and we will need avenues to meet such requirement," he told PTI in an interview.

With limited domestic production, gas demand will have to be met through imports.

"We could possibly look at setting up a fourth LNG import and regassification terminal," he said without giving details. "These are preliminary thoughts and we will come back to you once plans are firmed up." Natural gas consumption will have to rise to over 500 million standard cubic meters per day from the



We believe gas demand will continue to grow and we will need avenues to meet such requirement

AK SINGH, CEO, PETRONET

current 165 mmscmd to achieve the government's goal of raising the share of natural gas in the country's primary

According to Shell, India would need 35 to 40 million tonnes of additional LNG imports between 2020 to 2040. (1 million tonne of LNG is equal to 3.60 mmscmd).

# 3.5-km runway of Ahmedabad airport re-carpeted in 75 days: Adani group

PRESS TRUST OF INDIA New Delhi, April 14

THE RE-CARPETING WORK on the 3.5-km-long runway of the Ahmedabad airport has been completed in 75 days, its operator Adani group said on Thursday.

As much as 0.2 million tonne of asphalt was used for recarpeting while 40,000 cubic meters of concrete was used for the runway drainage system, it mentioned. This is the fastest re-carpeting work done on any brownfield runway, the group's statement claimed.

The project was earlier planned for 200 working days starting from November 10, it

energy basket to 15% by 2030 from the current 6.7%. With domestic production of gas barely meeting half of the current consumption, import of gas in the form of LNG will have to grow.

"However, in keeping with the brand's continued endeavour to improve operational efficiency and reduce inconvenience to passengers, the Adani Group had reset the target to 90 days by increasing the

Subsequently, the project team completed the work in just 75 days while working for just nine hours per day without affecting the operation of scheduled flights, it stated.

resources," it mentioned.

In 2018, the Centre had listed six airports — Ahmedabad, Guwahati, Lucknow, Mangalore, Jaipur and Thiruvananthapuram — for privatisation of operations, management and development for a period of 50 years.

20.2 In accordance with Regulations 14(1) and 14(5) of the Delisting Regulations, the Acquirers.

Industrid Bank Limited, a banker to an issue registered with SEBI ("Escrow Bank")

and the Manager to the Delisting Offer have entered into an escrow agreement dated

March 12, 2022 pursuant to which the Acquirers have opened an escrow account in the

name of "Amrit Corp. Limited-Delisting Offer- Escrow Account" with the Escrow Bank at

their branch at Mumbai ("Escrow Account") and has deposited therein 100% (one hundred

percent) of the Escrow Amount marking lien in favour of the Manager to the Offer by way

of cash deposit of \$62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy Five lakhs,

15 of the Delisting Regulations, the Acquirers shall ensure compliance with Regulation

Discovered Price or offer the Counter Offer Price, the Acquirers shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders

whose Equity Shares are validly accepted, the consideration at the Exit Price, which shall

be used for payment to the Public Shareholders who have validly tendered Offer Shares in

instructions of the Acquirers and the Manager to the Delisting Offer, which shall be used for

payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting

Offer. The Manager to the Delisting Offer shall instruct the Escrow Bank to transfer the total

The specified date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders,

are eligible to participate in the Delisting Offer by submitting their Bid in Acquisition Window

Facility to stock broker registered on BSE on or before Bid Closing Date. Changes to

the proposed limeline, if any, will be notified to Public Shareholders by way of a public

\*Subject to the acceptance of Discovered Price or offer a price higher than the Discovered

Notes: (1) All dates are subject to change and depend on obtaining the requisite statutory

and regulatory approvals, as may be applicable. Changes to the proposed timetable, if

any, will be notified to Public Shareholders by way of corrigendum/ addendum in all the

newspapers in which the DPA has appeared; and (2) Last date of payment is subject to the

resolution passed through postal ballot on Friday, March 11, 2022, i.e., the last date specified

for receipt of duly completed postal ballot forms or e-voting. The results of the postal ballot

implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirers and the

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

were announced on March 12, 2022 and the same were intimated to the Stock Exchange. 22.2 BSE has given its in-principle approval for delisting of the Equity Shares pursuant to their

22.1 The Public Shareholders of the Company have accorded their consent by way of special

22.3 To the best of the Acquirers knowledge, as of the date of the Detailed Public Announcement. there are no other statutory or regulatory approvals required to acquire the Offer Shares and

22.4 If the Public Shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) had required any

Delisting Offer will be subject to receipt of such statutory or regulatory approvals.

Date

January 25, 2022

February 07, 2022

April 13, 2022

April 15, 2022

April 15, 2022

April 19, 2022

April 20, 2022

April 25, 2022

April 28, 2022

April 29, 2022.

May 04, 2022

May 04, 2022

May 04, 2022

May 11, 2022

May 04, 2022

Day

Tuesday

Monday

Wednesday

Friday

Friday

Tuesday

Wednesday

Monday

Thursday

Friday

Wednesday

Wednesday

Wednesday

Wednesday

Wednesday

20.3 On determination of the Exit Price and making of the public announcement under Regulation

20.4 In the event that the Acquirers accept the Discovered Price or offer a price higher than the

20.5 Further, the Escrow Bank will open a special account ("Special Account") on the

Nineteen Thousand, Two hundred and eighty four only)

14(4) of the Delisting Regulations.

consideration amount to the Special Account

Date of receipt of BSE in-principle approval

Public Shareholders as of Specified Date\*\*

independent directors of the Company

of Discovered Price / Exit Price\*

is equal to the Floor Price\*

is more than the Floor Price'

failure of the Delisting Offer

Price by the Acquirer.

STATUTORY APPROVALS

letter dated April 13, 2022.

Last date of publication of recommendation by

Bid Opening Date (bid starts at market hours)

Bid Closing Date (bid closes at market hours)

Last date for announcement of Counter Offer

Last Date for upward revision or withdrawal of bids

Last date for announcement of Discovered Price / Exit

Price and the Acquirers acceptance / Non-acceptance

Proposed date for payment of consideration if Exit Price

Proposed date for payment of consideration if Exit Price

Proposed date for return of Equity Shares to the Public

Shareholders in case of Bids not being accepted

announcement in the same newspapers where the DPA is published.

"Such activity may be completed on or before the last date

acceptance of the Discovered Price by the Acquirers.

Activity

Resolution for approval of the Delisting Proposal

Date of publication of the Detailed Public Announcement

Specified Date for determining the names of

shareholders to whom the Letter of Offer shall be sent®

Last date for dispatch of Letter of Offer / Bid Forms to

SCHEDULE OF ACTIVITIES

Initial Public Announcement

passed by the Board

Besides Petronet's terminals, India currently has an operational import facility at Hazira and Mundra in Gujarat, Dabhol in Maharashtra and Ennore in Tamil Nadu (all 5 million tonnes per annum capacity each).

Singh said Petronet plans to make a foray into the petrochemical business by investing ₹12,500 crore in a Propane Dehydrogenation Plant at Dahej to convert imported feedstock into propylene.

"We plan to build a jetty at Dahej for import of ethane and propane. While propane will be used as feedstock for our petrochemical plant, ethane will be for sale to petrochemical plants of other companies such as that of OPAL," he said.

This jetty will cost ₹1,650 crore and will take three years to build. Petronet will invest ₹600 crore in raising the capacity of the Dahej LNG import terminal to 22.5 million tonne per annum from the current 17.5 million tonne, ₹1,245 crore in building an additional storage tank and

bays for truck loading of LNG. The Dahej import terminal is the largest in the world and the port will host the third jetty that besides propane and ethane, will also be used for LNG imports, he said.

# CORRIGENDUM-1 TO NOTICE DATED 29.03.2022 FOR SALE OF ASSETS LML LIMITED (In Liquidation) (CIN: L34101UP1972PLC003612)

(Sale under Insolvency and Bankruptcy Code, 2016)

Extension of date of e-auction with reference to sale notice dated 29.03.2022 It is hereby informed that the liquidator has extended the date of e-auction as follows: Original Date Particulars Revised Date

Monday 25.04.2022 Friday, 15.04.2022 Date of E-Auction For Details: Visit www.lmlworld.in and https://ncltauction.auctiontiger.net Contact: CA. Anil Bhatia, Tel No. 011-41066313, Mob. No.:+91 9899224476 Email id: lml.auction@gmail.com

Arun Gupta, Liquidator IBBI Reg. No: |BBI/IPA-002/IP-N00051/2016-17/10095 Regd, Address: S-34, LGF, Greater Kailash-II, New Delhi-110048 Date: 15.04.2022 Place: New Dethi Regd, Email: arungupta2211@gmail.com

F	RELIANCE FINANCIAL			ARRIAND	E CAPITAL ?	SOURCE	
	RELIANCE FIN Registerod Office: 11th Floor, R.– Teen IT Par Goregath (East), Munitar - 40008	Nitton Cor	npound: Wes		s Highway		
	Statement of Audited Financial Results to (Regulation 55/3) and with Regulation Disclosure Requirements) Regul	52  4  of the !	SES Justing 0	tilganns an along	100	ne som dd	
			Courter Ended			Tear Ended	
rillo.	Particulars	Unsurfied	Dec 21, 2021 Unaddited	Me \$1,2021 (Mauritor)	Wet 31, 2022 Audited	Nor St. 202 Audited	
	Total Income from Operations	77,381	72,160	38,542	332,943	145,322	
2	Rel Profit / (Loss) for the period before Tax (before Exceptional aridon Extraordinary (terms)	(29,958)	9,467	(75.393)	(5.46.)67)	(44,250)	
N.	Net Profit / (Loss) for the period before Tax rafte: Exceptorial and/or Enterprinary (Jeths)	(20,950)	3,407	(75,393)	(T.10,187)	(MJZNV)	
te	Net Profit / (Loss) for the period after Tax rafter Exceptional and/or Extending (legis)	(317/19)	8,417	137,784)	(1.02,435)	6,136	
5	Total Comprehensive income for the period. [Comprising of Profit I (Loss) for the period (efter tax) and Other Comprehensive Income (after tax)).	(8) (89)	9,881	(30,482)	(7.02,#32)	£764	
6	Find up equity state should (Face Value of Ris. 10) $\ell$ Each)	2.41,579	2,41,579	2/11/578	241,578	2,41,579	
0	Reserves (exclusing Revenuelon Reserve)	700,018	7,40733	8,11851	7.09,013	8 11 451	
	W. Control Sciences Victorial Control	WINK THE	W 40 3mg	Street Street	5 30 Est.	STREET, VAL	

# 3.68.421 3.68.421 3.68.421 3.68.421 Securities Fremium Account 9.50.592 9.52.312 17.53.030 9.30.592 10.53.030 1/61/162 1/61/162 1,61,452 Outstanding Reducerable Philosophy Stuties. 0,63 0.61 Earnings per strare on Equity Strares of As 10 / earth Her combining and discentinuing esergions: 0.35 0.39 (1.56) (9.24) T Basic

The above is an extract of the detailed formet of quarterly and year ended financial results fliet with the Stock Exchange under Regulation 52 of the SERI (Listing Chilippings and Disclosure Regulations Regulations 2015 The full formet of the quarterly and year ended froation results are available on the mediate of BSE crimter e www.bseinclia.com/and the Congusty's week tell e liditp://reflancefinancial.co.in/

NA

MA

**NA** 

2. For the other loss come referred in Regulation 52 (a) of the SEE. (Listing Stolgandins and Distribute Regulation 52)

3. There were no exceptional or extraordinary terms

15 Debattom Repaription Reserve (Rusic color 4 below)

2. Dioled

Capital Redimption Reserve

Dabi Service Coverage Ratio.

17. Interest Service Coverage Ratio

4. No Deservire Radampton Reserve is required impospect of privately procedulation times in Name of R. Ac 19 (F) (0) (i.e., of Companies (Share Contained Debentures), Rules 2014

For and an Imhail of the Board of Directors of RELIANCE FINANCIAL LIMITED

(1.58)

760

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NA

Lay Chaturvedi Place: Monna Date: April 13, 2022 DIN: 02658335

would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in the Delisting Offer. It shall be the responsibility of the Public Shareholders tendening Offer Shares in the

Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirers shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in the Offer. 22.6 The Acquirers reserves the right not to proceed with or withdraw the Delisting Offer in the

event the conditions mentioned in paragraph 14 of this DPA are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirers considers in their sole discretion to be onerous, are imposed in respect of such approvals In the event that receipt of the statutory or regulatory approvals are delayed, changes to the

proposed timetable, if any, will be notified to the Public Shareholders of the Company by way of a corrigendum to this DPA in the same newspapers in which this DPA is made.

NOTES ON TAXATION

The tax considerations given hereunder in the Note are based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legistative, regulatory, administrative or judicial decisions. Any such changes could have different tax implications.

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains tax in India @10%, if the gain is above ₹1,00,000 Capital gains arising from the sale of equity shares in an indian company are generally

taxable in India for both category of shareholders i.e. resident shareholder as well as

non - resident shareholder The present delisting offer will be carried out through domestic stock exchange. Therefore, STT will be collected by the stock exchange and deducted from the amount of consideration

Capital Gain arising on shares held for a period of twelve months or less prior to their tendering in the present delisting offer will be treated as short term capital gain in the hands

of the shareholder. Income Tax (excluding surcharge and education cess) is payable @15% on this short term capital gain (refer 111 A of Income Tax Act, 1961). Capital Gain arising on shares held for more than twelve months prior to their tendering in the present delisting offer will be treated as long term capital gain in the hands of the shareholder. Income Tax (excluding surcharge and education cess) is payable @10% on this long term

capital gain (refer section 112Aand section 55 (2) (ac) of the Income Tax Act, 1961). SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE INCOME TAX ASSESSING AUTHORITIES IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. 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. THE ACQUIRERS NEITHER ACCEPTS NOR HOLDS ANY RESPONSIBILITY FOR ANY TAX

LIABILITY ARISING TO ANY SHAREHOLDER AS AREASON OF THIS DELISTING OFFER. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

24.1 The board of directors of the Company has certified that:

 a) there are no material deviations in utilization of the proceeds of the issues (as compared to the stated objects in such issues) of securities made by the Company during the 5 (five) years immediately preceding the date of the Detailed Public Announcement from the stated object of the issue;

all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Stock Exchanges or the provisions of the Listing Regulations, as applicable from time to time have been disclosed to the Stock Exchanges, as applicable;

The Company is in compliance with applicable provisions of securities law;

COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

the Acquirers or its related entities have not carned out any transaction during the aforest period to facilitate the success of the Delisting Offer which is not in compliance with t provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations; and The Delisting Offer is in the interest of the shareholders of the Company.

25.1 The details of Company Secretary and the Compliance Officer of the Company are Company Secretary & Compliance Officer: Pranab Kumar Das Address: A-95, Sector-65, Noida-201309 (U.P. Email: info@amritcorp.com

TPNODL

TP NORTHERN ODISHA DISTRIBUTION LIMITED

(A Tata Power & Odisha Government Joint Venture) Regd. Off: Corp Office, Janugani, Remuna Golei, Balasore, Odisha-756019. CIN No.: U40106CR2021SGC035951; Website: www.tpnodi.com

NOTICE INVITING TENDER (NIT) April 13, 2022 TP Northern Odisha Distribution Limited invites tender from eligible Bidders for the following:

SI No. Tender Enquiry No. Work Description TPNODL/OT/2022-23/2200000013 RC for Supply of Distribution Box with MCCB & Kit Kat Fuse in

TPNODL/OT/2022-23/2200000012 RC for Supply of Fuse Complete HG 11KV 200Amp 3 Phase MSMEs registered in the State of Odisha shall pay tender fee of Rs. 1,000/- including GST

\* EMD is exempted for MSMEs registered in the State of Odisha. For more details like bid due date, EMD, tender fee, bid opening date etc. of the Tenders, please visit

"Tender" section TPNODL website https://tpnodl.com All tenders will be available on TPNODL website w.e.f. from dtd.14.04.2022. Future communication / corrigendum to tander documents, if any, shall be available on website HoD-Contracts



**GULSHAN POLYOLS LIMITED** Regd. Off.: 9" K.M. Jansath Road. Muzaffamagar - 251 001 (UP) Corporate Off. G-81, Preet Vinar, Delhi - 110032 Tel: 011-49999200, Fax: 011-49999202

CIN L24231UP2000PLC034918 Website: www.guishanindia.com E-mail: cs@guishanindia.com

NOTICE OF LOSS OF SHARE CERTIFICATE

Notice is hereby given that the following equity share certificate of Guishan Polyois Limited have been regorted lost or misplaced and the holder/clement thereof have applied for issue of duplicate share certificate in lieu thereof Folio Na: Name of the Certificate Distinctive No. No. of Equity

No. Shareholder Shares From 10 118501 Any person(s) who has/have any claim(s) in respect of such Share Certificate should lodge such claim(s) in writing with the Registrar and Share Transfer Agent, Alankit Assignments Limited, 205-209, Anarkali Complex, Jhandewalan Extension, New Oathi 110055, Tel: +91-11-42541234/1955 Email ID: ramap@alankir.com, within 10 days of publication of this notice after which no claim shall be entertained and Registrar and Share Transfer Agent shall proceed to

issue 'Letter of Confirmation' as per SEBI Circular No. SEBNHOVMIRSD/MIRSD: RTAMB/P CIR/2022/8 dated January 25, 2022 For and on behalf of Guishan Polyols Limited Place: Delhi Asha Mittal Date: April 14, 2022 Company Secretary



NOTICE

Declaration of Dividend:

Notice is hereby given that the Board of Directors of IDFC AMC Trustee Company Limited (Trustee to IDFC Mutual Fund) has approved the declaration of the following dividend under the Income Distribution cum capital withdrawal option (IDCW option) of the Scheme(s)/Plan(s), subject to availability of \*distributable surplus, with the Record Date as Wednesday, April 20, 2022

Scheme(s) Name	Plan(s)	Option(s)	Quantum of Dividend* (Rs. per Unit)	NAV (in Rs.) Per Unit as on April 13, 2022
IDFC Fixed Term Plan - Series 163	Regular	Periodic IDCW	*Entire distributable surplus at the time of maturity (i.e. on the Record Date) shall be distributed.	10,7258

Face Value per unit is Rs. 10/-

\* TDS and other statutory levies (if any) shall be levied on the amount received by the investor. Considering the volatile nature of markets. Trustee reserves the right to restrict the quantum of dividend upto the per unit distributable surplus available on the Record Date in case of fall in market. # If in any case the Record Date falls on a non-business day, the immediately following business day

shall be deemed to be the Record Date. All investors whose names appear in the register of unit holders of the Scheme(s)/Plan(s)/Option(s) as

on the close of the record date will be eligible to receive the dividend. Pursuant to the payment of dividend, NAV of the Scheme(s)/ Plan(s)/

Option(s) will fall to the extent of payout and statutory levy (if any). Date: April 14, 2022

MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS, READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.

### LOSS OF SHARE Notice is hereby given that the share

certificates no(s) 4217 for 430 shares bearing distinctive no(s) 148370055 to 148370484 standing in the name(s) of M/s. Jupiter Warehousing Private Limited in the books of M/s Bajaj Auto limited, has/have been lost/ misplaced/ destroyed and the advertiser has/have applied to the company for issue of duplicate share certificate(s) in lieu thereof. any person(s) who has/have claim(s) on the said shares should lodge such claim(s) with the company's registrars and transfer agents viz Kfin Technologies Private Limited Selenium Tower B, plot no: 31-32 gachibowli financial district, Nanakramguda, Hyderabad 500 032 within 15 days from the date of this notice failing which the company wil proceed to issue duplicate share certificate(s) in respect of the said shares. name(s) of the shareholder(s)

Jupiter Warehousing Private Limited (Merged into Somaiya Agencies Pvt Ltd. Dated: 15.04.2022 Place: Mumbai

# LOSS OF SHARE Notice is hereby given that the share

certificates no(s) 3723 for 90 shares bearing distinctive no(s) 145012041 to 145012130 standing in the name(s) of M/s. Jupiter Warehousing Private Limited in the books of M/s Bajaj Finserv limited, has/have been lost/misplaced/ destroyed and the advertiser has/have applied to the company for issue of duplicate share certificate(s) in lieu thereof. any person(s) who has/have claim(s) on the said shares should lodge such claim(s) with the company's registrars and transfer agents viz Kfin Technologies Private Limited, selenium tower b, plot no: 31-32 gachibowli, financial district, nanakramguda, hyderabad - 500 032 within 15 days from the date of this notice failing which the company will proceed to issue duplicate share certificate(s) in respect of the said shares.

name(s) of the shareholder(s) Jupiter Warehousing Private Limited (Merged into Somaiya Agencies Pvt Ltd.) Dated: 15.04.2022 Place: Mumbai

In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to Registrar to the Delisting Offer or Manager to the Delisting Offer.

DOCUMENTS FOR INSPECTION Copies of following documents will be available for inspection by the Public Shareholders at

the registered office of the Manager to the Delisting Offer (i.e. Inga Ventures Pvt Ltd. 1229) Hubtown Solaris, N.S. Phadke Marg, Opp. Telli Galli, Andheri (East), Mumbai 400069) on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10.00 am to 5.00 pm up to the Bid Closing Date

Initial Public Announcement dated January 25, 2022: Floor Price Certificate dated January 25, 2022 of from Pawan Poddar & Associates,

Reviewed Practicing Company Secretary.

Chartered Accountants: (FRN:123111W) (Pawari Poddar, Proprietor, membership (iii) Board resolution of the Company dated February 07, 2022 Due diligence report dated February 07, 2022 of CS Baldev Singh Kashtwal, Peer

Audit report dated February 07, 2022 of CS Baldev Singh Kashtwal, Practicing Company Secretary,

Certified true copy of the resolution passed by the shareholders by way of postal ballot. results of which were declared on March 12, 2022 along with scrutinizer's report.

(vii) Copy of Cash Escrow Agreement dated March 12, 2022 between the Acquirers, the Escrow Bank and Manager to the Delisting Offer.

(viii) Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on March 23, 2022 and April 13, 2022.

In-principle approval from Stock Exchange dated April 13, 2022. Copy of the recommendation published by the committee of independent directors of

the Company in relation to the Delisting Offer.

GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers (including its directors), the Manager to the Delisting Offer or the Company (including its directors) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the book building process through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date.

This Detailed Public Announcement is expected to be available on the websites of the Stock Exchange, www.bseindia.com. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form from the websites of the Stock Exchange.



# INGA VENTURES PRIVATE LIMITED 1229, Hublown Solaris, N.S. Phadke Marg.

Maharashtra, India Telephone: + 91 22 68540808 Facsimile: +91 22 2681 6020 Email: amrit.delisting@ingaventures.com.

Opp. Telli Galli, Andheri (E) - 400 069, Mumbai

Investor Grievance Email: investors@ingaventures.com Contact Person: Kavita Shah Website: www.ingaventures.com

SEBI Registration No.: INM000012698

Contact person: N.C. Psl; Email: info@masserv.com Website: www.masserv.com; SEBI Registration Number: INR000000049

Fax; 011-26387284;

MAS SERVICES LIMITED

CIN: U74899DL1973PLC006950

Phase II, New Delhi - 110020

Tel. No.: 011-26387281/82/83;

T-34, 2nd Floor, Okhla Industrial Area

PRESSMA

Lucknow

Sd/- Naresh Kumar Bajaj	Sd/- Ashwini Kumar Bajaj	Sd/- Vikram Kumar Baja
For an on behalf of Amrit Banaspati Company Pvt. Ltd.	For an on behalf of A. K. Bajaj Investment Pvt. Ltd.	
Sd/- Ashwini Kumar Bajaj Director & Authorised Signatory	Sd/- Ashwini Kumar Bajaj Director & Authorised Signatory	

Date : April 14, 2022

Telephone No:

Fax No.:



0120-4506900

0120-4506910

# DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

# AMRIT CORP. LIMITED

Corporate Identity No: L15141UP1940PLC000946

Registered Office: CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad - 201009 (UP): Corporate Office: A-95, Sector-65, Nolda-201309 (U.P.); Tel. No.: 0120-4506900/11; Fax: 0120-4506910;

Company Secretary & Compliance Officer: Pranab Kumar Das; E-mail: info@amritcorp.com; Website: www.amritcorp.com

This detailed public announcement ("Detailed Public Announcement" or DPA) is being issued by inge Ventures Private Limited ("Manager" or "Manager to the Delisting Offer") for and on behalf of the certain members of the promoter and promoter group of Amril Corp. Limited ("Company"), (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (Promoter Group?) viz., Nervan Kumar Bajay, Ashwini Kumar Bajay, Vikram Kumar Bajay, Amrit Banaspati Company Private Limited, A. K. Basiy Investment Private Limited. (collectively "Acquirers"), to the public shareholders (i.e. ahareholders other than the Promoter and the Promoter Group) as defined under Regulation 2(1)(f) of the Delisting Regulations (as defined below) and hereinafter referred to as "Public Shareholders'), expressing their intention to: (a) acquire all the Equity Shares (as defined below) that are held by Public Shareholders, either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the BSE Limited, the stock exchange where the shares of the Company are listed (the "Stock Exchange") by making a delisting offer, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Feagurations, 2021, as amended ("Delisting Regulations") and in accordance with the terms and conditions set out below and / or in the Letter of Offer (as delined below) (hereinafter referred to as the "Deliating Proposal /Delisting Offer\*).

### BACKGROUND OF THE DELISTING OFFER

- 1.1. The Acquirers are the members of the Promoter group of the Company. As on the date of this DPA, the members of the Promoter Group collectively hold 22,85,424 Equity Sherse representing 74.56% of the total paid-up equity share capital of the Company.
- 1.2. The Acquirers are making this DPA to acquire up to 7,72,807 Equity Shares "Offer Shares") representing 25.44% of the paid-up equity share capital of the Company that are held by the Public Shareholders of the Company pursuant to the Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in paragraph 13 read with paragraph 14 of this DPA, the Acquirers will make an application to delist the Equity Shares from the Stock Exchange pursuant to and in accordance with the Delisting Regulations and on the terms set out in this Detailed Public Announcement, the Letter of Offer (as defined below) and any other Delisting Offer documents. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange.
- 1.3. Pursuant to Initial Public Announcement dated January 25, 2022 ("IPA"), the Acquirers expressed their intention to acquire the Offer Shares and consequently voluntarily delist the Equity Shares from the Stock Exchange by making a Delisting Offer in accordance with the Delisting Regulations. The receipt of the IPA was intimated by the Company to the Stock Exchange on January 25, 2022.
- Company has received a letter dated January 25, 2022 from the Acquirers informing about the floor price of \$812.00 per Equity Share ("Floor Price") determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations. 2011, as amended ("SEBI Takeover Regulations"), alongwith the valuation report issued by a registered valuer, M/s. Pawan Poddar & Associates, Chartered Accountants, Mumbal (FRN: 12311W – Pawan Poddar, Proprietor membership No. 113280).
- 1.5. Upon receipt of the IPA, the Company appointed CS Baldev Singh Kashtwal, a Pear Reviewed Practising Company Secretary in terms of Regulation 10(2) of the Delisting Regulations, to carry out due diligence in accordance with Regulation 10 (3) of the Delisting Regulations and the same was notified to Stock Exchange on January 25, 2022.
- On January 25, 2022 the Company intimated the Stock Exchange that a meeting of the Board is scheduled to be held on February 07, 2022 in order to: (i) take on record and review the due diligence report of the Peer Reviewed Practising Company Secretary, in terms of Regulation 10(3) of the Delisting Regulations ("Due Diligence Report"); (ii) to approve/ reject the proposal of voluntary delisting of the equity shares of the Company made by the Acquirers; and (iii) any other matters incidental thereto or required in terms of the Delisting Regulations, including seeking shareholders' approval, as may be required. 1.7. The Board, in their meeting on February 07, 2022, Inter-alla, took the following decisions:
- a) The Due Diligence Report and audit report, as tabled before them were taken on record. Based on the information available with Company and after taking on record the Due
- Diligence Report, the Board in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
  - The Company is in compliance with the applicable provisions of securities laws;
  - it. The Acquirers and its related entities, are in compliance with the applicable provisions of securities law Regulations in terms of the Report including compliance with Regulation 4(5) of the Delisting Regulations; and The Delisting Proposal, in their opinion, is in the interest of the Public Shareholders.
- of the Target Company. c) The Delisting Proposal was approved by the Board in accordance with Regulation 10.
- of the SEBI Delisting Regulations. The Board granted its approval to the Company to seek shareholders' approval by way
- of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the Delisting Regulation and other applicable laws, and thereby approved the draft of the postal ballot notice and the explanatory statement thereto. The Company was authorized to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Delisting Regulations and any other applicable laws:
- Mr. Baidev Singh Kashtwai, Practicing Company Secretary, New Delhi (Membership No. FCS - 3616 & CP No. 3169), was appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent menner.
- The Board took on record the Floor Price Letter.
- The outcome of the meeting of the Board was disclosed by the Company on the same day, i.e., February 07, 2022 to the Stock Exchange.
- 1.8. The dispatch of the notice of postal ballot dated February 07, 2022 for seeking the approval of the shareholders, through postal ballot and e-voting for the Deliating Offer, as required under the Delisting Regulations and the Companies Act, 2013 and the rules made. thereunder, was completed on February 08, 2022.
- 1.9. The shareholders of the Company approved the Delisting Offer by way of a special resolution. in accordance with Regulation 11(4) of the Delisting Regulations on March 11, 2022 i.e., the last date specified for e-voting. The results of the postal ballot were announced on March 12, 2022 and the same were intimated to the Stock Exchange on the same day. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 5,40,095 votes which is more than two times the number of votes cast by the Public Shareholders against it i.e., 793 votes.
- 1.10. Further, the Acquirers have not announced any indicative offer price
- 1.11. BSE has issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to the letter dated April 13, 2022 in accordance with Regulation 12 of the Delisting Regulations.
- 1.12. This DPA is being issued in the following newspapers as required under Regulation 15(1) of the Deliging Regulations

Newspaper	Language	Editions
Financial Express	English Daily	All Editions
la satta	Hind Daily	All Editions
Navshakti	Marathi	Mumbai Edition

- will be notified by way of issuing corrigendum in all the aforesaid newspapers
- 1.14. The Delisting Offer is subject to the acceptance of the Discovered Price (defined below in paragraph 13.3 of this DFA), determined in accordance with the Delisting Regulations, by the Acquirers. In accordance with Regulation 22(1) of Delisting Regulations, the Acquirers shall be bound to accept the equity shares tendered or offered in the delisting offer, if the discovered price determined through the reverse book building process is equal to the Floor Price. However, nothing in Regulation 22(1) and 22(2) shall apply, if discovered price is
- In case the discovered price is not acceptable to the Acquirers counter offer may be made by the Acquirers to the Public Shareholders within two working days of the closure of the bidding period provided that counter offer price is not less than the book value of the Company as certified by the merchant banker, in terms of Regulation 22(5) of the Delisting Regulations ("Counter Offer Price") and the Acquirers shall ensure compliance with the provisions of Delisting Regulations in accordance with the timeline provided in Schedule IV of the Delisting Regulations. Any Discovered Price that is accepted by the Acquirers for the Deliating Offer, a higher price that is offered by the Acquirers for the Deliating Offer at its sole discretion, or a Counter Offer Price pursuant to acceptance by the Public Shareholders, that results in shareholding of the Promoter Group reaching 90% of the paid up equity share capital of the Company excluding the shares which are held by following:
- (a) custodian(s) holding shares against which depository receipts have been issued overseas,
- (b) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
- inactive shareholders such as vanishing companies, struck off companies, shares transferred to investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,
- shall hereinafter be referred to as the "Exit Price". 1.15. As per Regulations 28 of the SEBI Delisting Regulations, the Board is required to constitute.
- a committee of independent cirectors to provide its written reasoned recommendation on the Deliating Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period in the same newspapers where the DPA is published.
- NECESSITY AND OBJECTIVE OF THE DELISTING OFFER.
- 2.1 In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationals' reasons for the Delisting Proposal are as follows:
  - a. The proposed delisting would enable the members of the Promoier Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused on its business;
  - the delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the Promoter Group.

- a. the proposed delisting will result in reduction of the origing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders' servicing and such other expenses required to be incurred as per the applicable
- The shares of the Company are infrequently traded on the stock exchange. The deliating proposal is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations, providing immediate liquidity given the heightened market volatility and uncertainty associated with infrequently traded shares.

### BACKGROUND OF THE ACQUIRERS

#### 3.1 Naresh Kumar Bajaj

- 3.1.1 Mr. Naresh Kumar Bajal, aged 84 years, is presently residing at 56, Model Town, Chazlabad (U.P.) He is the Managing Director and Chairperson of the Company. He is a graduate In commerce from Shriram College of Commerce, Delhi University. He is an experienced entrepreneur with more than aix decades of experience in managing and running of industrial enterprises. He held various responsible positions in Arreit Banaspati Co. Ltd. (latar renamed as "Armit Corp.Ltd.") before becoming its Chairman & Managing Director in the year 1988. He is also the chairman of other companies of Amrit Group, namely, Amrit Banaspell Co. Pvt. Ltd, Amrit Agro Industries Ltd and Amrit Learning Ltd, among others. Shri N.K.Bajaj had been associated with various chamber of commerce and industry, including Indian Vanaspati Producers Association. He is actively involved in running and managing the charitable and educational institutions.
- 3.1.2 The networth of Mr. Naresh Kumar Baial is INR 19,59,31,725 as on December 31, 2021. as certified by Mile V Sahai Tripathi & Co. Chartered Accountants vide certificate dated March 15, 2022.
- 3.1.3 As on date of this DPA, he holds 54,447, Equity Shares of face value of ₹10/- each representing 1.79% of the total issued and paid up equity share capital of the Company.
- 3.1.4 As on date of this DPA, he holds 13.15,623 equity shares of face value of £10 each, of ABCPL representing 13.41% of the total issued and paid up equity share capital of ABCPL. 3.1.5 As on date of this DPA, he holds 4,895 equity shares of face value of ₹100/- each of
- AK Bajaj Investment representing 2.55% of the total issued and paid up equity share capital 3.1.6 He is also director on the boards of Amrit Agro Industries Ltd., Amrit Banaspati Co. Pvt. Ltd.,
- Amrit Learning Limited, Neviyoti Residency Pvt. Ltd., Karnal Apperels Pvt. Ltd., and Amrit Aaranya Organics Pvt. Ltd.

### 3.2 Ashwini Kumar Bajaj

- 3.2.1 Mr. Ashwini Kumar Bisjaj, aged 60 years, is presently residing at 56, Model Town, Ghazlabad (U.P.). He is a graduate in science from Delhi University. He joined Amrit Group in the year 1984 and worked as Chief Executive of flagship company, Amrit Banaspeti Co. Ltd. (now renamed as 'Amrit Corp. Ltd.'), He was the Managing Director of enstwhile Amrit Protein Foods Ltd. which was merged with Amrit corp. Ltd. in the year 1982. He was appointed as Joint Managing Director of Amrit Corp. on 01.08.1992 and later redesignated as its managing director on 19.06.2003. Shri A.K.Bajaj was instrumental in setting up the dairy business of Amrit Corp. and established state-of-art facility for processing of UHT milk and other dairy products. He is actively involved in corporate restructuring and other corporate affairs.
- 3.2.2 The networth of Mr. Ashwini Kumar Bajaj is INR 36,90,17,459 as on December 31, 2021 as certified by Mis V. Sahai Tripathi & Company, Chartered Accountants vide certificate dated March 15, 2022
- 3.2.5 As on date of this DPA, he holds 1,47,086 Equity Shares of face value of ₹10/- each, representing 4.84% of the total issued and paid up equity share capital of the Company.
- 3.24 As on date of this DPA, he holds 13.21,238 equity shares of face value of ₹10/- each of
- ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL. 3.2.5 As on date of this DPA, he holds 11.971 equity shares of face value of ₹100/- each, of AK Bajaj Investment representing 6.24% of the total issued and paid up equity share capital of AK Bajaj Investment.
- 3.2.6 He is also director on the boards of Amrit Banaspeti Co. Pvt. Ltd., NSK Home Products Pvt. Ltd., Amrit Learning Ltd., ALD Land and Property Management Pvt. Ltd., Amrit Digvijay Infra-Tech Pvt. Ltd., AK Bajaj Investment Pvt, Ltd., Navyoti Residency Pvt. Ltd. and Kamal Appareis Pvt. Ltd.

# 3.3 Vikram Kumar Bajaj

- 3.3.1 Mr. Vikram KumarBaigi, aged58 years, is presently residing at 56, Model Town, Ghaziabad (U.P.). He is the Non Executive Director of the Company. Heis a graduate in commerce from Shriram College of Commerce, Dehi University. He worked as managing director of Amrit Agro Industries Ltd. (earlier known as Uncle Chipps Co. Ltd.) w.e.f. 21.11.1986. As Managing Director of Amrit Agro, he was instrumental in establishing potato chipps business and introduced range of potato waters under 'Uncle Chipps' brand name. The potato chips business was subsequently sold to Frito-Lay India, a subsidiary of Pepsico Holdings, in the year 2000. He is now the managing director of Amrit Learning Ltd., a company involved in the business of language coaching and corporate training in collaboration with a Swiss Company, namely, inlingua.
- 3.3.2 The networth of Mr. Vikram Kumer Bajaj is INR 31,71,85,645 as on December 31, 2021 as: certified by M/s V.Swhei Tripathi & Company, Chartered Accountants vide certificate dated March 15, 2022.
- 3.3.3 As on date of this DPA, he holds 1,47,238 Equity Sheres of face value of ₹10\- each, representing 4,85% of the total issued and paid up equity share capital of the Company.
- 3.3.4 As on date of this DPA, he holds 13.21,340 equity shares of face value of ₹10/- each of ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL. 3.3.5 As on date of this DPA, he holds 14,868 equity shares of face value of \$100/- each of AK Bajaj investment representing 7.76% of the total issued and paid up equity share capital of
- 3.3.6 He is also director on the boards of Amrit Agro Industries Ltd., Amrit Banaspati Co. Pyt. Ltd., Amrit Learning Ltd., NSK Home Products Pvt. Ltd., Naviyoti Residency Pvt. Ltd., Kamal Apparals Pvt. Ltd.

# 3.4 Amrit Banaspati Company Pvt. Ltd. (ABCPL)

A.K. Bajaj Investment.

- 3.4.1 ABCPL was originally incorporated on March 28, 1985 under the name and style Amrit Enterprises Limited, as a limited company vide certificate of incorporation issued by the Registrar of Companies, Punjeb, Himachel Pradesh & Haryana at Jalandher, Punjab. Subsequently the name of the ABCPL was changed to Armit Banaspati Company Limited. vide fresh certificate of incorporation dated August 02, 2007 issued by the Registrar of Companies, Punjab, Himschal Pradesh and Chandigarh.
  - The equity shares of ABCPL were listed on the BSE Limited and the Delhi stock exchange since 1996 and was subsequently delisted from both the exchanges on February 28, 2013. In terms of SEBI (Delisting of Equity Shares) Regulations, 2009.
  - Further on November 01, 2017, the ABCPL was converted into a private limited company under section 18 of the Companies Act, 2013 and treah certificate of incorporation was issued by the Registrar of Companies, Kanpur.

The registered office of the ABCPL is located in A-85 Sector-65 Nolda, Gautam Buddha

Ltd. on February 10, 2012. After the sale of edible oils business and the manufacturing facility at Rejours, ABCPL is now engaged in the business of trading of various commodities and

- Neger, UP 201309, India. 3.4.2 ABCPL was engaged in the business of manufacture & distribution of edible oils i.e. vanespett, bakery shorteing, refined and filtered edible oils and marketing of FMCG commodities Le. rice, salt, says nuggets. ABCPL sold its edible oil business together with manufacturing facility at Rajpura, Distt. Patiala (Punjab) on slump sale basis as a going concern to Bunge india Pvt.
- other items has invested surplus funds in various financial instruments. 3.4.3 Naresh Kumer Bejej, Ashwini Kumar Bajej, Vikram Kumer Bejej and Jagdish Chand Rana, are the directors of the ABCPL. The issued and paid up where capital of the ABCPL is
- ₹9.81,41,590 comprising 98,14,159 ordinary shares of face value of ₹10/- each. 3.4.4 Shareholding pattern of ABCPL as on date of Detailed Public Announcement is set out below:

SI. No.	Name of the Shareholder	No. of Shares	Holding (%age)
	Promoter and Promoter Group		
1	Naresh Kumar Bajaj	13,15,623	13.41
2	Ashwini Kumar Bajaj	13,21,236	13.46
3	Vikram Kumar Bajaj	13,21,340	13.46
4	Vandana Bajaj	13,19,668	13.46
5	Jeys Bajsj	13,19,774	13.48
6	Snehe Jatia	51,139	0.50
7	Radnika Jatla	54,909	0.56
8	Varun Bajaj	51,062	0.52
9	Amay Bajaj	49,001	0.60
10	A K Bajaj HUF	42,912	0.44
11	V K Bajaj HUF	32,745	0.30
12	Amrit Corp Limited	16,81,373	17.13
13	Amrit Agro Industries Limited	2,82,738	2.88
14	NSK Home Products PrivateLtd.	41,313	0.42
15	A K Bajaj investment Pvt Ltd	9,29,322	9.47
16	Mahosh Kumar Ratra	- 4	0.00
	Total	98,14,159	100.00

- 3.4.5 ABCPL holds 10,62,578 Equity Shares of the Company as on date of the DPA. The directors of the ABCPL, other than who are also the members of the Promoter Group of the Company, do not hold any Equity Shares of the Company.
- 3.4.6 The key financial information of the ABCPL, based on its audited consolidated financial statements for the financial years ending, March 31, 2019, March 31, 2020 and March 31, 2021, and unaudited but limited review for period ended December 31, 2021 is set out below:

(Amount in Indian Rupees lakh)

Particulars	Decamber 31, 2021 (unaudited limited review)	FY 2020-21 (audited)	FY 2019-20 (sudited)	FY 2018-19 (audited)
Total Income	8,405.96	17,339.06	5,202.01	7,611.56

Particulars	December 31, 2021 (unaudited limited review)	FY 2020-21 (audited)	FY 2019-26 (audited)	FY 2018-18 (sudited)
Profit(Loss) for the year before Share of Profit from associates & Tax	2,392.20	5,996.87	(1,792.86)	170.94
Share of profit from associate	637.48	748.86	(290.64)	317,36
Profit(Loss) for the year after Share of Profit from associates	3,029.68	6,745.74	(2,083.49)	488.30
Profit/(Loss) After Tax	2,744.30	5,707.34	(1,474.27)	573.15
Total Comprehensive Income/ (Loss)	2,395.02	5,723.11	(1,535.94)	544.58
Equity Share Capital	860.21	953,14	955.17	955.17
Other Equity	29,197.07	27,295.82	23,391.84	25,526.70
Non-Controlling interests	1,205.05	665.63	1 - 2	1.5
Non-Current Liabilities	1,544.36	1,645.27	83.17	1428.75
Current Liabilities	2,536.19	3,867.92	3,656.03	6,031.78
Total Equity and Liabilities	35,342.88	34,427.78	28,086.21	33942.40
Non-Current Assets	30,826.51	28,383.64	24,900.77	29.987.06
Current Assets	4,516.37	5,044.14	3,185.44	3,955.34
Non current asset held for sale				- 4
Total Assets	35,342.88	34,427.78	28,086.21	33942.40
	Nine month	Financial	vear ended	March 31

Other relevant information	Nine month period ended	Financial year ended Marc		
	Dec-21	2021	2020	2019
Networth (* in lakh)	30,170,48	28,089.83	24,359.06	26,439.01
Earnings per share				
Basic (In f)	31.90	60.39	(15.43)	6.00
Dikited (In 1)	31.90	60.30	(15.43)	6.00
Dividend %		75%	10%	25 N
Return on net worth	0.10%	20,32%	(6.05%)	2,17%
Book value per share (in f)	360,73	294.71	255.02	276.80

Not worth	Equity Share Capital + Other Equity (Reserves and Surplus) + Revaluation reserve - OCI
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with distrive potential ordinary shares
Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period / year
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth

(Source: Cartificate dated March 15, 2022 issued by Viehwax Tripethi, Parther V Shehi Tripathi & Co Chartered Accountants (Firm Registration Number: 000262N)) 3.4.7 Consolidated Contingent Liabilities of ABCPL outstanding as on December 31, 2021 is \$5,558.44 Lakhs. These contingent liabilities are disputed value added tax demands which

are pending adjudication at different appellate forums/courts. A.K. Bajaj Investment Private Limited (A.K. Bajaj Investment)

- 3.5.1 A.K. Barai Investment Pvt. Ltd. was incorporated on March 26, 1980 as private company under Companies Act 1956. The registered office of the A.K. Itajaj investment is located at 56 Model Town Ghaziabad U.P. 201009 India.
- 352 A.K. Bajaj investment is a non banking finance company ("NBFC"), registered with the Reserve Bank of India vide. Registration No. 1200110. It is angaged in the non-banking 3.5.3 Pursuant to order dated 7.12.2021, passed by Hon'ble NCLT, Allahabed, another group.
- NBFC i.e. V.K. Bajaj Investment Pvt. Ltd. was amalgamated with A.K. Bajaj investment. Consequent to amalgamation, all the assets and liabilities of V.K. Bajaj investment Pvt. Ltd. have been transferred and vested in A.K. Bajaj Investment w.e.f. April 01, 2021. 3.5.4 Ashwini Kumar Bajaj, Vandana Bajaj and Jagdish Chand Rana, are the directors of the
- A.K. Bajaj Investment. The issued and paid up share capital of the A.K. Bajaj investment is ₹1,91,70,100 comprising of 1,91,701 ordinary shares of face value of ₹100/- each.
- 3.5.5 Shareholding Pattern of A.K. Bajaj Investment as on date of the DPA is set out below:

SI. No.	Name of the Shareholders	No. of Shares	Holding (%age)
1	Shri Naresh Kumar Bajaj	4,895	2.55%
2	Shri Ashwini Kumar Bajoj	11,971	6.24%
3	Shri Vikram Kumar Bajaj	14,868	7.70%
4	Smt. Vandana Bajaj	11,972	6.25%
Б.	Smt. Jaya Bajaj	14,868	7.76%
8	AK Bajaj HUF	3,646	1.90%
7	Smt. RadhikaJatis	2.166	1.13%
8	Smt. Snehs.latis	773	0.40%
9	Shri Amay Bajaj	2,833	1.48%
10	Shri Yarun Bajaj	1,005	0.52%
11	Amrit Banaspati Company Private Limited	1,15,484	60.24%
12	M/s NSK Home Products Private Limited	7,220	3.77%
	Total	1,91,701	100.00%

- 3.5.6 A.K. Bajaj investment holds 1,65,693 Equity Shares of the Company as on date of the DPA. The directors of the A.K. Bajaj investment other than who are also the members of the Promoter Group of the Company, do not hold any Equity Shares of the Company.
- 3.5.7 The key financial information of the A.K. Bajaj Investment, based on its audited standalone Briancial statements for the financial year ended March 31, 2021, Match 31, 2020 and March 31, 2019, and certified financials by Chartered Accountant for the period ended December 31, 2021 is set out below:

(Amount in Indian Rupees lieft)

Particulars	December 31, 2021 (certified by auditor)	FY 2020-21 (audited)	FY 2019-20 (audited)	FY 2018-19 (mudited)
Total income	141.23	104.22	84.72	256.43
Profit/(Loss) Before Tax	106.02	93.97	25.68	97.96
Profit/(Loss) After Tax	101,44	88.24	33.11	87.11
Total Comprehensive Income/(Loss)		-8		
Equity Share Cephal	191.70	83,44	83.44	83.44
Other Equity	1,760.16	725.09	636.85	603.74
Minority Interests	- 4	- 1		-
Non- Current Liabilities	441,81	6.09	66.05	76.90
Current Liabilities	2.79	0.90	0.80	0.63
Total Equity and Liabilities	2,396.46	815.42	787.14	764.71
Non- Current Assets	2124.61	617.21	608.64	555.96
Current Assets	271.88	198.21	178.50	208.76
Non current asset held for sale.			- 4	
Total Assets	2,396.46	815.42	787,14	764.71

Total Assets	2,396.46	815.42	787,14	764.71
Other relevant information	Nine month period ended	Financial y	rear ended h	farch 31
	Dec-21	2021	2020	2019
Networth (₹ in lakh)	1951.88	806.53	720.29	687.18
Earnings per share				
Basic (In 1)	52.92	106.76	39.66	104.40
Diluted (In 7)	52.92	105,76	39.68	104.40
Dividend %	+			
Return on net worth	5.20%	10.91%	4.60%	12.68%
Book value per share (In ₹)	1,018.18	969.03	863.27	623.59

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) - Revaluation reserve - OCI
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Diluted Earning Per Share	Not Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Book Value per share	Not worth / Number of Equity Shares outstanding at the end of the period/ year

Return on Net Worth (%) Net Profit / (Loss) after Tax / Net worth (Source: Certificate dated March 15, 2022 issued by Vlahwaa Tripathi, Parther V Shahi Tripathi & Co Chartered Accountants (Firm Registration Number: 000262N))

- 3.5.6 Contingent Liabilities of A.K. Bejaj Investment, outstanding as on December 31, 2021 is nit. 3.6 Neither the Acquirers nor any member of the Promoter Group of the Company has sold any Equity Shares of the Company during the 6 (six) months preceding the date of the meeting of the Board Le., February 07, 2022, wherein the Delisting Offer was approved. Further, the Acquirers and other members of the Promoter Group have undertaken not to sell the Equity Shares of the Company during the delisting period (as defined in Regulation 2(1)(K) of the Delisting Regulations in accordance with Regulation 30(5) of the Delisting Regulations.
- Neither the Acquirers nor any member of the Promoter Group of the Company has been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 118 of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992. 3.8 The Acquirers hereby invite all the Public Shareholders of the Company to bid in accordance
- with the book building process of BSE and on the terms and subject to the conditions set out herein, and / or in the Letter of Offer, at of their Offer Shares
- 3.9 The Acquirers have, as detailed in paragraph 20 of this DPA, made available all the requisite funds necessary to fulfil the obligations of the Acquirers under the Delisting Offer.
- BACKGROUND OF THE COMPANY
- 4.1 Amrit Corp. Limited ("ACL" or "the Company") was incorporated as a public limited company on 29th March, 1940 in the name of Amrit Banaspati Company Limited (ABCL), under the provisions of Indian Companies' Act VII of 1913. The Equity Shares of the Company were listed on Bombay Stock Exchange Ltd. (BSE Ltd.) in the year 1941. The name of the Company was changed from Amrit Banaspeti Company Limited to Amrit Corp. Limited in the year 2007 pursuant to a Scheme of Arrangement wherein demerger of the edible oils and paper businesses into two separate entities was approved by jurisdictional High Courts of Allahabad, Delhi and Chandigarh, which came into force on 23rd June, 2007. The Registered Office of the Company is now situated at CM/28 (First Floor), Gagan Enclave, Amrit Nagar, G.T.Road, Ghaziabad - 201009 (U.P.) and Corporate Office is situated at A-95, Sector-85, NOIDA - 201309 (U.P.). The Corporate Identification Number of the Company is L15141UP1940PLC000946, Tel.: 0120-4505900/11: Fax: 0120-4506910; E-mail: info@amritoorp.com and website: www.amritcorp.com

Pursuant to the Scheme of Arrangement, the paid-up capital of the Company was restructured and reduced to ₹32,13,231 of ₹10/- each aggregating to paid-up value of ₹321.32 lakhs. The Company was relisted with BSE Ltd. with restructured poid-up capital of ₹321.32 lakhs on 21.09.2007 (Code:507525) and ISIN ofthe equity shares is INE865E01026

In the year 2020-21, the Company offered buy-back of 1,75,000 equity shares of ¢10/- each at a price of ₹825,00\- per Equity Share through the tender offer route using stock exchange. mechanism in terms of SEBI (Buy-back of Securities) Regulations, 2016. Upon completion of the buy back in August, 2020, the equity shares bought back were extinguished and the paid-up capital of the Company was reduced to 30,38,231 Equity Shares of ₹10/- each aggregating to paid-up value of ₹303.82 lakhs.

- The Company after demerger in 2007 had two segments of business viz. Dairy Milk/ Milk Products and Real Estate. The Company established facility for processing of UHT milk and other dairy products viz. Soft Serve Mix, Ice Cream Mix, Instant Dessert Mix, Milk Shake Mix, Whip Mix etc. for supply to quick service restaurants (QSRs) and cales. A few products (UHT Milk, Flavoured Milk, Fresh Cream, etc.) are supplied in the open market. As regards real estate business, the Company developed a 15-acre township named as 'Gagan Enclave' at Ghaziabad which is completely inhabited and sold-off by the Company. Besides the Dairy business, the Company has deployed surplus funds by way of investment in various financial instruments.
- 4.3 As on the date of this DPA the members of the Board are:

Name, Address and DIN	Designation as on data of Public Announcement	Date of Initial Appointment	No of Equity Shares Held se on April DE, 2022
Naresh Kumar Bajaj 56, Model Town, Ghaziabed-201001 (UP) DIN: 00026221	Chairman & Managing Director	29/09/1983	54,447
Ashwini Kumar Bejaj 56, Model Town, Ghaziabad-201001 (UP) DIN: 00026247	Managing Director	30/07/1992	1,47,066
Vikram Kumar Bajaj 58, Model Town, Ghazabad-201001 (UP) DIN: 00026238	Non Executive Director	03/03/2006	1,47,238
Girsh Namin Mehrs House No. 217, Sector 15A, Noide-201301 DIN: 00059311	Non Executive Director	21/05/2003	NI
Kuttalam Rajagopalan Ramamoorihy 519, 8* Cross Road, J.P. Nagar III Phase, Bangalore-560078 DIN: 00055467	Independent Director	12/08/2014	129
Mohit Satyanand House No. S-349, Panchsheel Park, New Dethi-110 017 DIN: 00826799	Independent Director	12/08/2014	500
Sundeep Agarwai 23, Loni Road, Mohan Nagar, Ghazinbad-201007 (UP) DIN: 00056690	Independent Director	27/05/2014	500
Sujel Anti Sheh 701, Mayfeir Kumkum, Next to Benk of India, S.V., Andherl West, Mumbel-400 058 DIN: 00055019	Independent Director	24/02/2015	NI
Ketaki Sood 77, Jor Bagh, New Delhi-110003 DIN: 00904653	Independent Director	24/02/2016	NI

A brief summary of the financial performance of the Company, as derived from the audited standalone financial statements of the Company: (a) for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 and for the nine months period ended December 31, 2021 (unaudited limited review), prepared in accordance with the Indian Accounting Standards ("Ind AS"), are set out as below:

	Nine month period ended	Fina	noial year en March 31	ded
Profit and Loss Statement	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (sudited)	2019 (audited)
Income from Operations	4,166.86	3,658.41	7,424.68	6,811.09
Other Income	2,307.02	3,383.27	(262.47)	1,052.72
Total Income	6,473.88	7,041.68	7,162.21	7,863.81
Total Expenditure (Excluding Depreciation & Interest)	4,526.54	4,645.36	7,809.56	6,574.88
Profit before Depreciation, Interest and Tax	1,947.34	2,496.32	(447.35)	1,288.96
Depreciation	190.92	246.85	224.23	168.88
Interest	29.65	18.80	29.14	77.14
Profit before Tax	1,726.77	2,230.67	(700.72)	1,042.94
Provision for Tax	272.69	18,098	(441.43)	(95.79
Profit After Tax	1,454.08	1,639.86	(259.29)	1,138,73

(Amount in Indian Rupees likh)						
	Nine month period anded	Fina	notal year on March 31	ded		
Balance Sheet	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)		
Sources of Funds						
Paid up Share Capital	303.82	303.82	321.32	321.32		
Reserves and Surplus (excluding revaluation reserves)	20,270.06	19,038.97	19,463,47	20,218.66		
Net Worth	20,547.98	19,321.76	19,785.43	20,507.68		
Non-Current Liabilities - Borrowings	80.16	74.90	88.93	85.82		
Other non-current Financial Liabilities	537.62	-	35.35			
Other non-current. Liabilities	160.30	536.95	105.49	92.06		
Current Liabilities - Borrowings	2,761.32	99.79	40.00	8.80		
Trade payables	185.58	111.99	129.59	137.51		
Other current Financial Liabilities	240.70	224.27	221.98	186.20		
Other current Liabilities	109.34	75.39	161.14	155.17		
Total	24,649.50	20,466.08	20,557.27	21,204.54		
Uses of Funds			-			
Not Fixed Assets	2,144.48	2,095.66	1,995.60	1,678.56		
Capital Work in Progress	0.90	25.22	674,60	78.64		
Investments	19,430.28	15,276,85	14,730,60	17,106.08		
Other non-current Financial assets	70.69	69.17	268.74	61.48		

San Law Law	Nine month period ended	Financial	year ended	March 31
Balanca Sheet	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
Other non-current assets	620.43	726.32	1,056.96	581.30
inventories	816.39	571.12	784.50	509.78
Trade receivables	362.72	266.52	233.86	229.22
Cash and cash equivalents	109.57	303.44	77,82	185,67
Other current Financial assets	1,087.16	1,143.41	717.39	806.66
Other current assets	71.27	52.65	81,69	35.51
Total	24,713.79	20,530.37	20,621.56	21,268.83

	Nine month period ended	Financial	year ended	March 31	
Other relevant information	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (sudited)	
Networth (* In lakh)	20,547.98	19,321.76	19,755.43	20,507.68	
Earnings per share					
Basic (In t)	47.86	52.91	(8.07)	35,44	
Diluted (In 1)	47.86	52.91	(8.07)	35.44	
Dividend %	-	75%	50%	70%	
Return on net worth	7.08%	8.49%	(1.31%)	5.55%	
Book value per share (in t)	676.31	635.95	614.82	638.23	

The key financial ratios, mentioned herein above, have been computed as under:

Equity Share Capital + Other Equity (Reserves and Surplus) -Revaluation reserve - OCI
Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding
Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares
Net worth / Number of Equity Shares outstanding at the end of the period/year
Net Profit / (Lose) after Tax / Net worth

(Source: Certificate dated March 15, 2022 issued by Rishi Mittal, Partner Mukesh Aggerwell & Co. Chartered Accountants (Firm Registration Number: 011393N))

PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY As of the date of the DPA, the authorized share capital of the Company is INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of INR 10 (Indian Rupees ten only) each and 50,00,000 Redeemable Cumulative Preference shares of ₹10/- each. The paid-up share capital of the Company is INR 3,03,82,310 (Indian Rupees three crore three lakh eighty two thousand three hundred and ten only) comprising of 30,38,231 (thirty lakhs thirty eight thousand two hundred and thirty one only) Equity Shares having face value of INR 10 (Indian Rupees ten only) each. As on the date of this DPA, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures / preference shares or employee stock options etc., which are convertible into Equity Shares at any later data. Also, Equity Shares held by the Promoters and Promoter Group are not subject to any statutory lock in. The Company also does not have any partly paid up shares outstanding. Neither the Promoters nor any other persons who qualify as members of the Promoter Group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the book building process as part of the Delisting Offer. 5.2 The capital structure of the Company as on the date of the DPA is as follows:

Paid-up Equity Shares of Company	No. of Equity Shares / Voting Rights	% of Share Capital / Voting Rights
Fully paid up Equity Shares	30,38,231	100%
Partly paid Up Equity Shares	NIL	NA.
Total paid up Equity Shares	30,38,231	100%
Total voting rights in Company	29,59,067*	100%

"Out of total paid up Equity Shares, 79,164 Equity Shares are held by Investor Protection and Education Fund, which has no voting rights.

5.3 The shareholding pattern of the Company, as on April 06, 2022 is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
Promoter Group	22,65,424	74.56
Clearing Members	128	0.00
Financial Institutions / Banks	151	0.00
Foreign Institutional Investor	NE	0
Foreign Portfolio Investors (Corporate)	NE	0
Alternate Investment Funds	-Ne	0
Investor Education and Protection Fund	79,164	2.61
Insurance Companies	Ni.	0
Mutual Funds	125	0.00
NBFCs Registered Willn RBI	NE	0
Non-Resident Indians	1,390	0.05
Other Bodies Corporate	5,007	0.16
Public	8,85,842	22.62
Total	30,38,231	100

5.4 The aggregate shareholding of the Acquirers with person acting in concert and other members of the Promoter Group of the Company and of the directors of the Acquirers and persons who are in control of the Company, as on April 08, 2022 is as under:

Shareholders	Category	No. of Equity Shares	% Shareholding
Namosh Kumar Bajaj	Acquirer	54,447	1.79
Varun Bajaj	Promoter Group	2,295	0.00
Sneha Jatia	Promoter Group	12,546	0,41
Sunta Mor	Promoter Group	1,189	0.04
Redhika Jatia	Promoter Group	13,659	0.45
Vikram Kumar Bajaj	Acquirer	1,47,238	4.86
Jaya Bajaj	Promoter Group	1,21,119	3.90
Ashwini Kumar Bajaj	Acquirer	1,47,086	4.84
Anuradha Gupta	Promoter Group	1,545	0.06
Vandena Bajaj	Promotive Group	1,21,271	3.99
Arnav Bajaj	Promoter Group	3,814	0.13
Amrit Agro Industries Ltd.	Promoter Group	2,52,127	8.30
AK Bejej Investment Pvt. Ltd.	Acquirer	1,65,693	5.45
Armit Banaspati Company Pvt. Ltd.	Acquirer	10,62,578	34.97
Naviyot Residency Pvt. Ltd.	Promoter Group	1,58,817	5.23
Total		22,65,424	74.56

STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE

- 6.1 The Equity Shares of the Company are currently listed and traded on BSE Limited. 6.2 As on the date on which the Stock Exchange was notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022 ("Reference Date"), the Equity Shares of the Company are infrequently traded in terms of Regulation 2(1)(j) of the
- SEBI Takeover Regulations. 6.3 The Acquirers are seeking to delist the Eguity Shares of the Company from the BSE and BSE pursuant to letter dated April 13, 2022 has granted "In-principle" approval to the Delisting Offer
- No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting. 6.5 Any application for listing made in future by the Company after the aforementioned period In respect of delisted Equity Shares shall be deemed to be an application for fresh listing
- equity shares of unlisted companies. 6.6 The Acquirers propose to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e., separate acquisition window in form of web. based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)"), conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars (defined below).

of such Equity Shares and shall be subject to the then prevailing taws relating to listing of

LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF THE

7.1 The most likely post-delisting shareholding assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to a successful completion of the

Particulars	No. of Equity Shares	% of Fully Paid up Share Capital of the Company
Premoter and Promoter Group	30,38,231	100.00
Public	0	0.00
Total	30,38,231	100.00

MANAGER TO THE DELISTING OFFER

The Acquirers have appointed lings Ventures Private Limited as "Manager to the Delisting

Inga Ventures Private Limited

Opp. Tell Gall, Andheri (E), Mumbal,

Mehamahtra, 400069 Tel. No.: +91 22 68540808 Fax No.: +91 022 26816020 Email: amrit.delisting@ingaventures.com Contact Person: Kayta Shah SEBI Registration No.: INM000012098 Validity Period: Permanent CIN: U67100MH2018PTC318359

1229, Hubtown Solaris, N.S.Phadke Marg.

### REGISTRAR TO THE DELISTING OFFER

9.1 The Acquirers have appointed MAS Services Limited as "Registrar to the Delisting Offer"

MAS Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area Phase II.

New Delhi - 110020

Tel. No.: 011-26387281/82/63; Fax: 011-26387284; Contact person: N.C. Per; Email: investor@masserv.com

Website: www.masserv.com;

BEBI Registration Number: INR000000049;

CIN: U74899OL1973PLC006850.

DETAILS OF THE BUYER BROKER

2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013 as the stock broker of the Acquirers ("Buyer Broker"). Tel. No. +022-40273600; Email: kvashisti@ttlorg.com, Contact Person: Kuldeep Vashist STOCK EXCHANGE DATA REGARDING THE COMPANY

10.1 The Acquirers have appointed ITI Securities Broking Ltd. having its office at Unit No.

- 11.1 As mentioned in paragraph 6.2, as on the Reference Date, the Equity Shares of the Company are infrequently traded on BSE in terms of Regulation 2(1)(j) of the Takeover
- 11.2 The high, low and average market prices in the preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the data of the DPA and the corresponding volumes, on BSE are as follows:

Period	High/* (INR)	Date of High®	Number of Equity Shares traded on that date	Low's (INR)	Date of Low <sup>(4)</sup>	Humber of Equity Shares traded on that state	Average Price** (INP)	Number of Equity Shares traded in the period
			Precedir	ng 3 (th	ree) Years			
Financial Year 2018-19	1900	May 04, 2018	236	510.05	February 20, 2019	26	1097,39	44,512
Financial Year 2019-20	810	February 12, 2020	303	481	December 16, 2019	299	811.91	1,25,324
Financial Year 2020-21	825	August 24 2020	37	581	May 11, 2020	333	713.67	16,943
			Procedi	ng 6 (si	x) Months			
October 2021	1095	October 19, 2021	604	741	October 01. 2021	π	872.40	4,208
November 2021	1132,80	November 09, 2021	3325	730	November 22, 2021	146	873.22	7,334
December 2021	897	December 06, 2021	359	758.05	December 17, 2021	51	821.64	2,628
January 2022	963	January 28, 2022	56	775.80	January 10, 2022	74	844.02	5,298
February 2022	929	February 04, 2022	4	801	February 24, 2022	113	869.98	4,098
March 2022	825	March 14, 2022	38	822.2	Mensh 14, 2022	38	886.58	1,809

Source: www.basindle.com

10 High and low price for the period are based on intre-day prices and everage price is based on average of closing price. R In case where the same price fails on two or more days, the day with the highest traded

shares is considered.

# 12 DETERMINATION OF THE FLOOR PRICE

- 12.1 The Acquirers propose to acquire the Equity Shares of the Company from the Public Shareholders pursuant to the book building process established in terms of Schedule II of the Delisting Regulations. 12.2 The Equity Shares of the Company are currently listed and traded on the Stock Exchange.
- The scrip code and the security ID of the Company on BSE are "507525" and "AMRITCORP", respectively. 12.3 The trading turnover during the twelve calendar months preceding the calendar month of
- the Reference Date based on the trading volume of the Equity Shares on Stock Exchange during the period from January 01, 2021 to December 31, 2021 (12 (twelve) calendar months preceding the month of the Reference Date) is as under:

Stock Exchange	Total Traded Volumes	Total (weighted average) number of Equity Shares outstanding during the period	Annualized trading turnover (as a percentage of the total number of shares outstanding) (%)
850	34,543	3038231	1.14%

- 12.4 As on the Reference Date, as mentioned in paragraph 6.2 above, the Equity Shares of the Company are not frequently traded on BSE in terms of Regulation 2(1)(i) of the SEBI Takeover Regulations 12.5 As required under Regulation 15(2) of the Delisting Regulations, the floor price of the
- Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI Takeover Regulations, as may be applicable. As per the Explanation to Regulation 15(2) of the Delisting Regulations, the Reference Date for computing the floor price would be the date on which the recognized slock exchanges were notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022.
- 12.6 in terms of Regulation 8 of the SEBI Taksover Regulations, the floor price shall be the higher of the following:

(e)	The highest negotiated price per Share of the Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
(b)	The volume weighted average price paid or payable for acquisitions, whether by the Acquirers or by any person acting in concert with him, during the lifty-two weeks immediately preceding the Reference Date.	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person acting in concert with him, during the twenty six weeks immediately preceding the Reference Date.	Not Applicable
(d)	The volume-weighted average market price of such Shares for a period of sixty trading days immediately preceding the Relevant Date, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded.	Not Applicable
(e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager to the Delisting Offer laking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	INR 812.00°
(1)	The per share value computed under Regulation 8(5) of the SEBI Takeover Regulations, if applicable	Not Applicable

Charlened Accountants, (FRN:123111W) (Pawen Poddar, Proprietor, membership no. 1132B0) (FRN: 001075N).

12.8 The Floor Price was notified to the Stock Exchange as part of the Initial Public Announcement dated January 25, 2022.

# 13 DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE

- 13.1 The Acquirers propose to acquire the Offer Shares pursuant to the book-building process through an acquisition window facility. Le., separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the stock exchange mechanism, conducted in accordance with the terms of the Delisting Regulations.
- 13.2 All Public Shareholders can tender their Offer Shares during the Bid Period as ast out in paragraphs 16.1 and 21 of the Detailed Public Announcement.
- 13.3 The minimum price per Offer Share payable by the Acquirers for the Offer Shares pursuant to the Deleting Offer, shall be determined in accordance with the Deleting Regulations. and will be the price at which the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaches 90% (ninely percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Deliating Regulations, pursuant to the reverse book building process in the manner specified in Schedule II of Delisting Regulations, which shall not be lower than the Floor Price ("Discovered Price").
- 13,4 The Acquirers indicated their willingness to accept equity shares of the Company tendered In the Delisting Offer at a Floor price of INR 812.00 (Indian Rupee Eight Hundred and Twelve only). The Floor Price should in no way be construed as:
  - a) A ceiling or maximum price for the purposes of the book building process and the public. shareholders are free to tender the equity shares of the Company held by them at any price higher than the Floor Price in accordance with the Delisting Regulations; or

- An obligation/ restriction on the Acquirers to accept the equity shares of the Company tendered in the Delisting Offer at a price higher than the Floor Price
- 13.5 The Acquirers are under no obligation to accept the Discovered Price, if it is higher than the Floor Price. The Acquirers may, at their discretion:
  - a) Accept the Discovered Price:
  - b) Offer a price higher than the Discovered Price; or
  - c) Offer a Counter Offer Price.
- 13.6 The "Exit Price" shall be:
- The Discovered Price, if eccepted by the Acquirers;
- A price higher than the Discovered Price, if offered by the Acquirers at their discretion;
- c) The Counter Offer Price offered by the Acquirers at their discretion which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations.
- 13.7 The Acquirers shall ennounce the Discovered Price and their decision to accept or reject the Discovered Price, the Counter Offer Price, and / or the Exit Price, as applicable, in the same newspapers in which the DPA is published, in accordance with the timetable set out in paragraph 21 of the DPA.
- 13.8 Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions set out in the DPA and the Letter of Offer of the Delating Offer, all the Offer Shares validity tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered and ensure that: (i) in case Exit Price being more than Face Value but equal to or less than the Floor Price, the payment shall be made through the secondary market settlement mechanism; or (ii) in case the Exit Price is higher than the Floor Price, the payment shall be made within 5 working days from the date of the public announcement as specified in paragraph 13.7 of this DPA. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- 13.9 If the Acquirers does not accept the Discovered Price, then the Acquirers may, at its sole discretion, make a counter offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirers shall ensure compliance with the provisions of the Delisting Regulations in accordance with the timelines specified in Schedule IV of the Delisting Regulations.
- 13.10 If the Acquirers do not accept the Discovered Price of the Delisting Regulations and does not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the Delisting Regulation or the Delisting Offer falls in terms of Regulation 23 of the Delisting Regulation:
  - a) the Acquirers will have no right or obligation to ecquire the Offer Shares tendered in the
  - b) the Acquirers, through the Manager to the Delisting Offer, will within 2 working days of closure of the Bid Period (as defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where this DPA has been published;
  - No final application for defisting shall be made before the Stock Eachange;
  - d) The lien on the Equity Shares tendered offered in terms of the Schedule II or Schedule IV of the Delisting Regulations as the case may be shall be released to such Public Shareholder(s) (i) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of the Equity Shares as provided under Regulation 21 (a) of the Delisting Regulations are not tendered offered; (ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers, (iii) in accordance with Schedule IV of the Delisting Regulations If a courser offer has been made by the Acquirer.
  - e) The Acquirers will bear all the expenses relating to the Delisting Offer.
  - f) 99% of the amount lying in the Escrow Account shall be released to the Acquirers within 1 (one) working day from the date of the public announcement of failure of the Deliating Offer, and the balance 1% shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Deliating Offer.
  - g) The Acquirers shall not make another delisting offer until the expiry of six months (I) from the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the Delisting Regulations are not tendered/offered; (II) from the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through reverse book building process is rejected by the Acquirers; (II) from the date of making public announcement for the failure of counter offer as provided under Schedule IV of the Delisting Regulations;
  - h) The Escrow Account (as defined below) opened in accordance with Regulation 14 of the Deleting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of the Deleting Regulations.
- 14 MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING OFFER
- The acquisition of Equity Shares by the Acquirers pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:
- 14.1 The Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price, or offering a Counter Offer Price which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations. It may be noted that notwithstanding anything contained in the Detailed Public Announcement, the Acquirers reserve the right to accept or reject the Discovered Price If it is higher than the Floor Price;
- 14.2 A minimum number of 4,68,984 Offer Shares being tendered at or below the Exit Price, prior to the closure of Bid Period (as defined below) i.e., on the Bid Closing Date (as defined below) so as to cause the cumulative number of Equity Shares held by the Acquirers together with other members of the Premoter Group of the Company (as on date of this DPA taken together with the Equity Shares acquired through the Acquisition Window Facility or CTB to be equal to or in excess of 27,34,408 Equity Shares constituting 90% (ninety percent) of the paid-up equity shares capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations ("Minimum Acceptance Condition")
- 14.3 The Acquirers will obtain requisite statutory approvals, if any, required for the delisting as stated in paragraph 22 of the DPA; and meet the conditions set out in Regulation 21 of the Delisting Regulations.
- 14.4 There being no amendments to the Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory / statutory authority / body or order from a court or competent authority which would in the sole opinion of the Acquirers, prejudice the Acquirers from proceeding with the Delisting Offer. Provided that withdrawal of the Delisting Offer on this count shall be subject to the receipt of regulatory approvals, if any, as may be required for the same.

# 15 ACQUISITION WINDOW FACILITY

- 15.1 Pursuant to the Deliming Regulations, the Acquirers are required to facilitate tendering of the Equity Shares by the Public Shareholders of the Company and the settlement of the same, through the stock exchange mechanism provided by SEBI, SEBI, vide its circular dated April 13, 2015 on 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting' and its circular dated December 9, 2016 on 'Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities' (the 'SEBI Circulars') sets out the procedure for tendering and settlement of Equity Shares through the Stock Exchange (the 'Stock Exchange Mechanism').
- 10.2 Further, the SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchange have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange.
- 15.3 The Acquirers have chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange ("Designated Stock Exchange").
- 15.4 The Acquirers has appointed the following as the its broker for the Delisting Offer trough whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made ("Buyer Broker"):

# ITI Securities Broking Ltd

Address Unit No. 2002, A Wing, Naman Midlown, Elphistone Road, Mumbai-400013 Tel. No. +022-40273600

Contact Person: Kuldeep Vashisli Email: kvashist@itorg.com.

15.5 The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period (as defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period (as defined below).

# 16 DATES OF OPENING AND CLOSING OF BID PERIOD

- 16.1 All the Public Shareholders holding Equity Shares are eligible to participate in the book building process by tandering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price. The period during which the Public Shareholders may lender their Equity Shares pursuant to the book building process (the "Bid Period") shall commence on Monday, April 25, 2022 (the "Bid Opening Date") and close on April 29, 2022 (the "Bid Closing Date") during the normal tracing hours on or before the Bid Closing Date. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where this Public Announcement is published.
- 16.2 The Public Shareholders should note that the Bids (as defined below) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer, Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 16.3 The Public Shareholders should submit their Bids through slock brokers registered with BSE ("Seller Member"). Thus, Public Shareholders should not send Bids to Company / Acquirers/ Manager to the Delisting Offer / Registrar to the Delisting Offer.
- 16.4 Blids received efter close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirem pursuant to the book building process. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period. Downward revision of the Bids shall not be permitted.
- 16.5 A letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of "Bids" (the "Letter of Offer") will be dispatched as indicated in paragraph 21 of this DPA.
- 17 PROCEDURE FOR TENDERING AND SETTLEMENT
- 17.1 During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Setler Member during normal trading hours of the secondary market. The Setler Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.
- 17.2 The Letter of Offer (slong with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirers will be dispatched to the Public Shareholders by the Acquirers whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on

- the records of the respective depositories at the close of business hours on the Specified Date (as indicated in paragraph 21 of this DPA). For further details on the schedule of activities, please refer to paragraph 21 of this DPA.
- 17.3 In the event of an accidental emission to dispetch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address given in paragraph 9 of this OPA, clearly marking the envelope "Amrit Corp. Limited - Delinting Offer". Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the websites of the Stock Exchange i.e., www.bseindis.com, or, from the website of the Registrar to the Offer, at www.masserv.com.
- 17.4 The Delisting Offer is open to all Public Shareholders of the Company holding Equity Shares of the Company in dematerialized form or physical form.
- 17.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public Shareholders through their respective stock brokers who are registered with BSE during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares in dematerialized form.
- 17.6 The Company will not accept any Equity Shares offered for delisting offer which are under any restraint order of a court for transfer/sale of such shares.
- 17.7 Procedure to be followed by Public Shareholders holding Offer Shares in demeteralized form a) Public Shareholders who desire to tender their Offer Shares in the electronic form under the Deleting Offer would have to do so through their respective Seller Member by indicating the details of the Offer Shares they intend to tender under the Delisting Offer. The Public Shareholders should not send Bids to the Company/Acquirers, Manager to the Delisting Offer / the Registrar to the Delisting Offer.
  - b) The Seller Member would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange.
  - c) The Seller Member would be required to lender the number of Equity Sheres by using the settlement number and the procedure prescribed by the Clearing Corporation and a lien shall be marked against the Equity Shares of the Public Sharwholder and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular/ notice that will be issued by BSE/Clearing Corporation before the Bid Opening Date.
- d) In case, the Public Shareholders' demail Account is held with one depository and clearing member pool and Clearing Corporation accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demail account at source depository during the Bid Period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Public Shareholders at source depository to clearing member? Clearing Corporation account at target depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfer from free balance to blocked balance) and sends IDT message to target depository for confirming creation of len. Details of Equity Shares blocked in the Public Shareholders demait account shall be provided by the target depository to the Clearing Corporation.
- e) For custodian participant orders for Equity Shares in dematerialized form, early pay-in is mandatory prior to confirmation of the retevant order by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any modification to an order shall be deemed to revoke the custodian confirmation relating to such order and the revited order shall be sent to the custodian again for confirmation.
- f) Upon placing the Bid, a Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Bid ID No. DP ID. Client ID, No. of Equity Shares tendered and price at which the Bid was placed.
- g) The Clearing Corporation will hold in trust the Offer Shares until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- h) The Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not be limited to):
  - Duly attested power of attorney, if any person other than the Public Shareholder has signed the Bid Form;
  - (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired, and
     (iii) In case of companies, the necessary certified corporate authorizations (including
  - toard and/or general meeting resolutions).

    (iv) IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED. After the iten is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding system, the Public Shareholders holding Equity Shares in dematerialised form
  - (v) 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. Further, Public Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Offer Shares tendered by them.

have successfully tendered the Equity Shares in the Delisting Offer.

- in case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding Equity Shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, client ID number, DP name / ID, beneficiary account number and number of Equity Shares tendered for the Delisting Offer. Public Shareholders will be required to approach their respective Seller Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
- 17.8 Procedure to be followed by Public Shareholders holding Offer Shares in physical
  - a) All the Public Shareholders holding the Equity Shares in physical form shall note that in accordance with the SEBI circular no. SEBI/HO/CFD/OMD1/CIR/P/2020/144 dated July 31, 2020, all the Public Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in the Detailed Public Announcement / Letter of Offer.
  - b) The Public Shareholders who hold Offer Shares in physical form and intend to perticipate in the Delisting Offer will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out including as below:
    - i original share certificate(s);
    - i. valid share transfer form(s) (i.e. SH-4) duly filled and signed by the transferors (i.e. by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/ bank manager under their official seal as per form ISR-2 which is available at the website of company amritcorp.com and RTA www.masserv.com.
    - self-attented permanent account number ("PAN") card copy (in case of joint holders, PAN card copy of all transferors);
    - iv. Bid Form duty signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares;
  - v. As per SEBI circular dated 03/11/2021 reference no. SEBI/HQ/MIRSD/RTAMB/P/CIR/2021/655 "Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC data and Normination," It shall be mendatory for all holders of physical securities in listed company to furnish the following documents / data to the RTA; a) PAN and other KYC data by submitting form ISR 1; b) Normination (for all eligible folios) through Form SH 13 as provided in the Rules 19(1) of Companies (Shares capital and debentures) Rules, 2014 or Declaration to Opt-out, as per Form ISR-3, svaliable on website-of company at www.amritocrp.com and RTA at www.masserv.com.
  - vi. any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable, in addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents; valid sacher card, voter identity card or passport.
  - Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable, and
  - viii FATCA and CRS forms for individual/Non individual shareholders.
  - d) Based on the documents mentioned in paragraph (b) above, the concerned Seller Member shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange. Upon placing the Bid, the Seller Member will provide a TRS generated by the Exchange Bidding System to the Public Shareholder. The TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of the Equity Shares tendered, price at which the bid was placed, etc. Upon placing the Bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as folio no., certificate no., distinctive no., no. of Offer Shares tendered and the price at which the Bid was placed.
  - ii) The Seller Member/ Public Shareholder should ensure the documents (as mentioned in this paragraph 17.8 (b) of this DPA) above are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 9 of this DPA) within 2 (two) days of bidding by the Seller Member. The envelope should be marked as "Amrit Corp. Limited - Delisting Offer".
  - e) Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirers shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the Stock Exchanges shall display such Bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids it will be treated as 'confirmed bids'. Bids of Public Shareholders whose original share certificate(s) and other documents (as mentioned in this paragraph 17.5 (b) of this DPA) along with TRS are not received by the Registrar to the Offer 2 (two) days after the Bid Closing date shall liable to be rejected.
  - f) In case of non-receipt of the Letter of Offer/ Bid Form, Public Shareholders holding Offer Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio no., share certificate no., no. of Offer Shares tendered for the Delisting Offer and the distinctive nos. thereof, enclosing the original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA). Public Shareholders will be required to approach their respective Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
  - g) The Registrar to the Offer will hold in trust the share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA) until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
  - All documents as mentioned above, shall be enclosed with the valid Tender Form, failing which the Equity Shares tendered will be liable for rejection. The Equity Shares

- shall be liable for rejection on the following grounds amongst others: (i) there is a name mismatch in the Folio of the Public Shareholder, or (ii) there exists any restraint order of a count/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, May 02, 2022 (by 5 p.m.); or (iv) if the share certificates of any other company are enclosed with the Tender Form instead of the share certificates of the Company, or (v) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid, or (vi) if the Public Shareholders place a bid but the Registrar does not receive the physical Equity Share certificate; or (vii) in the event the signature in the Tender Form and Form SH-4 do not match the specimen signature recorded with Company or Registrar.
- 17.9 If the Public Shareholders do not have any stock broker registered with BSE, then that Public Shareholders can approach any stock broker registered with BSE and can make a bid by using quick unique client code ("UCC") facility through that stock broker registered with BSE after submitting the information/documents as may be required by the stock broker to be in compliance with the applicable SEBI regulations and the requirements of BSE, in case the Public Shareholder is not able to bid using quick UCC facility through any other stock broker registered with BSE, then the Public Shareholder may approach Buyer Broker viz. I'll Securities Broking Limited, to bid by using quick UCC facility, after submitting the information/ documents as may be required by the Buyer Broker to be in compliance with the applicable SEBI regulations and the requirements of BSE.
- 17.10 The Public Shareholders should note that the bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirers or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a Seller Member as the bids can be entered only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are eccepted under the Delisting Offer.
- 17.11 Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of the Detailed Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market 1 (one) day before the Bid Closing Date will not be accepted. Any such request for withdrawal or upward revision should not be made to the Company / Acquirers / Registrar to the Delisting Offer / Manager to the Delisting Offer.
- 17.12 The cumulative quantity tendered shall be made available on BSE's wabsite—www.bseindia.com throughout the trading session and will be updated at specific intervals during the Bid Period.
- 17.13 The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights estached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
- 17.14 Public Shareholders holding Offer Shares under multiple folios are eligible to participate in the Delisting Offer.
- 17.15 in terms of Regulation 22(4) of the Delisting Regulations, the Acquirers are entitled (but not obligated) to make a counter offer at the Counter Offer Price, at its sole and absolute discretion. The Acquirer shall ensure compliance with the provisions and the timelines provided in Schedule IV of the SEBI Delisting Regulations ("Counter Offer"). The counter offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 working days of the Bid Closing Date. The Counter Offer PA will contain Inter alle details of the Counter Offer Price, the book value per Equity Share, the revised schedule of activities and the procedure for participation and settlement in the counter offer. In this regard, Public Shareholders are requested to note that, if a counter offer is made:
  - a. All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per paragraph 17.15(b) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the Counter Offer at the Counter Offer Price.
  - b. Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the Counter Offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholder through their respective Seller Member through whom the original bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
  - c. Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tandered in the Counter Offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.

# 18 METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per the Delisting Regulations:

  8.1 The settlement of trades shall be carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement of the carried out in the manner similar to settlement out in the carried out in the manner similar to settlement out in the manner similar to settlement of the carried out in the c
- 16.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.2 For consideration lowerds the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account shall be used to pay the consideration to the Buyer Broker on or before the pay-in state for settlement. The Buyer Broker will transfer the funds to the Cleaning Corporation and subsequently Cleaning Corporation will make direct funds payout to respective Public Shareholder's bank account linked to its demat account. If Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to the respective client. For the Offer Shares acquired in physical form, the Cleaning Corporation will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders.
- 18.3 If the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism and if the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made within 5 (five) working days from the date of the public announcement under Regulation 17(4) of the SEBI Delisting Regulations.
- 18.4 In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements partaining to funds pay-out) who do not opt to settle through pusiodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account orward. For this purpose, the client type details will be collected from the depositories whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the cettlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
- The Equity Shares acquired in the demat form would be transferred directly to the demat escrow account opened by the Acquirer with ITI Securities Broking Ltd. ("Demat Escrow Account"), on receipt of the Equity Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. Subsequently, post completion of all the formalities / compliances by the Acquirer on the closure of the Delisting Offer the Equity Shares in the Demat Escrow Account will be transferred to the Acquirer's demat account. In case of the Equity Shares acquired in the physical form, the same will be transferred to the Acquirer demat account by the Registrar to the Delisting Offer on completion of all the compliances by the Acquirer in the Delisting Offer and until then, such Equity Shares shall remain under the custody of the Registrar to the Delisting Offer.
- 18.6 Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the Clearing Corporation by the Target Company or the Registrar to the Delisting Offer. On receipt of the same, Clearing Corporation will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the Cleaning Corporation.
- In the case of inter Depository, Clearing Corporation, will cancel the unaccepted Equity Shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Target Company or the Registrar to the Deleting Offer. Post receiving the IDT message from target depository, source depository will cancelly lease lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid Equity Shares from Public Shareholder's demat account and credit it to Clearing Corporation settlement account in
- target depository on settlement date.

  18.8 The Saller Member would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirers for the Offer Shares accepted under the Delisting Offer.
- 18.9 Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for
- tendering their Offer Shares in the Delisting Offer (secondary market transaction).

  18.10 If the consideration payable in terms of Regulation 24(1) of the SESI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of ten per cent per armum to all the Public Shareholders, whose bids shared have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirer or was caused due to circumstances beyond the control of Acquirer, SEBI may grant waiver from the payment of such interest.

# 19 PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

- 19.1 The Public Shareholders may submit their Bids to the Seller Member during the Bid Period. Additionally, once the Equity Shares have been deliated from the Stock Exchanges, the Public Shareholders whose Offer Shares have not been acquired by the Acquirers (the 'Residual Shareholders') may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 1 (one) year following the date of the deliating of the Equity Shares from the Stock Exchanges ("Exit Window"). A separate offer letter in this regard will be sent to these Residual Shareholders explaining the procedure for landering their Offer Shares. Such Residual Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exil Window.
- 19.2 The Acquirers shall ensure that the rights of the Residual Shareholders are projected and shall be responsible for compliance with Regulation 27 of the SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same.

# 20 DETAILS OF THE ESCROW ACCOUNT

20.1 The consideration payable under the Delisting Regulations, the Floor Price of #812.00/(Indian Rupees Eight Hundred and Twelve Only) per Equity Share of the Company
multiplied by the number of Offer Shares, i.e., 7,72,807 (seven takks seventy two thousand
eight hundred seven only), is #62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy
Five takks, Nineteen Thousand, Two hundred and eighty four only) ("Escrow Amount").

नर्मदापुर म (मद्य), १४ अग्रैल (भाषा)।

मध्य प्रदेश के नर्मवापुरम जिला मुख्यालय से नर्मवपुरम-तरदा मार्ग पर मुरुवार सुबह रतवाहा गांव के पास एक ट्रक व आटोरिक्शा के बीच टक्कर होने से आटोरिक्शा में सवार एक ही परिवार के तीन लोगों की मौत से गई। जिले के होलरिया पलिस धाने की उप निरीधक

भार । नापा लीवने का किंग रिपा कर ।

आप्रपाली हताट ने बताया कि है। उन्होंने बताया कि मृतकों के रतवाडा गांव के ग्रास टक और आटोरिक्या के बीच टक्कर होने से सिवनी मालचा की रहने वाली आरती गीर (36), उनकी पुत्री कंचन गीर (17) और पुत्र गीरव (13) की मीत हो गई। हादसे के बाद टक चालक टक छोड़ कर

घटनास्बल से फरर हो गवा। पनिस उसकी तलाश कर रही

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कच्चा सुध्रमा (चारा 13(4)) ( अधान समाति के लिये) dei fe, frife afminten in ufrifenm mi geffehr mu gloge fin ginte afafrie. 2002 (2002 4: 54) (46) 4: 401 'affelene' effet) 4: sin fe men fer 4: ufbiger ufmert in on if me ufright fin (water) frament, 2022 in frame in me ufin un 13 (12) के अंतर्क करन जिल्हें का प्रचंत कार्त हा अवेद मामार्ग में बांव पून व विर्ण 20.04.2021 नार्र का क्षापारक में बेपल विश्व राज्या को एक गुजरा को प्रति में विधि वे ८० लिये के भीका एक्स के वर्षित बाँग क. 54,052,75,84 (क. जैतीन ताल तीन कवा नो जी निकास पर पैसे जो ब्रास

क्षणकान, इस बीत को जाता लोडान में विपल रहे, इस प्रायुद्ध बलनारक तक देवन नजह जो पुलित किया जाना है कि अपने 12 अहँन 2022 को अवस्थितकारों ने जन निपनानों के नियम जा पूर्व के रहण परित्न स्वित्रियत की पात १३(३) के संस्तृत हुने प्रस्त अधिका अधिका कर प्रसेष करने हुए धार्वजातामार्थ ने प्रश्न नीचे वर्षित प्रस्तति का कल्ल का लिया है।

विशोग मन्त्र से काराबारको राज उत्तम जनत को अन्यक्षा राजको किना जाता है कि ले. का कीचे नानित राज्योत कर नाजार न करे रूप इन राज्योगारे कर किसी जो वता कर न्याराहर क. उद्धारप्रदार इक भौतेत लाख कीन प्रभार में नी विवास एवं तैये भौताओं बात ) नेवा का पर अवन के लिए सेवात केल के बार्व के सर्वात सेवा।

करणबाक का ज्वान प्रीतपुत निवन्यतिकों को विजेतित करने के लिए उपलब्ध प्रकप के लिए हैं श्रीचित्रक को पात 🖾 को जा न्यार (३०) के प्रमुखने के पति अनुस को जाते है। seems comfin um fingen

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# फोरम इंडिया लर्निंग सोल्यूशन्स प्राइवेट लिमिटेड मिन दे पूर्व पुरस्कार का देवार कि की अवस्था

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धोरम ब्रीज्या जरित प्रेरायुक्तमा अवृत्तिः विक्रितेतः, विकास क्रिक्रोरर शुक्रकरमाज्ञाककोटीनीरकाक और स्थीतुर असीस्त एवं च/क्र द्वितीस क्षत्र, संराज्यक केन ३. गुजर्गत, श्रीराज्य-१८००३ 4 flory it is free 4

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या पाला है जाते है के प्राथ्मीय सम्बोध बंधनी जिसे अधिनस्थ ने नेवार्त और काट कर्नीटर

बाइपोट किनिर्देश की मीतायोग्ट विकास प्रमाधन प्रविध किया 12 अपीत, 2023 की प्रमाध पाने का आया

नेपार्य स्टेंड एकट कर्याटक ब्रह्मनेट क्रिफ्टिंड राज्याती है। ज्यारेड हरकार जिल्हा के प्रारंटिया, 10 ई

प्रमुख गारिको प्राप्त परि परि 20 अर्थित, 2022 को ये गायाचे हो है। हुए प्राप्ति अपने गार्च प्राप्त का को अपना

निर्देश नेप प्रश्न कर्मीत अंगर्न होते जेवन इक्टब्रिका कर्म के प्रकृत कर्मी । अन्य प्रकृत कर्मीत

प्रति करने पूर्व क्रिक्स का विकास का विकास कर का अध्यक्ति क्राप्त के प्रति करने वा प्रवास के अध्यक्ति हैं। जा प्रति

विकास में अधिकान परिवर्त में जार ने । जर तथा काई वर नहीं है।

राजों के ब्रांचर्न में द्वारे का ब्रांच्या सन्तर प्रश्नात करने पर प्रधानिक रेग प्रोच्या है

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एमकाईबी-25, प्रविका विक्रम, केल-1, बॉल रोड, कुम्मा, जार्ग ट्रैक्टर हुमेची के क्रवीब, स्पूरा-

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करने की कुछना। एउद्धान दी जा पत्री है। किसी भी दावें / क्यापा विकासत के लिए, विरायताओं से अपूर्वीय

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भोग रहे 34 वर्षीय बंदी ने बुधवार देश रात कथित तौर पर फांसी लगा कर आत्महत्या कर ली। पुलिस के एक अधिकारी ने गुरुवार को यह जानकारी दी।

हत्या के जुमें में इंदौर के केंद्रीय जेल में दोहरी ठम्नकैद बताया कि हत्या के एक मामले में वर्ष 2008 के दौरान अदालत द्वारा दोषी करार दिए गए लिलत उर्फ काल (34) ने अपने पावजामें के नाड़े से धैरक में कथित तौर पर फांसी

दोहरी उप्रकैद की सजा काट रहे बंदी ने की आत्महत्या

लगा ली। धाना प्रचारी ने बताया कि सजायापना कैदी की एमजी रोड पुलिस थाने के प्रभारी डीवीएस नागर ने भीत के मामले की सभी पहलुओं से जांच की जा रही है। इस शीच, केंद्रीय जेल की अधीक्षक अल्का सोनकर ने बताया कि लालित को एक हत्याकोह में दोहरी उपकेद सनाई गई थी।

# CORRIGENDUM-1 TO NOTICE DATED 29.03.2022 FOR SALE OF ASSETS LML LIMITED (In Liquidation)

(CIN: L34101UP1972PLC003612) (Sale under Insolvency and Bankruptcy Code, 2016)

Extension of date of e-auction with reference to sale notice dated 29.03.2022.

It is hereby informed that the liquidator has extended the date of e-auction as follows: Revised Date Particulars | Original Date

Friday, 15.04.2022 Monday 25.04.2022 Date of E-Auction For Details: Visit www.imiworld.in and https://ncitsuction.auctiontiger.net

Email id: Imi.auction@gmail.com Arun Gupta, Liquidator IBBI Reg. No: IBBI/PA-002/IP-N00051/2016-17/10095

Contact: CA. Anil Bhatia, Tel No. 011 41066313, Mob. No.:+91 9699224476

Regd. Address: S-34, LGF, Greater Kallash-II, New Delhi-110048 Date: 15.04.2022 Regd. Email: arungupts2211@gmail.com Place New Delhi

स्टान की विश्वी के निम्नु पुत्रक श्री गणेज फावर इविवायमेंट ब्राइवेट स्मिमिटेड (परिसमापनावीन) Thursday U 2000 ODL 2010FTC 204055

पेबीमून बर्ग्यानम् ४,२०८ तृष्टते वीजानः शीक्षा स्वीर्धात्राम सरीवानंत्रारः

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क्रमधी बॉल बीवा दावतीय तम करो भी ऑग्न वैभित 20.00.202 ने करंद पान जीवनमें इपान ही किया को पीएक्स रांचिक वह लिए करने बाजे करीए के बिजा, दिवस alt we after annu after 2016 is proved it and write continued, of freel the TV gre-कारत 2021 के अनेता के बात विकृत परिवारत प्राप्त को अनते हैं। अधिकों को का बिकों परिवारत हा - Bed strain large, on his time authorappe net a most it of strain

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कियों के बीधा रिका और वर्ष इस जातर हैं.

दिशा जेलेंड और क्लीकी

की कर रहेवा अधितिका अधिताला, रहेतारात राजेन्द्रका

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इंबला कुना, प्रीकारक वे तत्ता पाता प्रकारणीया उत्तर विदेश

STREET OF THE MISSES ASSESSED AND THE PROPERTY AND THE PARTY AND THE PAR tere in contact. If the problems and redifferently three meshaperal comter, fort

# प्रचन्न क्षंत्र आईएनसी-26 कंपनी (नियमन) नियम, 2014 के नियम 30 के अनुसार,

सब विद्वान बीबीय निदेशक, उत्तरी बीब, कंपनी अमिनिका, 2013 की चार 13 रच-बादा (र) और कंपनी (निवास) निवार, 2014 में निवार 32 लक-विद्यम (६) खंड (१) के संदर्भ में

बन्तार्वन ट्रेस्टानर प्रार्थिट निर्मिटेस, जिसका पंजीवत कार्यांगय केएक का 400/300/यर गामान का ती-am, न्यू अर्ताक नगर, क्लानी बाढ़ी संदिर के बात; नहीं दिल्ली-1920se पर क्लिए हैं, के संदर्भ में

जन जनता को स्टब्सरा कुला दो जाती है कि संपत्ती को जपने पर्ताकृत सार्धातम स्वे "सान्य / सान्द्रीय सान्त्रभानी क्षेत्र दिल्ली" से "क्सार प्रदेश" राज्य ने प्रतिवान/बदलने ने स्वय करने के लिए बोनवार अ अप्रैल, 2022 को अमोरिक असागरण अन बैटल में पारित विशेष जलाब के बादवें में कंपनी के गंका प्राप्त / नेमेरेका और एन्डेसिएका में प्रीयांत की पुष्टि के तिए कार्यी, केंद्र तरकार की कार्यी अधिनिवर, २०१३ हो याच १३ ते तहार आहेरन काले का प्रतास काती है।

बरेड भी व्यक्ति जिस्ता द्वित कंपनी के पंजीबन कार्यात्म्य के प्रसावित परिवर्गन से प्रचारिश होने की संस्वयन है. यह या तो प्रनतीए-21 पोर्टन (www.mca.gov.in) पर निवेशक अनुपालन कॉर्स पाकर वा नेवले का कारण बड़ा कर वा एक पुस्तकताने ह्या चर्चित प्रवक्ती वापतियों को निवले चवकी हिनों की प्रकृति और विशेष के आपन बताए गए हैं, को इस नोटिन के प्रकाशन की तारीमा में चौदह दिनों के मीतर बेंबीय निर्देशक, रागरी क्षेत्र, बी-्य विंग, यूनरी परिवार, पर्यापरण फान, तीर्वाणी कॉम्फोलर, वर्ष दिल्ली -110000 को पंजीपूर्य ज्ञाक द्वारा आरेटक बंगरी को प्रसक्ते प्रजीवृत्य कार्यालक - एवं मंद्र 400/298/29 मकान स्त्रे। सी-289, न्यू उसोक नगर काकी बाढी गीरेर के पात. का विरुती-1000क पर एक प्रति से साथ गेरा सकता है।

> वानेदक के लिए और पशकी बोर से सनसाईन ट्रेंडटावर प्राईवेट लिपिटेड हरताहा वित हरेंद्र कुनार बीआईएनः 01121766

सारीका १६.04.2023 entie: Conf.

435 ही फर्नट फलोर अकल बिहार सेंक्टर 29 नीएडा विता गीतगबुद्धनगर चत्तर प्रवेश २०१३०१

# क्लिक्स कैपिटल सर्विसेज प्राइवेट लिमिटेड कब्जा सुबना

(नियम a(1) (पश्चिशष्ट बतुर्थ)

सम्बद्धिः, अन्येत्रस्थापारे, विकासमा क्षेत्रियल सर्विकेत प्राह्मेट लिमिटेड (CLIX), एक गैर-बैंकिंग विश्रीय कंपनी, कंपनी अधिरियम, 1956 को तकत विकिन्न निगमित और पंतीकृत, पंत्रीकृत कार्यालय: चौधी याँजल, कैलका चवन, करहरूवा वांची मार्ग, कर्नाट प्लेग्न, नई रिराली-110001, जिल्हेन परिसम्पत्तिनों के प्रतिपृतिकरण एवं पुर्णातन और प्रतिपृति क्रित (प्रवर्तन) नियमवारों (2002 का 54) (बाद में "अधिनियम" के सन में संदर्शित) की धार 13(2) के साथ पठित नियम 3 के अभीन प्रस्त सकितमें के अंतर्गत दिसक 31,08,2021 की क्रीमसी अमीता पत्नी एजेट फूचर, निवासी: आरवेद-25/261, प्रशंक-चे. गती चं. 60. पश्चिमी सामापुर, पश्चिम-पश्चिमी फिल्ली-1,10046, वहाँ भी : आलोब-15/262, बार्डड रियर साइद और संपूर्ण प्रथम तल व कृतीय तल, पश्चिमी सामन्तुर, नई दिल्ली-110045. 2. की राजेश कुमार बमी पुत्र मदन लाल नमी, निवासी: आरलेड-25/261, ब्लॉक-बे, गली गं. 60, पश्चिमी सागरपुर, दक्षिण-पश्चिमी दिल्ली-110046, वर्को भी । दुकान न. 7, जारचेड-४६/262, युक्त, परिचर्गा धागरपुर, पश्चित्र-परिचर्गा दिल्ली-110046, को दिलांक 25,08,2021 तक देव क. 31,10,527/- (रुवये इकलीस लाख वस हवार पाँच सी सलाईस क्षेत्रल ) तथा जाने का क्याब व उत्थ धर्च सूचना मिलने को 60 दिन के मीटर मुखान करने का आदेश दिया गया था कहत लोग नं (AC2019121003103)

शेष रकम कर मुख्यान नहीं करने पर एतर द्वारा विशेषतम कर्यादर को एवं साम्यन्नतः जनसाधारण को गुनिक किया जाता है कि प्रतिपृति हित (प्रवर्तन) नियम 2002 के अधिनियम LS के नियम ह महें साथ पढ़े जाने वाले उप-धारा 4 को तकर उन्हें प्रगत शकित का उपयोग करते हुए गीचे सर्वित शान्त्रींत का अधोहतराक्षरों द्वारा दिनांक 13.04.2022 को कब्बा से सिया तथा है।

त्क्षसकर कर्मदार एवं जनसाधारण को एतद् द्वारा चेताक्ती दी जाती है कि इन सम्बद्धि में) का श्रीन-देन न करें तथा इस सम्पत्ति के साथ कोई पी लेन-देन CLIX की दिनांक 25,08,2021 तक रेंग क. 31,10,527/- ( रूपये इक्लीस लाख बस हजार गाँच सी सलाईस केवल ) तथा आगे का क्यांक व अन्य सार्च को घुणतान को अनुक्रम होगा।

सुरक्ति संपत्ति के रूपन में उपलब्ध समय के संबंध में अधिनियम को भारा 🗯 के उप-भारा (८) के प्राक्तवारों के लिए उधारकार्त का ध्यान आर्मिक किया गया है।

अवल सम्पति का विवरण

आरबेड-बेड/2, क्षेत्रपल 40 वर्ग गन, कारत नं. 262/1 के सभी क्रताविकार सहित, जो खसरा नं, 262 का भाग है गाँव नसीरपुर, दिल्ली राज्य की राजस्व संपत्ति में रिवर, कॉलोची दिसे परिचयी सागरपुर के बाय में जावा जाता है, वई दिल्ली-110046, उक्त संबंधि के तहत गूरि के सभी औ होतह राहदस के साथ, चीक्र की तरफ निर्मित चतर क्षिण बताविकार के और प्रकप तल के साथ संपूर्ण इतीय दल बताविकार सहित के संपी शापः चारवीवारी । पूर्व- अन्य की संपत्ति, पश्चिम- अन्य की संपत्ति, उत्तर- अन्य की शंबनि, सक्तिम- गली ह फुट चौड़ी प्राधिकत आधिकारी स्थान । नई विकर्ता

विलक्ष बैधिटल सर्वियेज प्राइवेट लिपिटेड विनाम : 18.04.2022

20.2 In accordance with Regulations 14(1) and 14(5) of the Delisting Regulations, the Acquirers, Industrid Bank Limited, a banker to an issue registered with SEBI ("Escrow Bank") and the Manager to the Delisting Offer have entered into an escrow agreement dated March 12, 2022 pursuant to which the Acquirers have opened an escrow account in the name of "Amrit Corp. Limited-Delieting Offer- Escrow Account" with the Escrow Bank at their branch at Mumbel ("Escrow Account") and has deposited therein 100% (one hundred percent) of the Escrow Amount marking lien in favour of the Manager to the Offer by way of cash deposit of \$62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy Five lakhs, Nineteen Thousand, Two hundred and eighty four only)

20.3 On determination of the Exit Price and making of the public announcement under Regulation 15 of the Delisting Regulations, the Acquirers shall ensure compliance with Regulation 14(4) of the Delisting Regulations.

20.4 In the event that the Acquirers accept the Discovered Price or offer a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirers shall increase the amount lying to the credit of the Eacrow Account to the extent necessary to pay Public Shareholders whose Equity Shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.

20.5 Further, the Escrow Bank will open a special account ("Special Account") on the instructions of the Acquirers and the Manager to the Delisting Offer, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer. The Manager to the Delisting Offer shall imstruct the Escrow Bank to transfer the total consideration amount to the Special Account.

स्थारः दुवसीय (शरिवाना)

DESCRIPTION STATES

Activity	Date	Day
Initial Public Announcement	January 25, 2022	Tuesday
Resolution for approval of the Delisting Proposal passed by the Board	February 07, 2022	Monday
Date of receipt of BSE in-principle approval	April 13, 2022	Wednesday
Date of publication of the Detailed Public Announcement.	April 15, 2022	Friday
Specified Date for determining the names of shareholders to whom the Letter of Offer shall be sent <sup>®</sup>	April 15, 2022	Friday
Last date for dispatch of Letter of Offer / Bid Forms to Public Shareholders as of Specified Date**	April 19, 2022	Tuesday
Last date of publication of recommendation by independent directors of the Company	April 20, 2022	Wednesday
Bid Opening Date (bid starts at market hours)	April 25, 2022	Monday
Last Date for upward revision or withdrawal of bids	April 28, 2022	Thursday
Bid Closing Date (bid closes at market hours)	April 29, 2022	Friday
Last date for announcement of Counter Offer	May 04, 2022	Wedneaday
Last date for announcement of Discovered Price / Exit. Price and the Acquirers acceptance / Non-acceptance of Discovered Price / Exit Price*	May 04, 2022	Wednesday
Proposed date for payment of consideration if Exit Price is equal to the Floor Price*	May 04, 2022	Wednesday
Proposed date for payment of consideration if Exit Price is more than the Floor Price*	May 11, 2022	Wednesday
Proposed date for return of Equity Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	May 04, 2022	Wednesday

"The specified date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders, are eligible to participate in the Delisting Offer by submitting their Bid in Acquisition Window Facility to stock broker registered on BSE on or before Bid Closing Date. Changes to the proposed timeline, if any, will be notified to Public Shareholders by way of a public announcement in the same newspapers where the DPA is published.

\*Subject to the acceptance of Discovered Price or offer a price higher than the Discovered Price by the Acquirer.

"Such activity may be completed on or before the last date

Notes: (1) All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to Public Shareholders by way of corrigendum/ addendum in all the newspapers in which the DPA has appeared; and (2) Last date of payment is subject to the acceptance of the Discovered Price by the Acquirers.

# 22 STATUTORY APPROVALS

22.1 The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot on Friday, March 11, 2022, i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting. The results of the postal ballot were announced on March 12, 2022 and the same were intimated to the Stock Exchange. 22.2 BSE has given its in-principle approval for delisting of the Equity Shares pursuant to their

letter dated April 13, 2022. 22.3 To the best of the Acquirers knowledge, as of the date of the Detailed Public Announcement, there are no other statutory or regulatory approvals required to acquire the Offer Shares and Implement the Delisting Offer, other than as indicated above. If any statutory or regulatory

approvals become applicable, the acquisition of Offer Shares by the Acquirers and the Deliating Offer will be subject to receipt of such statutory or regulatory approvals. 22.4 If the Public Shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) 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 Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares landered in the Delisting Offer.

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22.5 It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirers shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Apquirers reserve the right to reject such Equity Shares.

22.6 The Acquirers reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in paragraph 14 of this DPA are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirers considers in their sole

discretion to be onerous, are imposed in respect of such approvals 22.7 In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to the Public Shareholders of the Company by way of a corrigendum to this DPA in the same newspapers in which this DPA is made.

# NOTES ON TAXATION

The tax considerations given hereunder in the Note are based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes could have different tax implications.

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an indian company are generally taxable in India. Any gain realized on the sale of fisted equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains tax in India @10%, if the gain is above ₹1,00,000.

Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India for both category of shareholders i.e. resident shareholder as well as

The present delisting offer will be carried out through domestic stock exchange. Therefore, STT will be collected by the stock exchange and deducted from the amount of consideration payable to the shareholder.

Capital Gain arising on shares held for a period of twelve months or less prior to their tendering in the present delisting offer will be treated as short term capital gain in the hands of the shareholder, income Tax (excluding surcharge and education case) is payable @15% on this short term capital gain (refer 111 A of Income Tax Act, 1961). Capital Gain arising on shares held for more than twelve months prior to their tendering in the

present delisting offer will be treated as long term capital gain in the hands of the shareholder.

Income Tax (excluding surcharge and education cees) is payable @10% on this long term capital gain (refer section 112Aand section 55 (2) (ac) of the Income Tax Act, 1961). SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE INCOME TAX ASSESSING AUTHORITIES IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. 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. THE ACQUIRERS NEITHER ACCEPTS NOR HOLDS ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS AREASON OF THIS DELISTING OFFER.

# CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

24.1 The board of directors of the Company has certified that:

 a) there are no material deviations in utilization of the proceeds of the issues (as compared) to the stated objects in such issues) of securities made by the Company during the 5 (five) years immediately preceding the date of the Detailed Public Announcement from the soated object of the issue;

all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Stock Exchanges or the provisions of the Listing Regulations, as applicable from time to time have been disclosed to the Stock Exchanges, as applicable;

The Company is in compliance with applicable provisions of securities law; the Acquirers or its related entities have not carried out any transaction during the atcresaid

period to facilitate the success of the Delisting Offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations; and The Delisting Offer is in the interest of the shareholders of the Company.

# COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

25.1 The details of Company Secretary and the Comptiance Officer of the Company are as follow:

Company Secretary & Compliance Officer:	Pranab Kumar Des
Address:	A-95, Sector-85, Noide-201309 (U.P.)
Email:	Info@amritoorp.com
Telephone No:	0120-4506900
Fax No.:	0120-4506910

25.2 In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on deliating processes and procedure, they may address the same to Registrar to the Delisting Offer or Manager to the Delisting Offer.

# DOCUMENTS FOR INSPECTION

Company Secretary.

Copies of following documents will be available for inspection by the Public Shareholders at the registered office of the Manager to the Delisting Offer (i.e. inga Ventures Pvt Ltd. 1229, Hubtown Solaris, N.S. Phadke Marg, Opp. Telli Gall, Andherl (East), Mumbal 400069) on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbal) between 10,00 am to 5,00 pm up to the Bid Closing Date.

Initial Public Announcement dated January 25, 2022. Piper Price Certificate dated January 25, 2022 of from Pawan Podder & Associates,

Chartered Accountants, (FRN:123111W) (Pawari Poddar, Proprietor, membership no. 113280). (iii) Board resolution of the Company dated February 07, 2022.

(Iv) Due diligence report dated February 07, 2022 of CS Baldev Singh Kashtwal, Peer Reviewed Practicing Company Secretary. Audit report dated February 07, 2022 of C5 Baldev Singh Kashtwai, Practicing

(vi) Certified true copy of the resolution passed by the shareholders by way of postal ballot, results of which were declared on March 12, 2022 along with scrutinizer's report.

(vii) Copy of Cash Escrow Agreement dated March 12, 2022 between the Acquirers, the Escrow Bank and Manager to the Delisting Offer.

(viii) Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on March 23, 2022 and April 13, 2022.

(ix) In-principle approval from Stock Exchange dated April 13, 2022. (ii) Copy of the recommendation published by the committee of independent directors of

the Company in relation to the Delisting Offer.

GENERAL DISCLAIMER Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers (including its directors), the Manager to the Delisting Offer or the Company (including its directors) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the book building process through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason

whatsoever. For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are

shareholders of the Company as on the Specified Date. This Detailed Public Announcement is expected to be available on the websites of the Stock Exchange, www.bseindia.com. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form from the websites of the Stock Exchange.

MAS SERVICES LIMITED

CIN: U748990L1973PLC006950

Phase II, New Delhi - 110020

Tel. No.: 011-26387281/82/83:

Contact person: N.C. Pal;

Email: info@masserv.com

Fax: 011-26387284:

T-34, 2nd Floor, Okhla Industrial Area



# INGA VENTURES PRIVATE LIMITED 1229, Hublown Solaris, N.S. Phadke Marg.

Opp. Telli Gelli, Andheri (E) - 400 069, Mumbei, Maharashtra, India Telephone: + 91 22 68540608 Facsimile: +91 22 2681 8020

Email: arreit delisting@ingaventures.com, Investor Grievance Email: investors@ingaventures.com Contact Person: Kavita Shan

Website: www.masserv.com; Website: www.ingsventures.com SEBI Registration Number: SEBI Registration No.: INM000012698 INR000000049

For and on behalf of Appulsers.

Sd-	Sd/-	Sd-
Naresh Kumar Bajaj	Autweni Kumar Bajaj	Vikram Kumar Baja
For an on behalf of	For an on behalf of	1-1
Amrit Banaspati Company Pvt. Ltd.	A. K. Bajaj Investment Pvt. Ltd.	
Sal-	Sd-	
Ashwini Kumar Bajaj	Ashwini Kumar Bajaj	
Director & Authorised Signatory	Director & Authorised Signatory	

Place: Ghazlabad (UP) Date : April 14, 2022

### DETAILED PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF

# MRIT CORP. LIMITED

Corporate Identity No: L15141UP1940PLC000946

Registered Office: CM-28 (First Floor), Gagan Enclave, Amrit Nagar, G T Road, Ghaziabad - 201009 (UP); Corporate Office: A-95, Sector-65, Noida-201309 (U.P.); Tel. No.: 0120-4506900/11; Fax: 0120-4506910; Company Secretary & Compliance Officer: Pranab Kumar Das; E-mail: info@amritcorp.com; Website: www.amritcorp.com

This detailed public announcement ("Detailed Public Announcement" or DPA) is being issued by Inga Ventures Private Limited ("Manager" or "Manager to the Delisting Offer") for and on behalf of the certain members of the promoter and promoter group of Amrit Corp. Limited ("Company"), (as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("Promoter Group")) viz., Naresh Kumar Bajaj, Ashwini Kumar Bajaj, Vikram Kumar Bajaj, Amrit Banaspati Company Private Limited, A. K. Bajaj Investment Private Limited. (collectively "Acquirers"), to the public shareholders (i.e. shareholders other than the Promoter and the Promoter Group) as defined under Regulation 2(1)(t) of the Delisting Regulations (as defined below) and hereinafter referred to as "Public Shareholders"), expressing their intention to: (a) acquire all the Equity Shares (as defined below) that are held by Public Shareholders, either individually/ collectively or together with other members of the Promoter Group, as the case may be; and (b) consequently voluntarily delist the Equity Shares from the BSE Limited, the stock exchange where the shares of the Company are listed (the "Stock Exchange"), by making a delisting offer, in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") and in accordance with the terms and conditions set out below and / or in the Letter of Offer (as defined below) (hereinafter referred to as the "Delisting Proposal /Delisting Offer").

#### BACKGROUND OF THE DELISTING OFFER

- The Acquirers are the members of the Promoter group of the Company. As on the date of this DPA, the members of the Promoter Group collectively hold 22,65,424 Equity Shares representing 74.56% of the total paid-up equity share capital of the Company
- The Acquirers are making this DPA to acquire up to 7,72,807 Equity Shares ("Offer Shares") representing 25.44% of the paid-up equity share capital of the Company that are held by the Public Shareholders of the Company pursuant to the Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in paragraph 13 read with paragraph 14 of this DPA, the Acquirers will make an application to delist the Equity Shares from the Stock Exchange pursuant to and in accordance with the Delisting Regulations and on the terms set out in this Detailed Public Announcement, the Letter of Offer (as defined below) and any other Delisting Offer documents. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange.
- 1.3. Pursuant to Initial Public Announcement dated January 25, 2022 ("IPA"), the Acquirers expressed their intention to acquire the Offer Shares and consequently voluntarily delist the Equity Shares from the Stock Exchange by making a Delisting Offer in accordance with the Delisting Regulations. The receipt of the IPA was intimated by the Company to the Stock Exchange on January 25, 2022.
- Company has received a letter dated January 25, 2022 from the Acquirers informing about the floor price of ₹812.00 per Equity Share ("Floor Price") determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("SEBI Takeover Regulations"), alongwith the valuation report issued by a registered valuer, M/s. Pawan Poddar & Associates, Chartered Accountants, Mumbai (FRN : 12311W – Pawan Poddar, Proprietor membership No. 113280)
- Upon receipt of the IPA, the Company appointed CS Baldev Singh Kashtwal, a Peer Reviewed Practising Company Secretary in terms of Regulation 10(2) of the Delisting Regulations, to carry out due diligence in accordance with Regulation 10 (3) of the Delisting Regulations and the same was notified to Stock Exchange on January 25, 2022.
- 1.6. On January 25, 2022 the Company intimated the Stock Exchange that a meeting of the Board is scheduled to be held on February 07, 2022 in order to: (i) take on record and review the due diligence report of the Peer Reviewed Practising Company Secretary, in terms of Regulation 10(3) of the Delisting Regulations ("Due Diligence Report"); (ii) to approve/ reject the proposal of voluntary delisting of the equity shares of the Company made by the Acquirers; and (iii) any other matters incidental thereto or required in terms or the Delisting Regulations, including seeking shareholders' approval, as may be required.
- 1.7. The Board, in their meeting on February 07, 2022, inter-alia, took the following decisions: The Due Diligence Report and audit report, as tabled before them were taken on record
  - Based on the information available with Company and after taking on record the Due Diligence Report, the Board in accordance with Regulation 10(4) of the SEBI Delisting
  - The Company is in compliance with the applicable provisions of securities laws;
  - The Acquirers and its related entities, are in compliance with the applicable provisions of securities law Regulations in terms of the Report including compliance with Regulation 4(5) of the Delisting Regulations; and
  - iii. The Delisting Proposal, in their opinion, is in the interest of the Public Shareholders of the Target Company. The Delisting Proposal was approved by the Board in accordance with Regulation 10
  - of the SEBI Delisting Regulations.
  - The Board granted its approval to the Company to seek shareholders' approval by way of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the Delisting Regulation and other applicable laws, and thereby approved the draft of the postal ballot notice and the explanatory statement thereto. The Company was authorized to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act 2013, the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Delisting Regulations and any other applicable laws;.
  - Mr. Baldev Singh Kashtwal, Practicing Company Secretary, New Delhi (Membership No. FCS - 3616 & CP No. 3169), was appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014,
  - to conduct the process of the postal ballot in a fair and transparent manner The Board took on record the Floor Price Letter
  - The outcome of the meeting of the Board was disclosed by the Company on the same day, i.e., February 07, 2022 to the Stock Exchange.
- 1.8. The dispatch of the notice of postal ballot dated February 07, 2022 for seeking the approval of the shareholders, through postal ballot and e-voting for the Delisting Offer, as required under the Delisting Regulations and the Companies Act, 2013 and the rules made thereunder, was completed on February 08, 2022.
- The shareholders of the Company approved the Delisting Offer by way of a special resolution in accordance with Regulation 11(4) of the Delisting Regulations on March 11, 2022 i.e., the last date specified for e-voting. The results of the postal ballot were announced on March 12, 2022 and the same were intimated to the Stock Exchange on the same day. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 5,40,095 votes which is more than two times the number of votes cast by
- the Public Shareholders against it i.e., 793 votes. 1.10. Further, the Acquirers have not announced any indicative offer price
- 1.11. BSE has issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to the letter dated April 13, 2022 in accordance with Regulation 12 of the Delisting Regulations.
- 1.12. This DPA is being issued in the following newspapers as required under Regulation 15(1) of the Delisting Regulations:

Newspaper	Language	Editions	
Financial Express	English Daily	All Editions All Editions	
Jansatta	Hindi Daily		
Navshakti	Marathi	Mumbai Edition	

- 1.13. Any changes, modifications or amendments to this Detailed Public Announcement, if any will be notified by way of issuing corrigendum in all the aforesaid newspapers
- 1.14. The Delisting Offer is subject to the acceptance of the Discovered Price (defined below in paragraph 13.3 of this DPA), determined in accordance with the Delisting Regulations, by the Acquirers. In accordance with Regulation 22(1) of Delisting Regulations, the Acquirers shall be bound to accept the equity shares tendered or offered in the delisting offer, if the discovered price determined through the reverse book building process is equal to the Floor Price. However, nothing in Regulation 22(1) and 22(2) shall apply, if discovered price is higher than the Floor Price.

In case the discovered price is not acceptable to the Acquirers counter offer may be made by the Acquirers to the Public Shareholders within two working days of the closure of the bidding period provided that counter offer price is not less than the book value of the Company as certified by the merchant banker, in terms of Regulation 22(5) of the Delisting Regulations ("Counter Offer Price") and the Acquirers shall ensure compliance with the provisions of Delisting Regulations in accordance with the timeline provided in Schedule IV of the Delisting Regulations. Any Discovered Price that is accepted by the Acquirers for the Delisting Offer, a higher price that is offered by the Acquirers for the Delisting Offer at its sole discretion, or a Counter Offer Price pursuant to acceptance by the Public Shareholders, that results in shareholding of the Promoter Group reaching 90% of the paid up equity share capital of the Company excluding the shares which are held by following:

- (a) custodian(s) holding shares against which depository receipts have been issued overseas;
- (b) a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
- (c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015,
- shall hereinafter be referred to as the "Exit Price"
- 1.15. As per Regulations 28 of the SEBI Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period in the same newspapers where the DPA
- NECESSITY AND OBJECTIVE OF THE DELISTING OFFER
- In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationale/ reasons for the Delisting Proposal are as follows:
  - the proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused on its business;
  - the delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the Promoter Group.

- c. the proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders servicing and such other expenses required to be incurred as per the applicable securities law;
- The shares of the Company are infrequently traded on the stock exchange. The delisting proposal is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations, providing immediate liquidity given the heightened market volatility and uncertainty associated with infrequently traded shares

#### **BACKGROUND OF THE ACQUIRERS**

#### 3.1 Naresh Kumar Bajaj

- 3.1.1 Mr. Naresh Kumar Bajaj, aged 84 years, is presently residing at 56, Model Town, Ghazjabad (U.P.). He is the Managing Director and Chairperson of the Company. He is a graduate in commerce from Shriram College of Commerce, Delhi University. He is an experienced entrepreneur with more than six decades of experience in managing and running of industrial enterprises. He held various responsible positions in Amrit Banaspati Co. Ltd. (later renamed as 'Amrit Corp.Ltd.') before becoming its Chairman & Managing Director in the year 1988. He is also the chairman of other companies of Amrit Group, namely, Amrit Banaspati Co. Pvt. Ltd, Amrit Agro Industries Ltd and Amrit Learning Ltd, among others. Shri N.K.Bajaj had been associated with various chamber of commerce and industry, including Indian Vanaspati Producers Association. He is actively involved in running and managing the charitable and educational institutions.
- 3.1.2 The networth of Mr. Naresh Kumar Bajaj is INR 19,59,31,725 as on December 31, 2021 as certified by M/s V Sahai Tripathi & Co. Chartered Accountants vide certificate dated March 15, 2022.
- 3.1.3 As on date of this DPA, he holds 54,447, Equity Shares of face value of ₹10/- each
- representing 1.79% of the total issued and paid up equity share capital of the Company. 3.1.4 As on date of this DPA, he holds 13.15.623 equity shares of face value of ₹10 each, of ABCPL representing 13.41% of the total issued and paid up equity share capital of ABCPL.
- 3.1.5 As on date of this DPA, he holds 4,895 equity shares of face value of ₹100/- each of AK Bajaj Investment representing 2.55% of the total issued and paid up equity share capital of A K Bajaj Investment.
- 3.1.6 He is also director on the boards of Amrit Agro Industries Ltd., Amrit Banaspati Co. Pvt. Ltd., Amrit Learning Limited, Navjyoti Residency Pvt. Ltd., Kamal Apparels Pvt. Ltd., and Amrit Aaranya Organics Pvt. Ltd.

#### 3.2 Ashwini Kumar Bajaj

- 3.2.1 Mr. Ashwini Kumar Bajaj, aged 60 years, is presently residing at 56, Model Town, Ghaziabad (U.P.). He is a graduate in science from Delhi University. He joined Amrit Group in the year 1984 and worked as Chief Executive of flagship company, Amrit Banaspati Co. Ltd. (now renamed as 'Amrit Corp. Ltd.'). He was the Managing Director of erstwhile Amrit Protein Foods Ltd. which was merged with Amrit corp. Ltd. in the year 1982. He was appointed as Joint Managing Director of Amrit Corp. on 01.08.1992 and later redesignated as its managing director on 19.08.2003. Shri A.K.Bajaj was instrumental in setting up the dairy business of Amrit Corp. and established state-of-art facility for processing of UHT milk and other dairy products. He is actively involved in corporate restructuring and other corporate affairs.
- 3.2.2 The networth of Mr. Ashwini Kumar Bajaj is INR 36,90,17,459 as on December 31, 2021 as certified by M/s V. Sahai Tripathi & Company, Chartered Accountants vide certificate dated March 15, 2022.
- 3.2.3 As on date of this DPA, he holds 1,47,086 Equity Shares of face value of ₹10/- each, representing 4.84% of the total issued and paid up equity share capital of the Company.
- 3.2.4 As on date of this DPA, he holds 13,21,236 equity shares of face value of ₹10/- each of ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL.
- 3.2.5 As on date of this DPA, he holds 11,971 equity shares of face value of ₹100/- each, of AK Bajaj Investment representing 6.24% of the total issued and paid up equity share capital of A K Bajaj Investment
- 3.2.6 He is also director on the boards of Amrit Banaspati Co. Pvt. Ltd., NSK Home Products Pvt. Ltd., Amrit Learning Ltd., ALD Land and Property Management Pvt. Ltd., Amrit Digvijay Infra-Tech Pvt. Ltd., AK Bajaj Investment Pvt, Ltd., Navjyoti Residency Pvt. Ltd. and Kamal Apparels Pvt. Ltd.

#### 3.3 Vikram Kumar Bajaj

- 3.3.1 Mr. Vikram KumarBajaj, aged58 years, is presently residing at 56, Model Town, Ghaziabad (U.P.). He is the Non Executive Director of the Company. Heis a graduate in commerce from Shriram College of Commerce, Delhi University. He worked as managing director of Amrit Agro Industries Ltd. (earlier known as Uncle Chipps Co. Ltd.) w.e.f. 21.11.1986. As Managing Director of Amrit Agro, he was instrumental in establishing potato chipps business and introduced range of potato wafers under 'Uncle Chipps' brand name. The potato chips business was subsequently sold to Frito-Lay India, a subsidiary of Pepsico Holdings, in the year 2000.He is now the managing director of Amrit Learning Ltd., a company involved in the business of language coaching and corporate training in collaboration with a Swiss Company, namely, Inlingua
- 3.3.2 The networth of Mr. Vikram Kumar Bajaj is INR 31,71,85,645 as on December 31, 2021 as certified by M/s V.Sahai Tripathi & Company, Chartered Accountants vide certificate dated March 15, 2022.
- 3.3.3 As on date of this DPA, he holds 1,47,238 Equity Shares of face value of ₹10/- each,
- representing 4.85% of the total issued and paid up equity share capital of the Company. 3.3.4 As on date of this DPA, he holds 13,21,340 equity shares of face value of ₹10/- each of ABCPL representing 13.46% of the total issued and paid up equity share capital of ABCPL
- 3.3.5 As on date of this DPA, he holds 14,868 equity shares of face value of ₹100/- each of AK Bajaj Investment representing 7.76% of the total issued and paid up equity share capital of A K Bajaj Investment.
- 3.3.6 He is also director on the boards of Amrit Agro Industries Ltd., Amrit Banaspati Co. Pvt. Ltd. Amrit Learning Ltd., NSK Home Products Pvt. Ltd., Navjyoti Residency Pvt. Ltd., Kamal

## 3.4 Amrit Banaspati Company Pvt. Ltd. (ABCPL)

- 3.4.1 ABCPL was originally incorporated on March 28, 1985 under the name and style Amrit Enterprises Limited, as a limited company vide certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh & Haryana at Jalandhar, Punjab. Subsequently the name of the ABCPL was changed to Amrit Banaspati Company Limited vide fresh certificate of incorporation dated August 02, 2007 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.
  - The equity shares of ABCPL were listed on the BSE Limited and the Delhi stock exchange since 1996 and was subsequently delisted from both the exchanges on February 28, 2013 in terms of SEBI (Delisting of Equity Shares) Regulations, 2009.
  - Further on November 01, 2017, the ABCPL was converted into a private limited company under section 18 of the Companies Act, 2013 and fresh certificate of Incorporation was issued by the Registrar of Companies, Kanpur.
  - The registered office of the ABCPL is located at A-95 Sector-65 Noida, Gautam Buddha Nagar, UP 201309, India.
- 3.4.2 ABCPL was engaged in the business of manufacture & distribution of edible oils i.e. vanaspati, bakery shorteing, refined and filtered edible oils and marketing of FMCG commodities i.e. rice, salt, soya nuggets. ABCPL sold its edible oil business together with manufacturing facility at Rajpura, Distt. Patiala (Punjab) on slump sale basis as a going concern to Bunge India Pvt. Ltd. on February 10, 2012. After the sale of edible oils business and the manufacturing facility at Rajpura, ABCPL is now engaged in the business of trading of various commodities and other items has invested surplus funds in various financial instruments.
- 3.4.3 Naresh Kumar Bajaj, Ashwini Kumar Bajaj, Vikram Kumar Bajaj and Jagdish Chand Rana, are the directors of the ABCPL. The issued and paid up share capital of the ABCPL is
- ₹9,81,41,590 comprising 98,14,159 ordinary shares of face value of ₹10/- each 3.4.4 Shareholding pattern of ABCPL as on date of Detailed Public Announcement is set out below:

SI. No.	Name of the Shareholder	No. of Shares	Holding (%age)
	Promoter and Promoter Group		
1	Naresh Kumar Bajaj	13,15,623	13.41
2	Ashwini Kumar Bajaj	13,21,236	13.46
3	Vikram Kumar Bajaj	13,21,340	13.46
4	Vandana Bajaj	13,19,668	13.45
5	Jaya Bajaj	13,19,774	13.45
6	Sneha Jatia	51,139	0.52
7	Radhika Jatia	54,909	0.56
8	Varun Bajaj	51,062	0.52
9	Arnav Bajaj	49,001	0.50
10	A K Bajaj HUF	42,912	0.44
11	V K Bajaj HUF	32,745	0.33
12	Amrit Corp Limited	16,81,373	17.13
13	Amrit Agro Industries Limited	2,82,738	2.88
14	NSK Home Products PrivateLtd.	41,313	0.42
15	A K Bajaj Investment Pvt Ltd	9,29,322	9.47
16	Mahesh Kumar Ratra	4	0.00
	Total	98,14,159	100.00

- 3.4.5 ABCPL holds 10,62,578 Equity Shares of the Company as on date of the DPA. The directors of the ABCPL, other than who are also the members of the Promoter Group of the Company, do not hold any Equity Shares of the Company.
- 3.4.6 The key financial information of the ABCPL, based on its audited consolidated financial statements for the financial years ending, March 31, 2019, March 31, 2020 and March 31, 2021, and unaudited but limited review for period ended December 31, 2021 is set out below

Particulars	December 31, 2021 (unaudited limited review)	FY 2020-21 (audited)	FY 2019-20 (audited)	FY 2018-19 (audited)
me	8,405.95	17,339.06	5,202.01	7,611.55

(Amount in Indian Rupees lakh)

Particulars	December 31, 2021 (unaudited limited review)	FY 2020-21 (audited)	FY 2019-20 (audited)	FY 2018-19 (audited)
Profit/(Loss) for the year before Share of Profit from associates & Tax	2,392.20	5,996.87	(1,792.85)	170.94
Share of profit from associate	637.48	748.86	(290.64)	317.36
Profit/(Loss) for the year after Share of Profit from associates	3,029.68	6,745.74	(2,083.49)	488.30
Profit/(Loss) After Tax	2,744.30	5,707.34	(1,474.27)	573.15
Total Comprehensive Income/ (Loss)	2,395.02	5,723.11	(1,535.94)	544.58
Equity Share Capital	860.21	953.14	955.17	955.17
Other Equity	29,197.07	27,295.82	23,391.84	25,526.70
Non-Controlling interests	1,205.05	665.63	-	-
Non-Current Liabilities	1,544.36	1,645.27	83.17	1428.75
Current Liabilities	2,536.19	3,867.92	3,656.03	6,031.78
Total Equity and Liabilities	35,342.88	34,427.78	28,086.21	33942.40
Non- Current Assets	30,826.51	28,383.64	24,900.77	29,987.06
Current Assets	4,516.37	6,044.14	3,185.44	3,955.34
Non current asset held for sale	=	-	-	-
Total Assets	35,342.88	34,427.78	28,086.21	33942.40

Nine month period ended	Financial year ended March					
Dec-21	2021	2020	2019			
30,170.46	28,089.83	24,359.06	26,439.01			
31.90	60.39	(15.43)	6.00			
31.90	60.39	(15.43)	6.00			
-	75%	10%	25%			
9.10%	20.32%	(6.05%)	2.17%			
350.73	294.71	255.02	276.80			
	30,170.46 31.90 31.90 - 9.10%	Dec-21   2021   30,170.46   28,089.83   31.90   60.39   31.90   60.39   - 75%   9.10%   20.32%	Period ended   Financial year ended			

The key illiancial ratios, mentioned herein above, have been computed as under.					
Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) - Revaluation reserve – OCI				
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding				
Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares				
Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period / year				
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth				

(Source: Certificate dated March 15, 2022 issued by Vishwas Tripathi, Parther V Shahi Tripathi & Co Chartered Accountants (Firm Registration Number: 000262N))

- Consolidated Contingent Liabilities of ABCPL outstanding as on December 31, 2021 is ₹5,558.44 Lakhs. These contingent liabilities are disputed value added tax demands which are pending adjudication at different appellate forums/courts.
- 3.5 A.K. Bajaj Investment Private Limited (A.K. Bajaj Investment)
- 3.5.1 A.K. Bajaj Investment Pvt. Ltd. was incorporated on March 28, 1980 as private company under Companies Act 1956. The registered office of the A.K. Bajaj Investment is located at 56 Model Town Ghaziabad U.P. 201009 India.
- 3.5.2 A.K. Bajaj Investment is a non banking finance company ("NBFC"), registered with the Reserve Bank of India vide. Registration No. 1200110. It is engaged in the non banking finance activities.
- 3.5.3 Pursuant to order dated 7.12.2021, passed by Hon'ble NCLT, Allahabad, another group NBFC i.e. V.K. Bajaj Investment Pvt. Ltd. was amalgamated with A.K. Bajaj Investment. Consequent to amalgamation, all the assets and liabilities of V.K. Bajaj Investment Pvt. Ltd. have been transferred and vested in A.K. Bajaj Investment w.e.f. April 01, 2021.
- 3.5.4 Ashwini Kumar Bajaj, Vandana Bajaj and Jagdish Chand Rana, are the directors of the A.K. Bajaj Investment. The issued and paid up share capital of the A.K. Bajaj Investment is ₹1,91,70,100 comprising of 1,91,701 ordinary shares of face value of ₹100/- each.
- 3.5.5 Shareholding Pattern of A.K. Baiai Investment as on date of the DPA is set out below:

SI. No.	Name of the Shareholders	No. of Shares	Holding (%age)
1	Shri Naresh Kumar Bajaj	4,895	2.55%
2	Shri Ashwini Kumar Bajaj	11,971	6.24%
3	Shri Vikram Kumar Bajaj	14,868	7.76%
4	Smt. Vandana Bajaj	11,972	6.25%
5	Smt. Jaya Bajaj	14,868	7.76%
6	A K Bajaj HUF	3,646	1.90%
7	Smt. RadhikaJatia	2,166	1.13%
8	Smt. SnehaJatia	773	0.40%
9	Shri Arnav Bajaj	2,833	1.48%
10	Shri Varun Bajaj	1,005	0.52%
11	Amrit Banaspati Company Private Limited	1,15,484	60.24%
12	M/s NSK Home Products Private Limited	7,220	3.77%
	Total	1,91,701	100.00%

- 3.5.6 A.K. Bajaj Investment holds 1,65,693 Equity Shares of the Company as on date of the DPA. The directors of the A.K. Bajaj Investment other than who are also the members of the ny, do not hold any Equity Shares of the Company
- 3.5.7 The key financial information of the A.K. Bajaj Investment, based on its audited standalone financial statements for the financial year ended March 31, 2021, Match 31, 2020 and March 31, 2019, and certified financials by Chartered Accountant for the period ended December 31, 2021 is set out below:

(Amount in Indian Rupees lakh)

Particulars	December 31, 2021 (certified by auditor)	(audited)	FY 2019-20 (audited)	FY 2018-19 (audited)
Total income	141.23	104.22	84.72	256.43
Profit/(Loss) Before Tax	106.02	93.97	25.68	97.95
Profit/(Loss) After Tax	101.44	88.24	33.11	87.11
Total Comprehensive Income/(Loss)	-	-	-	-
Equity Share Capital	191.70	83.44	83.44	83.44
Other Equity	1,760.16	725.09	636.85	603.74
Minority Interests	-	-	-	-
Non- Current Liabilities	441.81	6.09	66.05	76.90
Current Liabilities	2.79	0.80	0.80	0.63
Total Equity and Liabilities	2,396.46	815.42	787.14	764.71
Non- Current Assets	2124.61	617.21	608.64	555.95
Current Assets	271.85	198.21	178.50	208.76
Non current asset held for sale	-	-	-	_
Total Assets	2,396.46	815.42	787.14	764.71

Nine month period ended	Financial year ended Mar		March 31
Dec-21	2021	2020	2019
1951.86	808.53	720.29	687.18
52.92	105.76	39.68	104.40
52.92	105.76	39.68	104.40
-			-
5.20%	10.91%	4.60%	12.68%
1,018.18	969.03	863.27	823.59
	month period ended Dec-21 1951.86 52.92 52.92 - 5.20%	month period ended         Financial           Dec-21         2021           1951.86         808.53           52.92         105.76           52.92         105.76           -         -           5.20%         10.91%	month period ended         Financial year ended           Dec-21         2021         2020           1951.86         808.53         720.29           52.92         105.76         39.68           52.92         105.76         39.68           -         -         -           5.20%         10.91%         4.60%

The key financial ratios, mentioned herein above, have been computed as under:

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Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) -Revaluation reserve – OCI		
Basic Earning Per Shares	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding		
Diluted Earning Per Share	Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares		
Book Value per share	Net worth / Number of Equity Shares outstanding at the end of the period/ year		
Return on Net Worth (%)	Net Profit / (Loss) after Tax / Net worth		

(Source: Certificate dated March 15, 2022 issued by Vishwas Tripathi, Parther V Shahi Tripathi & Co Chartered Accountants (Firm Registration Number: 000262N)

Total inco

- 3.5.8 Contingent Liabilities of A.K. Bajaj Investment, outstanding as on December 31, 2021 is nil. 3.6 Neither the Acquirers nor any member of the Promoter Group of the Company has sold any Equity Shares of the Company during the 6 (six) months preceding the date of the meeting of the Board i.e., February 07, 2022, wherein the Delisting Offer was approved. Further, the Acquirers and other members of the Promoter Group have undertaken not to sell the Equity Shares of the Company during the delisting period (as defined in Regulation 2(1)(K) of the Delisting Regulations in accordance with Regulation 30(5) of the Delisting Regulations.
- Neither the Acquirers nor any member of the Promoter Group of the Company has been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992.
- The Acquirers hereby invite all the Public Shareholders of the Company to bid in accordance with the book building process of BSE and on the terms and subject to the conditions set out herein, and / or in the Letter of Offer, all of their Offer Shares.
- The Acquirers have, as detailed in paragraph 20 of this DPA, made available all the requisite funds necessary to fulfil the obligations of the Acquirers under the Delisting Offer.
- Amrit Corp. Limited ("ACL" or "the Company") was incorporated as a public limited company on 29th March, 1940 in the name of Amrit Banaspati Company Limited (ABCL), under the provisions of Indian Companies' Act VII of 1913. The Equity Shares of the Company were listed on Bombay Stock Exchange Ltd. (BSE Ltd.) in the year 1941. The name of the Company was changed from Amrit Banaspati Company Limited to Amrit Corp. Limited in the year 2007 pursuant to a Scheme of Arrangement wherein demerger of the edible oils and paper businesses into two separate entities was approved by jurisdictional High Courts of Allahabad, Delhi and Chandigarh, which came into force on 23rd June, 2007. The Registered Office of the Company is now situated at CM/28 (First Floor), Gagan Enclave, Amrit Nagar, G.T.Road, Ghaziabad - 201009 (U.P.) and Corporate Office is situated at A-95, Sector-65, NOIDA – 201309 (U.P.). The Corporate Identification Number of the Company is L15141UP1940PLC000946, Tel.: 0120-4506900/11;

Fax: 0120-4506910; E-mail: info@amritcorp.com and website: www.amritcorp.com Pursuant to the Scheme of Arrangement, the paid-up capital of the Company was restructured and reduced to ₹32,13,231 of ₹10/- each aggregating to paid-up value of ₹321.32 lakhs. The Company was relisted with BSE Ltd. with restructured paid-up capital of ₹321.32 lakhs on 21.09.2007 (Code:507525) and ISIN ofthe equity shares is INE866E01026.

In the year 2020-21, the Company offered buy-back of 1,75,000 equity shares of ₹10/- each at a price of ₹825.00/- per Equity Share through the tender offer route using stock exchange mechanism in terms of SEBI (Buy-back of Securities) Regulations, 2018. Upon completion of the buy back in August, 2020, the equity shares bought back were extinguished and the paid-up capital of the Company was reduced to 30,38,231 Equity Shares of ₹10/- each aggregating to paid-up value of ₹303.82 lakhs.

The Company after demerger in 2007 had two segments of business viz. Dairy Milk/ Milk Products and Real Estate. The Company established facility for processing of UHT milk and other dairy products viz. Soft Serve Mix, Ice Cream Mix, Instant Dessert Mix, Milk Shake Mix, Whip Mix etc. for supply to quick service restaurants (QSRs) and cafes. A few products (UHT Milk, Flavoured Milk, Fresh Cream, etc.) are supplied in the open market. As regards real estate business, the Company developed a 16-acre township named as 'Gagan Enclave' at Ghaziabad which is completely inhabited and sold-off by the Company. Besides the Dairy business, the Company has deployed surplus funds by way of investment in various financial instruments.

4.3 As on the date of this DPA the members of the Board are:

**BACKGROUND OF THE COMPANY** 

Name, Address and DIN	Designation as on date of Public Announcement	Date of Initial Appointment	No of Equity Shares Held as on April 08, 2022
Naresh Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) <b>DIN</b> : 00026221	Chairman & Managing Director	29/09/1983	54,447
Ashwini Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) <b>DIN:</b> 00026247	Managing Director	30/07/1992	1,47,086
Vikram Kumar Bajaj 56, Model Town, Ghaziabad-201001 (UP) <b>DIN:</b> 00026236	Non Executive Director	03/03/2006	1,47,238
Girish Narain Mehra House No. 217, Sector 15A, Noida-201301 <b>DIN</b> : 00059311	Non Executive Director	21/05/2003	Nil
Kuttalam Rajagopalan Ramamoorthy 519, 8 <sup>th</sup> Cross Road, J.P. Nagar III Phase, Bangalore-560078 <b>DIN</b> : 00058467	Independent Director	12/08/2014	129
Mohit Satyanand House No. S-349, Panchsheel Park, New Delhi-110 017 DIN: 00826799	Independent Director	12/08/2014	500
Sundeep Agarwal 23, Loni Road, Mohan Nagar, Ghaziabad-201007 (UP) DIN: 00056690	Independent Director	27/05/2014	500
Sujal Anil Shah 701, Mayfair Kumkum, Next to Bank of India, S.V., Andheri West, Mumbai-400 058 <b>DIN</b> : 00058019	Independent Director	24/02/2015	Nil
Ketaki Sood 77, Jor Bagh, New Delhi-110003 DIN: 00904653	Independent Director	24/02/2015	Nil

4.4 A brief summary of the financial performance of the Company, as derived from the audited standalone financial statements of the Company: (a) for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 and for the nine months period ended December 31, 2021 (unaudited limited review), prepared in accordance with the Indian Accounting Standards ("Ind AS"), are set out as below:

(Amount in Indian Rupees lakh)

	Nine month period ended	Financial year ended March 31		ded
Profit and Loss Statement	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
Income from Operations	4,166.86	3,658.41	7,424.68	6,811.09
Other Income	2,307.02	3,383.27	(262.47)	1,052.72
Total Income	6,473.88	7,041.68	7,162.21	7,863.81
Total Expenditure (Excluding Depreciation & Interest)	4,526.54	4,545.36	7,609.56	6,574.85
Profit before Depreciation, Interest and Tax	1,947.34	2,496.32	(447.35)	1,288.96
Depreciation	190.92	246.85	224.23	168.88
Interest	29.65	18.80	29.14	77.14
Profit before Tax	1,726.77	2,230.67	(700.72)	1,042.94
Provision for Tax	272.69	590.81	(441.43)	(95.79)
Profit After Tax	1,454.08	1,639.86	(259.29)	1,138.73

(Amount in Indian Rupees lakh)

	Nine month Financial year ended period ended March 31			ided
Balance Sheet	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
Sources of Funds				
Paid up Share Capital	303.82	303.82	321.32	321.32
Reserves and Surplus (excluding revaluation reserves)	20,270.66	19,038.97	19,453.47	20,215.66
Net Worth	20,547.98	19,321.76	19,755.43	20,507.68
Non-Current Liabilities - Borrowings	80.16	74.90	88.93	85.82
Other non-current Financial Liabilities	537.62	-	35.35	-
Other non-current Liabilities	160.30	536.95	105.49	92.06
Current Liabilities - Borrowings	2,761.32	99.79	40.00	8.80
Trade payables	185.58	111.99	129.59	137.51
Other current Financial Liabilities	240.70	224.27	221.98	188.20
Other current Liabilities	109.34	75.39	161.14	155.17
Total	24,649.50	20,466.08	20,557.27	21,204.54
Uses of Funds				
Net Fixed Assets	2,144.48	2,095.66	1,995.60	1,675.56
Capital Work in Progress	0.80	25.22	674.60	78.64
Investments	19,430.28	15,276.85	14,730.60	17,106.05
Other non-current Financial assets	70.69	69.17	268.74	61.45

	Nine month period ended	Financial year ended March 31			
Balance Sheet	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)	
Other non-current assets	620.43	726.32	1,056.96	581.30	
Inventories	816.39	571.12	784.50	509.78	
Trade receivables	362.72	266.52	233.86	229.22	
Cash and cash equivalents	109.57	303.44	77.62	185.67	
Other current Financial assets	1,087.16	1,143.41	717.39	805.65	
Other current assets	71.27	52.66	81.69	35.51	
Total	24,713.79	20,530.37	20,621.56	21,268.83	

	Nine month period ended	Financial year ended March 31		
Other relevant information	Dec-21 (unaudited limited reviewed)	2021 (audited)	2020 (audited)	2019 (audited)
Networth (₹ in lakh)	20,547.98	19,321.76	19,755.43	20,507.68
Earnings per share				
Basic (In ₹)	47.86	52.91	(8.07)	35.44
Diluted (In ₹)	47.86	52.91	(8.07)	35.44
Dividend %	-	75%	50%	70%
Return on net worth	7.08%	8.49%	(1.31%)	5.55%
Book value per share (In ₹)	676.31	635.95	614.82	638.23

The key financial ratios, mentioned herein above, have been computed as under

The key michigal ratios, mentioned herein above, have been compated as under-			
Equity Share Capital + Other Equity (Reserves and Surplus) -Revaluation reserve – OCI			
Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding			
Net Profit / (Loss) after Tax Attributable to Equity Share holders / Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares			
Net worth / Number of Equity Shares outstanding at the end of the period/ year			
Net Profit / (Loss) after Tax / Net worth			

(Source: Certificate dated March 15, 2022 issued by Rishi Mittal, Partner Mukesh Aggarwa. & Co. Chartered Accountants (Firm Registration Number: 011393N))

PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY As of the date of the DPA, the authorized share capital of the Company is INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of INR 10 (Indian Rupees ten only) each and 50,00,000 Redeemable Cumulative Preference shares of ₹10/- each. The paid-up share capital of the Company is INR 3,03,82,310 (Indian Rupees three crore three lakh eighty two thousand three hundred and ten only) comprising of 30,38,231 (thirty lakhs thirty eight thousand two hundred and thirty one only) Equity Shares having face value of INR 10 (Indian Rupees ten only) each. As on the date of this DPA, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures / preference shares or employee stock options etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the Promoters and Promoter Group are not subject to any statutory lock-in. The Company also does not have any partly paid up shares outstanding. Neither the Promoters nor any other persons who qualify as members of the Promoter Group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the book building process as part of the Delisting Offer.

The capital structure of the Company as on the date of the DPA is as follows:

Paid-up Equity Shares of Company	No. of Equity Shares / Voting Rights	% of Share Capital / Voting Rights
Fully paid up Equity Shares	30,38,231	100%
Partly paid Up Equity Shares	NIL	NA
Total paid up Equity Shares	30,38,231	100%
Total voting rights in Company	29,59,067*	100%

\*Out of total paid up Equity Shares, 79,164 Equity Shares are held by Investor Protection and Education Fund, which has no voting rights

5.3 The shareholding pattern of the Company, as on April 08, 2022 is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
Promoter Group	22,65,424	74.56
Clearing Members	128	0.00
Financial Institutions / Banks	151	0.00
Foreign Institutional Investor	Nil	0
Foreign Portfolio Investors (Corporate)	Nil	0
Alternate Investment Funds	Nil	0
Investor Education and Protection Fund	79,164	2.61
Insurance Companies	Nil	0
Mutual Funds	125	0.00
NBFCs Registered With RBI	Nil	0
Non-Resident Indians	1,390	0.05
Other Bodies Corporate	5,007	0.16
Public	6,86,842	22.62
Total	30,38,231	100

5.4 The aggregate shareholding of the Acquirers with person acting in concert and other members of the Promoter Group of the Company and of the directors of the Acquirers and persons who are in control of the Company, as on April 08, 2022 is as under:

Shareholders	Category	No. of Equity Shares	% Shareholding
Naresh Kumar Bajaj	Acquirer	54,447	1.79
Varun Bajaj	Promoter Group	2,295	0.08
Sneha Jatia	Promoter Group	12,546	0.41
Sunita Mor	Promoter Group	1,189	0.04
Radhika Jatia	Promoter Group	13,659	0.45
Vikram Kumar Bajaj	Acquirer	1,47,238	4.85
Jaya Bajaj	Promoter Group	1,21,119	3.99
Ashwini Kumar Bajaj	Acquirer	1,47,086	4.84
Anuradha Gupta	Promoter Group	1,545	0.05
Vandana Bajaj	Promoter Group	1,21,271	3.99
Arnav Bajaj	Promoter Group	3,814	0.13
Amrit Agro Industries Ltd.	Promoter Group	2,52,127	8.30
AK Bajaj Investment Pvt. Ltd.	Acquirer	1,65,693	5.45
Amrit Banaspati Company Pvt. Ltd.	Acquirer	10,62,578	34.97
Navjyoti Residency Pvt. Ltd.	Promoter Group	1,58,817	5.23
Total		22,65,424	74.56

ANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

The Equity Shares of the Company are currently listed and traded on BSE Limited. 6.2 As on the date on which the Stock Exchange was notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022 ("Reference Date"), the Equity Shares of the Company are infrequently traded in terms of Regulation 2(1)(j) of the

SEBI Takeover Regulations. 6.3 The Acquirers are seeking to delist the Equity Shares of the Company from the BSE and BSE pursuant to letter dated April 13, 2022 has granted "in-principle" approval to the

6.4 No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting. 6.5 Any application for listing made in future by the Company after the aforementioned period n respect of delisted Equity Shares shall be deemed to be an application for fresh listing

of such Equity Shares and shall be subject to the then prevailing laws relating to listing of equity shares of unlisted companies. The Acquirers propose to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the "Acquisition Window Facility" or "Offer to Buy (OTB)"), conducted in accordance with the

terms of the Delisting Regulations and the SEBI Circulars (defined below).

LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF THE COMPANY

The most likely post-delisting shareholding assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to a successful completion of the Delisting Offer in terms of the Delisting Regulations shall be as follows

Particulars	No. of Equity Shares	% of Fully Paid up Share Capital of the Company
Promoter and Promoter Group	30,38,231	100.00
Public	0	0.00
Total	30.38.231	100.00

MANAGER TO THE DELISTING OFFER

The Acquirers have appointed Inga Ventures Private Limited as "Manager to the Delisting

Inga Ventures Private Limited 1229, Hubtown Solaris, N.S.Phadke Marg, Opp. Telli Galli, Andheri (E), Mumbai, Maharashtra, 400069 **Tel. No.**: +91 22 68540808

Fax No.: +91 022 26816020 Email: amrit.delisting@ingaventures.comContact Person: Kavita Shah SEBI Registration No.: INM000012698 Validity Period: Permanent

CIN: U67100MH2018PTC318359

9.1 The Acquirers have appointed MAS Services Limited as "Registrar to the Delisting Offer" MAS Services Ltd.

T-34, 2nd Floor, Okhla Industrial Area Phase II, New Delhi - 110020

REGISTRAR TO THE DELISTING OFFER

Tel. No.: 011-26387281/82/83; Fax: 011-26387284;

Contact person: N.C. Pal; Email: investor@masserv.com Website: www.masserv.com;

SEBI Registration Number: INR000000049;

CIN: U74899DL1973PLC006950.

DETAILS OF THE BUYER BROKER

10.1 The Acquirers have appointed ITI Securities Broking Ltd. having its office at Unit No. 2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013 as the stock broker of the Acquirers ("Buyer Broker"). Tel. No. +022-40273600; Email: kvashist@itiorg.com, Contact Person: Kuldeep Vashist

STOCK EXCHANGE DATA REGARDING THE COMPANY

- 11.1 As mentioned in paragraph 6.2, as on the Reference Date, the Equity Shares of the Company are infrequently traded on BSE in terms of Regulation 2(1)(j) of the Takeover
- 11.2 The high, low and average market prices in the preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the DPA and the corresponding volumes, on BSE are as follows:

Period	High <sup>(1)</sup> (INR)	Date of High <sup>(2)</sup>	Number of Equity Shares traded on that date	Low <sup>(1)</sup> (INR)	Date of Low <sup>(2)</sup>	Number of Equity Shares traded on that date	Average Price <sup>(1)</sup> (INR)	Number of Equity Shares traded in the period
			Precedir	ng 3 (thi	ree) Years			
Financial Year 2018-19	1900	May 04, 2018	235	510.05	February 20, 2019	26	1097.39	44,512
Financial Year 2019-20	810	February 12, 2020	303	491	December 16, 2019	299	611.91	1,25,324
Financial Year 2020-21	825	August 24 2020	37	581	May 11, 2020	333	713.67	16,943
	ı	I	Precedir	ng 6 (six	c) Months		1.	
October 2021	1095	October 19, 2021	604	741	October 01, 2021	77	872.40	4,208
November 2021	1132.80	November 09, 2021	3325	730	November 22, 2021	146	873.22	7,334
December 2021	897	December 06, 2021	359	756.05	December 17, 2021	51	821.84	2,628
January 2022	953	January 28, 2022	56	775.60	January 10, 2022	74	844.02	5,298
February 2022	929	February 04, 2022	4	801	February 24, 2022	113	869.96	4,098
March 2022	925	March 14, 2022	38	822.2	March 14, 2022	38	886.58	1,809

(1) High and low price for the period are based on intra-day prices and average price is based on average of closing price (2) In case where the same price falls on two or more days, the day with the highest traded

shares is considered

12 DETERMINATION OF THE FLOOR PRICE

12.1 The Acquirers propose to acquire the Equity Shares of the Company from the Public Shareholders pursuant to the book building process established in terms of Schedule II of the Delisting Regulations.

12.2 The Equity Shares of the Company are currently listed and traded on the Stock Exchange The scrip code and the security ID of the Company on BSE are "507525" and "AMRITCORP", respectively.

12.3 The trading turnover during the twelve calendar months preceding the calendar month of the Reference Date based on the trading volume of the Equity Shares on Stock Exchange during the period from January 01, 2021 to December 31, 2021 (12 (twelve) calendar months preceding the month of the Reference Date) is as under

Stock Exchange	Total Traded Volumes	Total (weighted average) number of Equity Shares outstanding during the period	Annualized trading turnover (as a percentage of the total number of shares outstanding) (%)
BSE	34,543	3038231	1.14%

12.4 As on the Reference Date, as mentioned in paragraph 6.2 above, the Equity Shares of the Company are not frequently traded on BSE in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations.

12.5 As required under Regulation 15(2) of the Delisting Regulations, the floor price of the Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI Takeover Regulations, as may be applicable. As per the Explanation to Regulation 15(2) of the Delisting Regulations, the Reference Date for computing the floor price would be the date on which the recognized stock exchanges were notified of the board meeting in which the delisting proposal would be considered, i.e., January 25, 2022. 12.6 In terms of Regulation 8 of the SEBI Takeover Regulations, the floor price shall be the

higher of the following:

(a)	The highest negotiated price per Share of the Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
(b)	The volume weighted average price paid or payable for acquisitions, whether by the Acquirers or by any person acting in concert with him, during the fifty-two weeks immediately preceding the Reference Date.	Not Applicable
(c)	The highest price paid or payable for any acquisition, whether by the Acquirers or by any person acting in concert with him, during the twenty six weeks immediately preceding the Reference Date.	Not Applicable
(d)	The volume-weighted average market price of such Shares for a period of sixty trading days immediately preceding the Relevant Date, as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded.	Not Applicable
(e)	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager to the Delisting Offer 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	INR <b>812.00</b> *
(f)	The per share value computed under Regulation 8(5) of the SEBI Takeover Regulations, if applicable	Not Applicable

Chartered Accountants, (FRN:123111W) (Pawan Poddar, Proprietor, membership no. 113280) (FRN: 001075N). 12.8 The Floor Price was notified to the Stock Exchange as part of the Initial Public Announcement

Source: Certificate dated January 25, 2022 issued by M/s Pawan Poddar & Associates,

dated January 25, 2022.

13 DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE

The Acquirers propose to acquire the Offer Shares pursuant to the book-building process through an acquisition window facility, i.e., separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the stock exchange mechanism, conducted in accordance with the terms of the Delisting Regulations.

13.2 All Public Shareholders can tender their Offer Shares during the Bid Period as set out in paragraphs 16.1 and 21 of the Detailed Public Announcement.

13.3 The minimum price per Offer Share payable by the Acquirers for the Offer Shares pursuant to the Delisting Offer, shall be determined in accordance with the Delisting Regulations and will be the price at which the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaches 90% (ninety percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations, pursuant to the reverse book building process in the manne specified in Schedule II of Delisting Regulations, which shall not be lower than the Floor Price ("Discovered Price").

13.4 The Acquirers indicated their willingness to accept equity shares of the Company tendered in the Delisting Offer at a Floor price of INR 812.00 (Indian Rupee Eight Hundred and Twelve only). The Floor Price should in no way be construed as:

a) A ceiling or maximum price for the purposes of the book building process and the public shareholders are free to tender the equity shares of the Company held by them at any

- An obligation/ restriction on the Acquirers to accept the equity shares of the Company tendered in the Delisting Offer at a price higher than the Floor Price
- 13.5 The Acquirers are under no obligation to accept the Discovered Price, if it is higher than the
- Floor Price. The Acquirers may, at their discretion:
- Accept the Discovered Price;
- Offer a price higher than the Discovered Price; or
- Offer a Counter Offer Price.
- 13.6 The "Exit Price" shall be:
  - The Discovered Price, if accepted by the Acquirers; a) A price higher than the Discovered Price, if offered by the Acquirers at their discretion b)
  - The Counter Offer Price offered by the Acquirers at their discretion which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations.
- 13.7 The Acquirers shall announce the Discovered Price and their decision to accept or reject the Discovered Price, the Counter Offer Price, and / or the Exit Price, as applicable, in the same newspapers in which the DPA is published, in accordance with the timetable set out in paragraph 21 of the DPA.
- 13.8 Once the Acquirers announce the Exit Price, the Acquirers will acquire, subject to the terms and conditions set out in the DPA and the Letter of Offer of the Delisting Offer, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered and ensure that: (i) In case Exit Price being more than Face Value but equal to or less than the Floor Price, the payment shall be made through the secondary market settlement mechanism; or (ii) In case the Exit Price is higher than the Floor Price, the payment shall be made within 5 working days from the date of the public announcement as specified in paragraph 13.7 of this DPA The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- 13.9 If the Acquirers does not accept the Discovered Price, then the Acquirers may, at its sole discretion, make a counter offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirers shall ensure compliance with the provisions of the Delisting Regulations in accordance with the timelines specified in Schedule IV of the Delisting Regulations.
- 13.10 If the Acquirers do not accept the Discovered Price of the Delisting Regulations and does not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the Delisting Regulation or the Delisting Offer fails in terms of Regulation 23 of the Delisting
  - a) the Acquirers will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
  - the Acquirers, through the Manager to the Delisting Offer, will within 2 working days of closure of the Bid Period (as defined below) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where this DPA has been published:
  - No final application for delisting shall be made before the Stock Exchange;
  - The lien on the Equity Shares tendered/ offered in terms of the Schedule II or Schedule IV of the Delisting Regulations as the case may be shall be released to such Public Shareholder(s) (i) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of the Equity Shares as provided under Regulation 21 (a) of the Delisting Regulations are not tendered/ offered; (ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers, (iii) in accordance with Schedule IV of the Delisting Regulations if a counter offer has been made by the Acquirer.
  - The Acquirers will bear all the expenses relating to the Delisting Offer.
  - 99% of the amount lying in the Escrow Account shall be released to the Acquirers within 1 (one) working day from the date of the public announcement of failure of the Delisting Offer, and the balance 1% shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Delisting Offer.
  - The Acquirers shall not make another delisting offer until the expiry of six months (i) from the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of Equity Shares as provided under Regulation 21(a) of the Delisting Regulations are not tendered/ offered; (ii) from the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through reverse book building process is rejected by the Acquirers; (iii) from the date of making public announcement for the failure of counter offer as provided under Schedule IV of the Delisting Regulations;
  - The Escrow Account (as defined below) opened in accordance with Regulation 14 of the Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of the Delisting Regulations.

# MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING

- The acquisition of Equity Shares by the Acquirers pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon: 14.1 The Acquirers deciding in their sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price. or offering a Counter Offer Price which, pursuant to acceptance and / or rejection by Public Shareholders, results in the shareholding of the Acquirers along with the members of the Promoter Group of the
- Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations. It may be noted that notwithstanding anything contained in the Detailed Public Announcement, the Acquirers reserve the right to accept or reject the Discovered Price if it is higher than the
- 14.2 A minimum number of 4,68,984 Offer Shares being tendered at or below the Exit Price prior to the closure of Bid Period (as defined below) i.e., on the Bid Closing Date (as defined below) so as to cause the cumulative number of Equity Shares held by the Acquirers together with other members of the Promoter Group of the Company (as on date of this DPA taken together with the Equity Shares acquired through the Acquisition Window Facility or OTB to be equal to or in excess of 27,34,408 Equity Shares constituting 90% (ninety percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations ("Minimum Acceptance Condition")
- 14.3 The Acquirers will obtain requisite statutory approvals, if any, required for the delisting as stated in paragraph 22 of the DPA; and meet the conditions set out in Regulation 21 of the Delisting Regulations.
- 14.4 There being no amendments to the Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory / statutory authority / body or order from a court or competent authority which would in the sole opinion of the Acquirers, prejudice the Acquirers from proceeding with the Delisting Offer. Provided that withdrawal of the Delisting Offer on this count shall be subject to the receipt of regulatory approvals, if any, as may be required for the same.

## ACQUISITION WINDOW FACILITY

- Pursuant to the Delisting Regulations, the Acquirers are required to facilitate tendering of the Equity Shares by the Public Shareholders of the Company and the settlement of the same, through the stock exchange mechanism provided by SEBI. SEBI, vide its circular dated April 13, 2015 on 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting' and its circular dated December 9, 2016 on 'Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities' (the "SEBI Circulars") sets out the procedure for tendering and settlement of Equity Shares through the Stock Exchange (the "Stock Exchange Mechanism").
- 15.2 Further, the SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars Pursuant to the SEBI Circulars, the Stock Exchange have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange
- 15.3 The Acquirers have chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange ("Designated Stock Exchange").
- 15.4 The Acquirers has appointed the following as the its broker for the Delisting Offer trough whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made ("Buyer Broker"):

## ITI Securities Broking Ltd

Address: Unit No. 2002, A Wing, Naman Midtown, Elphistone Road, Mumbai-400013 Tel. No. +022-40273600

Contact Person: Kuldeep Vashist Email: kvashist@itiorg.com.

15.5 The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period (as defined below) and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period

# DATES OF OPENING AND CLOSING OF BID PERIOD

- All the Public Shareholders holding Equity Shares are eligible to participate in the book building process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares pursuant to the book building process (the "Bid Period") shall commence on Monday, April 25, 2022 (the "Bid Opening Date") and close on April 29, 2022 (the "Bid Closing Date") during the normal trading hours on or before the Bid Closing Date. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where this Public Announcement is published
- 16.2 The Public Shareholders should note that the Bids (as defined below) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 16.3 The Public Shareholders should submit their Bids through stock brokers registered with BSE ("Seller Member"). Thus. Public Shareholders should not send Bids to Company / Acquirers/ Manager to the Delisting Offer / Registrar to the Delisting Offer.
- 16.4 Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirers pursuant to the book building process. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period Downward revision of the Bids shall not be permitted.
- 16.5 A letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of "Bids" (the "Letter of Offer") will be dispatched as indicated in paragraph 21 of this DPA.

## PROCEDURE FOR TENDERING AND SETTLEMENT

- During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during norma trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.
- 17.2 The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirers will be dispatched to the Public Shareholders by the Acquirers whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on

- the records of the respective depositories at the close of business hours on the Specified Date (as indicated in paragraph 21 of this DPA). For further details on the schedule of activities, please refer to paragraph 21 of this DPA.
- 17.3 In the event of an accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address given in paragraph 9 of this DPA, clearly marking the envelope "Amrit Corp. Limited - Delisting Offer". Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the websites of the Stock Exchange i.e., www.bseindia.com, or, from the website of the Registrar to the Offer, at www.masserv.com.
- 17.4 The Delisting Offer is open to all Public Shareholders of the Company holding Equity Shares of the Company in dematerialized form or physical form
- 17.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public Shareholders through their respective stock brokers who are registered with BSE during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares in dematerialized form.
- 17.6 The Company will not accept any Equity Shares offered for delisting offer which are under any restraint order of a court for transfer/sale of such shares
- 17.7 Procedure to be followed by Public Shareholders holding Offer Shares in dematerialized form
- a) Public Shareholders who desire to tender their Offer Shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Member by indicating the details of the Offer Shares they intend to tender under the Delisting Offer. The Public Shareholders should not send Bids to the Company/Acquirers, Manager to the Delisting Offer / the Registrar to the Delisting Offer.
- The Seller Member would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange.
- The Seller Member would be required to tender the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation and a lien shall be marked against the Equity Shares of the Public Shareholder and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular/ notice that will be issued by BSE/Clearing Corporation before the Bid Opening Date.
- In case, the Public Shareholders' demat Account is held with one depository and clearing member pool and Clearing Corporation accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demat account at source depository during the Bid Period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Public Shareholders at source depository to clearing member Clearing Corporation account at target depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfer from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholders demat account shall be provided by the target depository to the Clearing Corporation
- For custodian participant orders for Equity Shares in dematerialized form, early pay-in is mandatory prior to confirmation of the relevant order by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any modification to an order shall be deemed to revoke the custodian confirmation relating to such order and the revised order shall be sent to the custodian again for confirmation.
- Upon placing the Bid, a Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Bid ID No., DP ID, Client ID, No. of Equity Shares tendered and price at which the Bid was placed.
- The Clearing Corporation will hold in trust the Offer Shares until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- The Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not be limited to):
  - (i) Duly attested power of attorney, if any person other than the Public Shareholder has signed the Bid Form;
  - (ii) Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
  - (iii) In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions)
  - (iv) IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED. After the lien is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding system, the Public Shareholders holding Equity Shares in dematerialised form have successfully tendered the Equity Shares in the Delisting Offer.
  - (v) 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. Further, Public Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Offer Shares tendered by them.
- In case of non-receipt of the Letter of Offer / Bid Form, Public Shareholders holding Equity Shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, client ID number, DP name / ID, beneficiary account number and number of Equity Shares tendered for the Delisting Offer. Public Shareholders will be required to approach their respective Seller Member and have to ensure that their bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.

## 17.8 Procedure to be followed by Public Shareholders holding Offer Shares in physical

- a) All the Public Shareholders holding the Equity Shares in physical form shall note that in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, all the Public Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in the Detailed Public Announcement / Letter of Offer.
- The Public Shareholders who hold Offer Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out including as below:
  - original share certificate(s);
  - valid share transfer form(s) (i.e. SH-4) duly filled and signed by the transferors (i.e. by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/ bank manager under their official seal as per form ISR-2 which is available at the website of company amritcorp.com and RTA www.masserv.com;
  - iii. self-attested permanent account number ("PAN") card copy (in case of joint holders. PAN card copy of all transferors):
  - iv. Bid Form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares;
- v. As per SEBI circular dated 03/11/2021 reference no. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 "Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination, it shall be mandatory for all holders of physical securities in listed company to furnish the following documents / details to the RTA; a) PAN and other KYC details by submitting form ISR 1: b) Nomination (for all eligible folios) through Form SH - 13 as provided in the Rules 19(1) of Companies (Shares capital and debentures) Rules, 2014 or Declaration to Opt-out, as per Form ISR-3, available on website of company at www.amritcorp.com and RTA at www.masserv.com.
- vi. any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
- vii. Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer,
- if applicable, and viii. FATCA and CRS forms for individual/Non individual shareholders.
- Based on the documents mentioned in paragraph (b) above, the concerned Seller Member shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange. Upon placing the Bid, the Seller Member will provide a TRS generated by the Exchange Bidding System to the Public Shareholder. The TRS will contain the details of order submitted like Folio No., Certificate No.. Distinctive No.. No. of the Equity Shares tendered, price at which the bid was placed, etc. Upon placing the Bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as folio no., certificate no., distinctive no., no. of Offer Shares tendered and the price at which the Bid was placed.
- The Seller Member/ Public Shareholder should ensure the documents (as mentioned in this paragraph 17.8 (b) of this DPA) above are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 9 of this DPA) within 2 (two) days of bidding by the Seller Member. The envelope should be marked as "Amrit Corp. Limited - Delisting Offer"
- Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirers shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the Stock Exchanges shall display such Bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids it will be treated as 'confirmed bids'. Bids of Public Shareholders whose original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA) along with TRS are not received by the Registrar to the Offer 2 (two) days after the Bid Closing date shall liable to be rejected.
- In case of non-receipt of the Letter of Offer/ Bid Form, Public Shareholders holding Offer Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio no., share certificate no., no. of Offer Shares tendered for the Delisting Offer and the distinctive nos. thereof, enclosing the original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this DPA). Public Shareholders will be required to approach their respective Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
- (as mentioned in this paragraph 17.8 (b) of this DPA) until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations

The Registrar to the Offer will hold in trust the share certificate(s) and other documents

All documents as mentioned above, shall be enclosed with the valid Tender Form, failing which the Equity Shares tendered will be liable for rejection. The Equity Shares

- shall be liable for rejection on the following grounds amongst others: (i) there is a name mismatch in the Folio of the Public Shareholder; or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, May 02, 2022 (by 5 p.m.); or (iv) If the share certificates of any other company are enclosed with the Tender Form instead of the share certificates of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid; or (vi) If the Public Shareholders place a bid but the Registrar does not receive the physica Equity Share certificate; or (vii) In the event the signature in the Tender Form and Form SH-4 do not match the specimen signature recorded with Company or Registrar.
- 17.9 If the Public Shareholders do not have any stock broker registered with BSE, then that Public Shareholders can approach any stock broker registered with BSE and can make a bid by using quick unique client code ("UCC") facility through that stock broker registered with BSE after submitting the information/documents as may be required by the stock broker to be in compliance with the applicable SEBI regulations and the requirements of BSE. In case the Public Shareholder is not able to bid using quick UCC facility through any other stock broker registered with BSE, then the Public Shareholder may approach Buyer Broker viz. ITI Securities Broking Limited, to bid by using quick UCC facility, after submitting the information/ documents as may be required by the Buyer Broker to be in compliance with the applicable SEBI regulations and the requirements of BSE.
- 17.10 The Public Shareholders should note that the bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirers or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a Seller Member as the bids can be entered only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.
- Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of the Detailed Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market 1 (one) day before the Bid Closing Date will not be accepted Any such request for withdrawal or upward revision should not be made to the Company Acquirers / Registrar to the Delisting Offer / Manager to the Delisting Offer.
- 17.12 The cumulative quantity tendered shall be made available on BSE's website www.bseindia.com throughout the trading session and will be updated at specific intervals during the Bid Period.
- 17.13 The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
- 17.14 Public Shareholders holding Offer Shares under multiple folios are eligible to participate in
- 17.15 In terms of Regulation 22(4) of the Delisting Regulations, the Acquirers are entitled (but not obligated) to make a counter offer at the Counter Offer Price, at its sole and absolute discretion. The Acquirer shall ensure compliance with the provisions and the timelines provided in Schedule IV of the SEBI Delisting Regulations ('Counter Offer'). The counter offer is required to be announced by issuing a public announcement of counter offer ("Counter Offer PA") within 2 working days of the Bid Closing Date. The Counter Offer PA will contain *inter alia* details of the Counter Offer Price, the book value per Equity Share, the revised schedule of activities and the procedure for participation and settlement in the counter offer. In this regard, Public Shareholders are requested to note that, if a counter offer is made:
  - a. All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per paragraph 17.15(b) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the Counter Offer at the Counter Offer Price.
  - Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the Counter Offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholder through their respective Seller Member through whom the original bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
  - Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the Counter Offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.

#### METHOD OF SETTLEMENT

- Upon finalization of the basis of acceptance as per the Delisting Regulations:
- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 18.2 For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation and subsequently Clearing Corporation will make direct funds payout to respective Public Shareholder's bank account linked to its demat account. If Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to the respective client. For the Offer Shares acquired in physical form, the Clearing Corporation will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders
- 18.3 If the Exit Price is more than the Floor Price , then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made through the secondary market settlement mechanism and if the Exit Price is more than the Floor Price, then the payment of consideration towards the Equity Shares accepted under the Delisting Offer shall be made within 5 (five) working days from the date of the public announcement under Regulation 17(4) of the SEBI Delisting Regulations.
- 18.4 In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.
- The Equity Shares acquired in the demat form would be transferred directly to the der escrow account opened by the Acquirer with ITI Securities Broking Ltd. ("Demat Escrow Account"), on receipt of the Equity Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. Subsequently, post completion of all the formalities / compliances by the Acquirer on the closure of the Delisting Offer the Equity Shares in the Demat Escrow Account will be transferred to the Acquirer's demat account. In case of the Equity Shares acquired in the physical form, the same will be transferred to the Acquirer demat account by the Registrar to the Delisting Offer on completion of all the compliances by the Acquirer in the Delisting Offer and until then, such Equity Shares shall remain under the custody of the Registrar to the Delisting Offer.
- 18.6 Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the Clearing Corporation by the Target Company or the Registrar to the Delisting Offer. On receipt of the same, Clearing Corporation will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the Clearing Corporation.
- In the case of Inter Depository, Clearing Corporation will cancel the unaccepted Equity Shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Target Company or the Registrar to the Delisting Offer. Post receiving the IDT message from target depository, source depository will cancel/release lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid Equity Shares from Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- The Seller Member would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirers for the Offer Shares accepted under the Delisting Offer.
- Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction).
- 18.10 If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of ten per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirer or was caused due to circumstances beyond the control of Acquirer, SEBI may grant waiver from the payment of such interest.

## PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

- The Public Shareholders may submit their Bids to the Seller Member during the Bid Period. Additionally, once the Equity Shares have been delisted from the Stock Exchanges, the Public Shareholders whose Offer Shares have not been acquired by the Acquirers (the "Residual Shareholders") may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 1 (one) year following the date of the delisting of the Equity Shares from the Stock Exchanges ("**Exit Window**"). A separate offer letter in this regard will be sent to these Residual Shareholders explaining the procedure for tendering their Offer Shares. Such Residual Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.
- The Acquirers shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 of the SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same

## **DETAILS OF THE ESCROW ACCOUNT**

The consideration payable under the Delisting Regulations, the Floor Price of ₹812.00/-(Indian Rupees Eight Hundred and Twelve Only) per Equity Share of the Company multiplied by the number of Offer Shares, i.e., 7,72,807 (seven lakhs seventy two thousand eight hundred seven only), is ₹62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy Five lakhs, Nineteen Thousand, Two hundred and eighty four only) ("Escrow Amount").

कोणतीही व्यक्ती ज्यांना सदर फ्लॅटच्या संदर्भात वरीलसदर गहाळ मूळ शेअर प्रमाणपत्राकरिता कोणतेही हक, नामधिकार, हितसंबंध, धारणाधिकार, प्रतिज्ञा, गहाण किंवा अन्य काही असल्यास ते या सूचनेच्या प्रसिद्धीपासून १५ दिवसांच्या आत निम्नस्वाक्षरीकारंना त्यांच्या दाव्यांच्या पुष्ठचर्थ दस्तावेजीय पूराव्यासह दाखल करावेत.वर दिलेल्या मुदतीत जर दावे प्राप्त झाले नाहीत, तर सोसायटी प्रतिलीपी शेअर प्रमाणपत्र जारी करण्याकरिता मुक्त असेल आणि त्याकरिता जबाबदार राहणार नाहीत

नितेश के सिंग यांच्याकडन वकील उच्च न्यायालय

आरएच/प्लॉट क्र. ६२, आशियाना, सेक्टर-२, कोपरखैरणे, नवी मुंबई-४०० ७०९. ०९८१९०७५००२/०९९३००२०७९९/nkslegal@hotmail.com/nksinglaw@gmail.com



### सिटी युनियन बँक लिमिटेड

क्रेडीट रिकव्हरी ॲण्ड मॅनेजमेंट डिपार्टमेंट प्रशासकीय कार्यालय : क्र. २४-बी, गांधी नगर, कुंबकोणम-६१२ ००१, **ईमेल आयडी :** crmd@cityunionbank.in फोन: ०४३५-२४३२३२२, फॅक्स: ०४३५-२४३१७४६

### सरफैसी ॲक्ट २००२ अन्वये पुनर्निविदा-नि-लिलाव विक्री सूचना

खालील मिळकत/ती या **सिटी युनियन बँक लिमिटेड** कडे गहाण आहेत त्या कर्जदार/हमीदार **क्र. १) श्री.** तुलसी हरिलाल उमरानी, श्री. हरिलाल गंगाजी उमरानी यांचा मुलगा, ए/३, घारोंदा सीएचएस, कोपर क्रॉस रोड, शास्त्री नगर, बीएमसी हॉस्पिटल मागे, डोंबिवली (पश्चिम), ठाणे ४२१२०२. क्र. २) श्री. रजनिकांत हरिलाल उमरानी, श्री. हरिलाल गंगाजी उमरानी यांचा मुलगा, ए/३, घारोंदा सीएचएस कोपर क्रॉस रोड, शास्त्री नगर, बीएमसी हॉस्पिटल मागे, डोंबिवली (पश्चिम), ठाणे ४२१२०२. क्र. ३) अल्का रजिनकांत उमरानी, रजिनकांत हरिलाल उमरानी यांच्या पत्नी, ए/३, घारोंदा सीएचएस, कोपर क्रॉस रोड, शास्त्री नगर, बीएमसी हॉस्पिटल मागे, डोंबिवली (पश्चिम), ठाणे ४२१२०२. यांचेकडून २४.०१.२०२२ रोजीस रु. २७,२२,४४२/ - (रुपये सत्तावीस लाख बावीस हजार चारशे बेचाळीस मात्र) सह एकत्रित २५.०१.२०२२ पासून ते प्रभारीत होणारे पुढील व्याज आणि इतर खर्च, बँकेकडे इतर थकबाकीच्या वसुलीकरिता सरफैसी ॲक्ट, २००२ अंतर्गत सिक्युरिटी इंटरेस्ट (एन्फोर्समेंट) रूल्स, २००२ च्या नियम ८(६) व ९ अंतर्गत बँकेच्या प्राधिकृत अधिकाऱ्यांद्वारे निविदा-नि-जाहीर लिलावाने विकण्यात येणार आहे.

#### आमच्या बँकेकडे गहाण असलेली स्थावर मिळकत (श्री. तुलसी हरिलाल उमरानी, श्री. हरिलाल गंगाजी उमरानी यांचा मुलगा यांच्या मालकीची मिळकत)

आझादे गोलवली, तालूका कल्याण, ठाणे जिल्हा येथे स्थित सीटीएस क्र. १७५९, १७७८, १७७९, १७८० आणि १७८१ वसंत हाईट्स नावे ज्ञात इमारतीमध्ये दुसऱ्या मजल्यावर फ्लॅट क्र. २०५, मोजमापित ६२० चौ.फू. बिल्ट अपचे सर्व ते भाग आणि विभाग. मिळकतीचे सीमाबद्ध: पूर्व: रोड, पश्चिम: इमारत, उत्तर: इमारत, दक्षिण: इमारत

> \_\_\_ राखीव किंमत : रु. २३,००,०००/-पुनर्लिलावाचा तपशील

पुनर्निविदा नि लिलाव विक्रीची तारीख

१२.०५.२०२२

ठिकाण सिटी युनियन बँक लिमिटेड, मुंबई-डोंबिवली शाखा, शॉप क्र. १, २, ३ आणि ४, श्री स्नेहा अपार्टमेंट, प्लॉट क्र. ११, अरुणोदय सीएचएसएल, महात्मा फुले रोड, स्वामी विवेकानंद स्कूल जवळ, डोंबिवली पश्चिम, ठाणे ४२१ २०२

दूर. ०२५१-२४०५६८१, सेल क्र. ९३२५००७४२८.

#### निविदा-नि-लिलाव विक्रीच्या अटी आणि शर्ती :

(१) इच्छुक बोलीदाराने लिलावाकरिता व्यक्तिश: हजर राहणे आणि व्यक्तिश: सहभागी होणे आणि तो/ती स्वतः र्भार पुराण करीता बोलि करीत असल्याची लेखी घोषणा करणे आवश्यक आहे. (२) इच्छुक बोलीदार व्यवस्थापक, सिटी युनियन बँक लिमिटेड, डॉबिवली शाखा, दुकान क्र. १, २, ३ आणि ४, श्री स्नेहा अपार्टमेंट, प्लॉट क्र. ११, अरुणोदय सीएचएसएल, महात्मा फुले रोड, स्वामी विवेकानंद स्कूल जवळ, डोंबिवली पश्चिम, ठाणे ४२१२०२ यांचेकडून निविदा प्रपत्र प्राप्त करू शकतात. (३) इच्छुक बोलीदाराने याद्वारे अधिसूचित केल्यानुसार निविदा-नि-लिलाव विक्रीच्या तारखेस दु.१२.०० वा. किंवा पूर्वी ''सिटी युनियन बँक लिमिटेड'' च्या नावे काढलेल्या राखीव किंमतीच्या १०% च्या इअरकरिता पे ऑर्डर/डिमांड ड्राफ्टसह एकत्रित प्राधिकृत अधिकारी, सिटी युनियन बँक लिमिटेड यांच्या नावे मोहोरबंद लिफाप्यात्नच फक्त विहित निवेदा प्रपत्रातून त्यांच्या बोली सादर करणे आवश्यक आहे. (४) मिळकतीचे निरीक्षण आणि इतर तपशिलाकरिता इच्छुक खरेदीदार <mark>टेलिफोन क्र. ०२५१-२४०५६८१, सेल क्र. ९३२५००७४२८</mark> वर संपर्क करू शकतात. (५) मिळकत /ती ''जे आहे जेथे आहे'' आणि ''जे आहे जसे आहे'' तत्त्वाने विकण्यात येतील. (६) मोहोरबंद निविदा याद्वारे अधिसूचित केल्यानुसार निविदा-नि-लिलाव विक्रीच्या तारखेस **दु. ०२.०० वा. इ**च्छुक बोलीदारांच्या उपस्थितीत उघडण्यात येतील. विक्री बंद निविदेच्या मार्गाने होणार असली तरीही प्राधिकृत अधिकारी त्यांच्या स्वत:च्या निर्देशाने निविदा लिलाव प्रक्रिया बंद होतेवेळी प्राप्त एकापेक्षा उच्चतम बोलीचा प्रस्ताव देण्यास इच्छक बोलीदारांच्या दरम्यान खुला लिलाव करतील आणि त्यानंतर उच्चतम बोली करणाऱ्या व्यक्तीला विक्री निश्चित करण्यात येईल. तथापि, विक्री, सिटी युनियन बँक लिमिटेडच्या निश्चितीच्या अधीन राहील. (७) यशस्वी बोलीदाराने विक्री पूर्ण झाल्यानंतर त्वरित विक्री रकमेच्या २५% (भरलेली इअर धरून) आणि ७५% ची उर्वरित रक्कम विक्री निश्चितीच्या तारखेपासून **१५ दिवसांत** जमा करणे आवश्यक आहे, कसूरवार ठरल्यास अगोदर जमा केलेली २५% रक्कम जप्त करण्यात येईल. (८) विक्री प्रमाणपत्र हे येथील विहित कालावधीत संपूर्ण विक्री मोबदला प्राप्त झाल्यानंतर फक्त यशस्वी खरेदीदाराच्या नावे प्राधिकत अधिकाऱ्यांद्वारे जारी करण्यात येईल. (९) यशस्वी खरेदीदाराने कायद्यानुसार प्रयोज्य मुद्रांक शुल्क, नोंदणी प्रभार इ. असे अभिहस्तांतरणाकरिता देय प्रभार/शुल्क भरायचे आहेत. (१०) यशस्त्री बोलीदाराने काही असल्यास सांविधिक थकबाकी (कायदेशीर घराचा कर, वीज प्रभार आणि अन्य थकबाकी), टीडीएस, जीएसटी काही असल्यास, शासन, शासकीय उपक्रम, स्थानिक मंडळाची थकबाकी भरायची आहे. (११) प्राधिकृत अधिकाऱ्यांकडे कोणतेही कारण न देता बोली स्वीकारणे किंवा नाकारणे किंवा विक्री पुढे ढकलणे किंवा रद्द करण्याचे सर्व अधिकार राहतील.

ठिकाण : कुंबकोणम, दिनांक : १३.०४.२०२२ प्राधिकृत अधिकारी नोंद. कार्यालय : १४९, टी.एस.आर. (बीग) स्ट्रीट, कंबकोणम, थंजावूर जिल्हा,

तामिळनाडू - ६१२ ००१, **सीआयएन -** एल६५११०टीएन१९०४पीएलसी००१२८७ टेलिफोन क्र. ०४३५-२४०२३२२, फॅक्स : ०४३५-२४३१७४६, वेबसाईट : www.cityunionbank.com

#### राष्ट्रीय कंपनी विधी न्यायाधिकरणात न्यायालय क्र. v, मुंबई खंडपीठ कंपनी याचिका क्र. २०७ सन २०२१

कंपनी अधिनियम, २०१३ च्या कलम ६६ आणि इतर प्रयोज्य तरतुदी आणि त्या अंतर्गत स्थापित नियमांच्या प्रकरणात

फेअरफिल्ड ॲटलस लिमिटेडच्या भाग भांडवल कपातीच्या प्रकरणात फेअरफिल्ड ॲटलस लिमिटेड,

सीआयएन: य३४३०एमएच१९९०पीएलसी०५५३०० } ... याचिकाकर्ता सूचना याद्वारे देण्यात येते की, संपूर्णभरणा झालेल्या प्रत्येकी रु. १०/- च्या २,७३,२०,५४० समभाग समाविष्ट रु. २७,३२,०५,४०० (रुपये सत्तावीस कोटी बत्तीस लाख पाच हजार चारशे मात्र) गसून प्रत्येकी रु. १०/- च्या २,६८,७५,१२१ समभाग समाविष्ट रु. २६,८७,५१,२१० (रुपये सव्वीस कोटी सत्याऐंशी लाख एकावण्ण हजार दोनशे दहा मात्र) पर्यंत वरील नावाच्या कंपनीच्या भांडवलाची कपात निश्चित करणारा दिनांक ०९ मार्च, २०२२ रोजीचा राष्ट्रीय कंपनी विधी न्यायाधिकरण, मुंबई खंडपीठाचा आदेश आणि वरील अधिनियमांद्वारे आवश्यक विविध तपशील बदलानुसार वरील कंपनीच्या भाग भांडवलाच्या संदर्भात दर्शविलेला न्यायाधिकरणाद्वारे मंजूर केलेला वृत्तांत सदर बारा एप्रिल, २०२२ रोजी कंपनी प्रबंधक मुंबई यांनी नोंदवला आहे.

. सदर दिनांक चौदा एप्रिल, २०२२ फेअरफिल्ड ॲटलस लिमिटेडकरिता

.. सही/- . पंद्धरीनाथ पाटील कंपनी सचिव नभासदत्व क्र. ए५७२४९

### डाईश बँक एजी

# जोडपत्र Ⅳ (नियम ८(१)) कब्जा सूचना

ज्याअर्थी, निम्नस्वाक्षरीकारांनी डॉईश बँक चे प्राधिकृत अधिकारी या नात्याने सिक्युरिटायझेशन अँड रिकन्स्ट्रक्शन ऑफ फायनान्त्रिअल ॲसेट्स अँड एन्फोर्समेंट ऑफ सिक्युरिटी इंटरेस्ट ॲक्ट, २००२ अन्वये आणि कलम १३(९२) सहवाचता सिक्युरिटी इंटरेस्ट (एन्फोर्समेंट) रुल्स, २००२ च्या नियम ९ अन्वये प्राप्त अधिकारांचा वापर करून दिनांक ११–११–२०२१ रोजी एक मागणी सूचना जारी करून कर्जदार **मे. जुगहेड्स हॉटेल्स ॲण्ड** रेस्टॉरन्ट्स प्रा. लि./डिलेअर सिंग अजमानी/ परमजीत कौर अजमानी/ जसविंदर कौर अजमानी/ गुरविंदर सिंग अजमानी ह्यांना सूचनेत दिलेल्या रु. ८,२५,७२,७४७.५४/- (रुपये आठ कोटी पंचवीस -**लाख बहात्तर हजार सातशे सत्तेचाळीस आणि चौपन्न पैसे मात्र)** २ नोव्हेंबर, २०२१ रोजी प्रमाणे थकबाकी मुद्दल, थकबाकी (उपर्जित उशिरा प्रभार समाविष्टीत) द्वारे आणि त्यावरील व्याज या रकमेची परतफेड सदर पूचनेच्या प्राप्तीच्या तारखेपासून ६० दिवसात करण्यास सांगितले होते.

... कमेची परतफेड करण्यात कर्जदार असमर्थ ठरल्याने, याद्वारे कर्जदार आणि सर्वसामान्य जनतेला सूचना देण्यात येते की. निम्नस्वाक्षरीकारांनी खालील वर्णन केलेल्या मिळकतीचा सांकेतिक कब्जा त्यांना सदर ॲक्टच्या कलम १३(४) सहवाचता सदर ॲक्टच्या नियम ९ अन्वये त्यांना/तिला प्राप्त अधिकारांचा वापर करून सदर **१२ एप्रिल,** 

विशेषत: कर्जदार आणि सर्वसामान्य जनतेला याद्वारे इशारा देण्यात येतो की, मिळकतीशी व्यवहार करू नये व मिळकतीशी केलेला कोणताही व्यवहार डॉईश बॅंकेच्या रु. ८,२५,७२,७४७.५४/- (रुपये आठ कोटी पंचवीस लाख बहात्तर हजार सातशे सत्तेचाळीस आणि चौपन्न पैसे मात्र) आणि त्यावरील व्याज या

#### स्थावर मिळकतीचे वर्णन

कमर्शियल मिळकतीचे सर्व ते भाग आणि विभाग समाविष्टीत आयटी कार्यालय युनिट क्र. ३, १ला मजला, ए विंग, टाईम्स स्केअर, अंधेरी कुर्ला रोड, अंधेरी पूर्व, मुंबई-४०००६९, मोजमापित ३९४५ चौ.फूट चटई क्षेत्र च्यासह तळ मजल्या अंतर्गत वरील बेसमेंट वरील ६ कार पार्किंग क्षेत्र क्रमांक १७१, १७२, १७३, १७४, १७५ आणि १७६ चे लाभ.

**दिनांकः** १५ एप्रिल. २०२२ प्राधिकृत अधिकारी, डॉईश बँक ए.जी. ठिकाणः मुंबई



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#### सूचना

याद्वारे सूचना देण्यात येते की, कंपनीच्या संचालक मंडळाची सभा ३१ मार्च, २०२२ रोजी संपलेल्या तिमाही आणि वर्षाकरिता लेखापरिक्षित अलिप्त आणि एकत्रित वित्तीय निष्कर्ष इतर बाबीसह विचारात घेणे आणि ३१ मार्च, २०२२ रोजी संपलेल्या वित्तीय वर्षाकरिता कंपनीच्या समभाग शेअर्सवरील अंतिम लाभांश काही असल्यास शिफारस करण्यासाठी कंपनीच्या नोंदणीकृत कार्यालयात बुधवार, २७ एप्रिल, २०२२ रोजी घेण्यात येणार आहे.

> हिंदुस्तान युनिलिव्हर लिमिटेडकरिता देव बाजपाई

राजेश संगम

कार्यकारी संचालक, लिगल ॲन्ड दिनांक : १३ एप्रिल, २०२२ कॉर्पोरेट अफेअर्स ॲन्ड कंपनी सचिव

ठिकाण : मुंबई डीआयएन:०००५०५१६/एफसीएस क्र. एफ३३५४ सदर सूचना कंपनीचे संकेतस्थळ <u>www.hul.co.in</u> वर इन्व्हेस्टर रिलेशन्स सेक्शन येथे आणि कॉर्पोरेट अनाऊंसमेंट सेक्शन <u>www.nseindia.com</u> आणि <u>www.bseindia.com</u> येथे देखील उपलब्ध आहे

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लेखी स्वरूपात १५ दिवसात कार्यालया प्लॉट क्र. २४ सर्व्हे क्र. ७२/७४ भाग क्र. आका १०६३ चौ. मीटर गाव वालीव ता. वसई जिल्ह

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## जाहीर सूचना

याद्वारे जाहिररीत्या जनतेला सूचना देण्यात येत आहे की, आमच्या ग्राहकांनी सामोपचार केला आहे आणि जिमनीचा खंड ( सर्व बोजाविरहित स्पष्ट आणि विक्री योग्य मालकी हक्कासह) खरेदी करण्यास सहमती दर्शविली आहे. ज्याचे अधिक विशेषत: **पहिल्या अनुसूची** आणि **दसऱ्या अनुसूची** मध्ये वर्णन केले आहे (**'मालमत्ता'**) आणि त्या उद्देशासाठी, **'आर्क बिल्डर्स अँड डेव्हलपर्स**' (**'विक्रेता'**) च्या मालमत्तांचे ते एकमेव मालक असल्याचा दाव्यासाठी त्यांच्या मालकीहक्काची आम्ही तपासणी आणि पड़ताळणी करीत आहोत. जी भारतीय भागीदारी कायदा, १९३२ अंतर्गत नोंदणीकृत भागीदारी फर्म असन २०६, दुसरा मजला, गोयल शॉपिंग आर्केड, एस. व्ही. रोड, बोरिवली (पश्चिम), मुंबई-४०००९२ येथे त्यांचे कार्यालय आहे.

विक्रेता आणि/किंवा मालमत्तांच्या विरूद्ध किंवा त्यांच्या संदर्भात कोणताही दावा असलेल्या कोणत्याही आणि सर्व व्यक्ती (विशेषत: **पहिल्या अनुसूची** आणि **दुसऱ्या अनुसूचीत** येथे नमृद केले आहे) किंवा याच्या कोणत्याही भागासह, ज्यात त्यांच्या विकास हक्क, डेव्हेलपर्मेंट मॅनेजर, एम.सी.जी.एम ला या गलमत्तांचे हस्तांतरण, मालमत्तेमुळे उद्भवणारा टी.डी.आर∕एफ.एस.आय, किंवा कोणत्याही देवाणघेवाण, तारण (न्याय्य किंवा अन्यथा), भेटवस्तू, ट्रस्ट, विक्री, वारसाप्राप्त संपत्ति, कौटुंबिक व्यवस्था, विकास हक्क, देखभाल, वसीहत, ताबा, भाडेपट्टी, भाडेकरार, परवाना, धारणाधिकार, प्रभार, दावा, प्रतिज्ञा, भागीदारी, हमी, सुलभता (मार्गाच्या अधिकारासह), कर्ज, आगाऊ रक्कम, पर्यायी करार, इयर मार्कींग, मनाई हुकूम किंवा प्रलंबित खटला, किंवा कोणत्याही स्वरूपाचे (लिखित किंवा तोंडी असो) कोणतेही करार कोणत्याही प्रकारचे किंवा कसेही असो किंवा कोणतेही संयुक्त उपक्रम करार किंवा इतर कोणतीही जप्ती, किंवा कोणत्याही हुकुम, आदेश किंवा पुरस्कारांतर्गत जी कोणत्याही यायालय, न्यायाधिकरण, महसूल किंवा वैधानिक प्राधिकरण किंवा लवादी यांनी पास केलेली आहे, प्रिस्क्रिप्शनचा किंवा प्री-एम्प्शन यांचा अधिकार किंवा अन्यथा कसेही असले तरी त्यांनी **मेसर्स स्ट्रटेज लॉ पार्टनर्स**, वकील आणि सॉलिसिटर्स, यांच्या ८१/८२, ८वा मजला, सी-विंग, मित्तल कोर्ट, नरीमन पॉईंट, मंबई -४०००२१ येथील कार्यालयात प्रकाशनाच्या १५ (पंधरा) दिवसांच्या कालावधीत सर्व समर्थन देणाऱ्या दस्तुऐवजांच्या प्रमाणित सत्य प्रतींसह हे सचित करण्याची विनंती केली जात आहे. असे ा केल्यास, अशा व्यक्तीचे/व्यक्तींचे कोणतेही आणि सर्व दावे किंवा आक्षेप माफ केले गेले आहेत आणि/किंवा त्यांचा परित्याग केला गेलेला आहे असे मानले जाईल.

#### 'प<u>हिली अनुसूची</u>'

गाव बोरिवली, तालुका बोरिवली येथे सध्या बृहन्मुंबई, मुंबई उपनगर जिल्हा, देवीदास लेन, मुंबई-४०००९२ येथील स्थित सी.टी.एस क्रमांक ४१०असलेल्या, शेत जिमनीचे सर्व तुकडे आणि भाग सुमारे मोजमापीत १४०५.७ चौरस मीटर आणि सर्वे क्रमांक १२७/१/बी मध्ये आणि त्याचा भाग बनलेल त्यावर उभ्या असलेल्या संरचना/गाळ्यांसह आणि ज्याच्या सीमा खालील प्रमाणे आहेत

**पूर्वेला किंवा पूर्वेकडे:** एकसर गावातील सिद्धी सदन कॉलनीच्या मालकीचा सर्वे क्रमांक २०० . हेस्सा क्रमांक ४ ( भाग ), सर्वे क्रमांक २०० एच १ भाग : एकसर गाव आणि अंशत: मंडपेश्वर रस्त्याचा सर्वे क्रमांक १९९ एच २. ३ व ४. सर्वे क्रमांक २७० सर्वे क्रमांक १९८ व सर्वे क्रमांक २६९ :

पश्चिमेला किंवा पश्चिमेकडे: संपूर्ण एकसर गाव आणि वल्लभनगर कॉलनीच्या मालकीचा सर्वे क्रमांक २०० एच १ भाग, सर्वे क्रमांक १९८ एच १, सर्वे क्रमांक २०१ एच १, ३ आणि ४, बोरिवली मधील मोंगीभाई मोरारजी यांच्या मालकीचा सर्वे क्रमांक ५७/४; **दक्षिणेला किंवा दक्षिणेकडे :** बोरिवली येथील दामोदर गोपाल म्हात्रे यांच्या मालकीचा सर्वे क्रमांक

१२७ एच २, बोरिवली येथील रामनारायण रामसरन तिवारी यांच्या मालकीच्या सर्वे क्रमांक ६० एच २, एकसर गावातील वायु देवता मंदिराच्या मालकीचा सर्वे क्रमांक २०२(भाग), एकसर गावातील 🛮 बांगडी कारखान्याच्या मालकीचा सर्वे क्रमांक १९८ एच ४ आणि मंडपेश्वर रस्त्याकडन वायदेवता मंदिराच्या दिशेने देवीदास रोड म्हणून ओळखला जाणारा अंशत: अस्तित्त्वात असलेला रस्ता;

**उत्तरेला किंवा उत्तरेकडे:** संपूर्ण एकसर गावातील सिद्धी सदन कॉलनीच्या मालकीचा सर्वे क्रमांक १६६ एच ३ भाग, सर्वे क्रमांक १९९ एच १ भाग, संपर्ण एकसर गाव आणि वल्लभ नगर कॉलनीच्या नालकीचा सर्वे क्रमांक क्रमांक २०० एच १ भाग, सर्वे क्रमांक १९८ एच १, सर्वे क्रमांक २०१ एच १, ३ आणि ४, बोरिवली येथील मोंगीबाई मोरारजींच्या मालकीचा सर्वे क्रमांक ५७/४.

#### 'दूसरी अनुसूची'

गाव एकसर, तालुका बोरिवली येथे सध्या बृहन्मुंबई, मुंबई उपनगर जिल्हा, देवीदास लेन, मुंबई-४०००९२ येथील स्थित सी.टी.एस क्रमांक १३८७/७, सर्वे क्रमांक २०२ (भाग) असलेल्या, जिमनीचे सर्व तुकडे आणि भाग सुमारे मोजमापीत १०८५.७ चौरस मीटर व त्यावर उभ्या असलेल्य . संरचना/गाळ्यांसह आणि ज्याच्या सीमा खालील प्रमाणे आहेत:

पूर्वेला किंवा पूर्वेकडे सीटिएस क्रमांक १३८७/८ पश्चिमेला किंवा पश्चिमेकडे सीटिएस क्रमांक ४०९ आणि ४९७डी दक्षिणेला किंवा दक्षिणेकडे : सीटिएस क्रमांक ४११ आणि ४१२ उत्तरेला किंवा उत्तरेकडे

दिनांक : १५.०४.२०२२ स्थान: मुंबई

श्री भाविन गडा भागीदार

मेसर्स स्टटेज लॉ पार्टनस

वकील आणि सोलीसीटर्स

## जाहीर नोटीस

या नोटीसद्वारे कळविण्यात येते की, गांव मौजे पेल्हार, तालुका वसई, जिल्हा पालघर, येथील सर्व्हे नं. २१४, हिस्सा नं. १/८, क्षेत्र ५.०२.०० आर.चौ.मी., अशी मिळकत माझे अशिल श्री. हिमेश रमेश दाधिया व श्री. रमेश जयलाल दाधिया यांच्या मालकी कब्जा वहिवाटीची आहे. सदर मिळकतीत बांधकाम करण्याची परवानगी मिळणेकामी माझे अशिलांनी वसई-विरार शहर महानगरपालिका कार्यालयात अर्ज केलेला आहे मटर बाबत कोणत्याही व्यक्तीची वा संस्थेची कोणत्याही प्रकारची तकार वा हरकत असल्यास १४ दिवसांच्या आत योग्य त्या कागदपत्रकांसह लेखी पुराव्यानिशी पत्ता. ऑफिस नं. २४४ रिलायबल बिल्डींग, चंदन नाका, आचोळे रोड, नालासोपारा (पुर्व), जि. पालघर, या पत्यावर सही/

ॲड. आशिष जे. मिश्रा

### जाहीर नोटीस

या नोटीसद्वारे कळविण्यात येते की, गांव मौजे पेल्हार, तालुका वसई, जिल्हा पालघर, येथील सर्व्हे नं. २१४/१/५, क्षेत्र. ४.०९.०० आर.चौ.मी. २१४/२/२, क्षेत्र ०.५१.०० आर.चौ.मी., आणि सर्व्हे नं. २१५/६/३, क्षेत्र. ०.४२.०० आर.चौ.मी. एक्ण क्षेत्र ५.०२.०० आर.चौ.मी., अशी मिळकत माझे अशिल श्री. योगेश रमेश दाधिया व श्री. भावेश रमेश दाधिया यांच्या मालकी कब्जा वहिवारीची आहे. सदर मिलकतीत बांधकाम करण्याची परवानगी मिळणेकामी माझे अशिलांनी वसई-विरार शहर महानगरपालिका कार्यालयात अर्ज केलेला आहे. सदर बाबत कोणत्याही व्यक्तीची वा संस्थेची कोणत्याही प्रकारची तक्रार वा हरकत असल्यास १४ दिवसांच्या आत योग्य त्या कागदपत्रकांसह, लेखी पुराव्यानिशी पत्ता. ऑफिस नं. २४४, रिलायबल बिल्डींग, चंदन नाका, आचोळे रोड, नालासोपारा (पुर्व), जि. लिघर, या पत्यावर कळवावे.

> सही/ ॲड. आशिष जे. मिश्रा



### सिटी युनियन बँक लिमिटेड

क्रेडीट रिकव्हरी ॲण्ड मॅनेजमेंट डिपार्टमेंट प्रशासकीय कार्यालय: क्र. २४-बी. गांधी नगर. कुंबकोणम-६१२ ००१, **ईमेल आयडी :** crmd@cityunionbank.in फोन: ०४३५-२४३२३२२, फॅक्स: ०४३५-२४३९७४६

### सरफैसी ॲक्ट २००२ अन्वये पुनर्निविदा-नि-लिलाव विक्री सूचना

लि मिळकत/ती या **सिटी युनियन बँक लिमिटेड** कडे गहाण आहेत त्या कर्जदार/हमीदार **क्र. १) श्री. जिग** जिनिकांत उमरानिया, श्री. जिनिकांत उमरानिया यांचा मुलगा, ए-३, घरोंडा सीएचएस, कोपर क्रॉस रोड. बीएमसी हॉस्पिटल मागे, शास्त्री नगर, डॉबिवली (पश्चिम) – ४२१२०२. क्र. २) सौ. हिमानी तुलसीदास पेत्रोदा (लग्नानंतर सौ. हिमानी जिगर रजनिकांत उमरानिया), श्री. जिगर रजनिकांत उमरानिया यांचा मुलगा ए-३, घरोंडा सीएचएस, कोपर क्रॉस रोड, बीएमसी हॉस्पिटल मागे, शास्त्री नगर, डोंबिवली (पश्चिम) ४२१२०२. यांचेकडून २४.०१.२०२२ रोजीस रु. २२,८४,४३७/– (रुपये <mark>बावीस लाख चौऱ्याऍशी हजार चारशे</mark> सदतीस मात्र) सह एकत्रित २५.०१.२०२२ पासून ते प्रभारीत होणारे पुढील व्याज आणि इतर खर्च, बँकेकडे इतर थकवाकीच्या वसुलीकरिता सरफैसी ॲक्ट, २००२ अंतर्गत सिक्युरिटी इंटरेस्ट (एन्फोर्समेंट) रूल्स, २००२ च्या नियः ८(६) व ९ अंतर्गत वैंकेच्या प्राधिकृत अधिकाऱ्यांद्वारे निविदा-नि-जाहीर लिलावाने विकण्यात येणार आहे.

#### आमच्या बँकेकडे गहाण असलेली स्थावर मिळकत (श्री. जिगर रजनिकांत उमरानिया, श्री. रजनिकांत उमरानिया यांचा मुलगा यांच्या मालकीची मिळकत)

। । झादे गोलवली, तालूका कल्याण, ठाणे जिल्हा येथे स्थित सीटीएस क्र. १७५९, १७७८, १७७९, १७८० आणि १७८१ वसंत हाईट्स नावे ज्ञात इमारतीमध्ये ७ व्या मजल्यावर फ्लॅट क्र. ७०६, मोजमापित ५७५ चौ.फू. बिल्ट अप क्षेत्र (५३.४

चौ.मीटर्स) चे सर्व ते भाग आणि विभाग. मिळकत	निचे सीमाबद्धः पूर्वः रोड, पश्चिमः इमारत, उत्तरः इमारत, दक्षिणः इमारत
	मत : रु. २१,००,०००/ – ये एकवीस लाख मात्र)
पून	र्लिलावाचा तपशील
पुनर्निविदा नि लिलाव विक्रीची तारीख	ठिकाण
१२.०५.२०२२	सिटी युनियन बँक लिमिटेड, मुंबई-डॉबिवली शाखा, शॉप क्र. १, २, ३ आणि ४, श्री स्नेहा अपार्टमेंट, प्लॉट क्र. ११, अरुणोदय सीएचएसएल, महात्मा फुले रोड, स्वामी विवेकानंद स्कूल जवळ, डॉबिवली पश्चिम, ठाणे ४२१ २०२. दूर. ०२५१-२४०५६८१, सेल क्र. ९३२५००७४२८.
निविदा-नि-लिलाव विक्रीच्या अटी आ	णे शर्ती <u>:</u>
(१) इच्छुक बोलीदाराने लिलावाकरिता व्यक्ति	nश: हजर राहणे आणि व्यक्तिश: सहभागी होणे आणि तो/ती स्वतः

. हरिता बोली करीत असल्याची लेखी घोषणा करणे आवश्यक आहे. (२) इच्छुक बोलीदार **व्यवस्थापक, सिटी** युनियन बँक लिमिटेड, डोंबिवली शाखा, दुकान क्र. १, २, ३ आणि ४, श्री स्नेहा अपार्टमेंट, प्लॉट क्र. ११, अरुणोदय सीएचएसएल, महात्मा फुले रोड, स्वामी विवेकानंद स्कूल जवळ, डोंबिवली पश्चिम, ठाणे ४२१२०२ यांचेकडून निविदा प्रपत्र प्राप्त करू शकतात. (३) इच्छुक बोलीदाराने याद्वारे अधिसूचित केत्र्यानुसार निविदा-नि-लिलाव विक्रीच्या तारखेस **दु.१२.०० वा. किंवा पूर्वी ''सिटी युनियन बॅक लिमिटेड''** च्या नावे काढलेल्या राखीव किंमतीच्या **१०%** च्या इअरकरिता पे ऑर्डर/डिमांड ड्राफ्टसह एकत्रित प्रा**धिकृत अधिकारी, सिटी युनियन बँक लिमिटेड** यांच्या नावे मोहोरबंद लिफाफ्यातूनच फक्त विहित निविदा पत्रातून त्यांच्या बोली सादर करणे आवश्यक आहे. (४) मिळकतीचे निरीक्षण आणि इतर तपशिलाकरिता इच्छुक खरेदीदार **टेलिफोन क्र. ०२५१ – २४०५६८१, सेल क्र. ९३२५००७४२८** वर संपर्क करू शकतात. **(५)** . ळिकत/ती ''जे आहे जेथे आहे'' आणि ''जे आहे जसे आहे'' तत्त्वाने विकण्यात येतील. (६) मोहोरबंद निविदा याद्वारे अधिसूचित केल्यानुसार निविदा-नि-लिलाव विक्रीच्या ताराखेस दु. ०३.०० वा. इच्छुक बोलीदाराज्य उपस्थितीत उघडण्यात येतील. विक्री बंद निविदेच्या मार्गाने होणार असली तरीही प्राधिकृत अधिकारी त्यांच्या स्वत:च्या निर्देशाने निविदा लिलाव प्रक्रिया बंद होतेवेळी प्राप्त एकापेक्षा उच्चतम बोलीचा प्रस्ताव देण्यास इच्छुक बोलीदारांच्या दरम्यान खुला लिलाव करतील आणि त्यानंतर उच्चतम बोली करणाऱ्या व्यक्तीला विक्री निष्ट करण्यात येईल. तथापि, विक्री, सिटी युनियन बँक लिमिटेडच्या निश्चितीच्या अधीन राहील. (७) यशस्वी गोलीदाराने विक्री पूर्ण झाल्यानंतर **त्वरित** विक्री रकमेच्या २५% **(भरलेली इअर धरून)** आणि ७५% ची उर्वरित रक्कम विक्री निश्चितीच्या तारखेपासून १५ दिवसांत जमा करणे आवश्यक आहे, कसूरवार ठरल्यास अगोदर जमा केलेली २५% रक्कम जम करण्यात येईल. (८) विक्री प्रमाणपत्र हे येथील विहित कालावधीत संपूर्ण विक्री मोबदला प्राप्त झाल्यानंतर फक्त यशस्वी खरेदीदाराच्या नावे प्राधिकृत अधिकाऱ्यांद्वारे जारी करण्यात येईल (९) यशस्वी खरेदीदाराने कायद्यानुसार प्रयोज्य मुद्रांक शुल्क, नोंदणी प्रभार इ. असे अभिहस्तांतरणाकरिता देव प्रभार/शुल्क भरायचे आहेत. (१०) यशस्वी बोलीदाराने काही असल्यास सांविधिक थकबाकी (कायदेशीर घराचा कर, वीज प्रभार आणि अन्य थकबाकी), टीडीएस, जीएसटी काही असल्यास, शासन, शासकीय उपक्रम, स्थानिक मंडळाची थकबाकी भरायची आहे. (११) प्राधिकृत अधिकाऱ्यांकडे कोणतेही कारण न देता बोली म्वीकारणे किंवा नाकारणे किंवा विक्री पुढे ढकलणे किंवा रद्द करण्याचे सर्व अधिकार राहतील ठिकाण : कुंबकोणम, दिनांक : १३.०४.२०२२

**नोंद. कार्यालय** : १४९, टी.एस.आर. (बीग) स्ट्रीट, कंबकोणम, थंजावूर जिल्हा, तामिळनाडु – ६१२ ००१, **सीआयएन** – एल६५११०टीएन१९०४पीएलसी००१२८७ टेलिफोन क्र. ०४३५-२४०२३२२, फॅक्स : ०४३५-२४३१७४६, वेबसाईट : www.cityunionbank.co

- 20.2 In accordance with Regulations 14(1) and 14(5) of the Delisting Regulations, the Acquirers, IndusInd Bank Limted, a banker to an issue registered with SEBI ("Escrow Bank") and the Manager to the Delisting Offer have entered into an escrow agreement dated March 12, 2022 pursuant to which the Acquirers have opened an escrow account in the name of "Amrit Corp. Limited-Delisting Offer- Escrow Account" with the Escrow Bank at their branch at Mumbai ("Escrow Account") and has deposited therein 100% (one hundred percent) of the Escrow Amount marking lien in favour of the Manager to the Offer by way of cash deposit of ₹62,75,19,284/- (Indian Rupees Sixty Two Crores, Seventy Five lakhs, Nineteen Thousand, Two hundred and eighty four only).
- 20.3 On determination of the Exit Price and making of the public announcement under Regulation 15 of the Delisting Regulations, the Acquirers shall ensure compliance with Regulation 14(4) of the Delisting Regulations.
- In the event that the Acquirers accept the Discovered Price or offer a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirers shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders whose Equity Shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.
- 20.5 Further, the Escrow Bank will open a special account ("Special Account") on the instructions of the Acquirers and the Manager to the Delisting Offer, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer. The Manager to the Delisting Offer shall instruct the Escrow Bank to transfer the total consideration amount to the Special Account.

## SCHEDULE OF ACTIVITIES

Activity	Date	Day
Initial Public Announcement	January 25, 2022	Tuesday
Resolution for approval of the Delisting Proposal passed by the Board	February 07, 2022	Monday
Date of receipt of BSE in-principle approval	April 13, 2022	Wednesday
Date of publication of the Detailed Public Announcement	April 15, 2022	Friday
Specified Date for determining the names of shareholders to whom the Letter of Offer shall be sent®	April 15, 2022	Friday
Last date for dispatch of Letter of Offer / Bid Forms to Public Shareholders as of Specified Date**	April 19, 2022	Tuesday
Last date of publication of recommendation by independent directors of the Company	April 20, 2022	Wednesday
Bid Opening Date (bid starts at market hours)	April 25, 2022	Monday
Last Date for upward revision or withdrawal of bids	April 28, 2022	Thursday
Bid Closing Date (bid closes at market hours)	April 29, 2022	Friday
Last date for announcement of Counter Offer	May 04, 2022	Wednesday
Last date for announcement of Discovered Price / Exit Price and the Acquirers acceptance / Non-acceptance of Discovered Price / Exit Price*	May 04, 2022	Wednesday
Proposed date for payment of consideration if Exit Price is equal to the Floor Price*	May 04, 2022	Wednesday
Proposed date for payment of consideration if Exit Price is more than the Floor Price*	May 11, 2022	Wednesday
Proposed date for return of Equity Shares to the Public Shareholders in case of Bids not being accepted / failure of the Delisting Offer	May 04, 2022	Wednesday

®The specified date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders, are eligible to participate in the Delisting Offer by submitting their Bid in Acquisition Window Facility to stock broker registered on BSE on or before Bid Closing Date. Changes to the proposed timeline, if any, will be notified to Public Shareholders by way of a public announcement in the same newspapers where the DPA is published.

\*Subject to the acceptance of Discovered Price or offer a price higher than the Discovered Price by the Acquirer.

\*\*Such activity may be completed on or before the last date

Notes: (1) All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to Public Shareholders by way of corrigendum/ addendum in all the newspapers in which the DPA has appeared; and (2) Last date of payment is subject to the

#### acceptance of the Discovered Price by the Acquirers. STATUTORY APPROVALS

- The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot on Friday, March 11, 2022, i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting. The results of the postal ballot were announced on March 12, 2022 and the same were intimated to the Stock Exchange. 22.2 BSE has given its in-principle approval for delisting of the Equity Shares pursuant to their
- letter dated April 13, 2022. 22.3 To the best of the Acquirers knowledge, as of the date of the Detailed Public Announcement.
- there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirers and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 22.4 If the Public Shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) 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 Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in the Delisting Offer. 22.5 It shall be the responsibility of the Public Shareholders tendering Offer Shares in the
- Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirers shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares
- The Acquirers reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in paragraph 14 of this DPA are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirers considers in their sole discretion to be onerous, are imposed in respect of such approvals.
- In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to the Public Shareholders of the Company by way of a corrigendum to this DPA in the same newspapers in which this DPA is made.

## NOTES ON TAXATION

The tax considerations given hereunder in the Note are based on the current provisions of the tax laws of India and the regulations thereunder, the judicial and the administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such changes could have different tax implications.

- Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sal of listed equity shares on a stock exchange held for more than 12 months will be subject to long term capital gains tax in India @10%, if the gain is above ₹1,00,000.
- Capital gains arising from the sale of equity shares in an Indian company are generally taxable in India for both category of shareholders i.e. resident shareholder as well as non - resident shareholder
- The present delisting offer will be carried out through domestic stock exchange. Therefore, STT will be collected by the stock exchange and deducted from the amount of consideration payable to the shareholder. Capital Gain arising on shares held for a period of twelve months or less prior to their
- of the shareholder. Income Tax (excluding surcharge and education cess) is payable @15% on this short term capital gain (refer 111 A of Income Tax Act, 1961). Capital Gain arising on shares held for more than twelve months prior to their tendering in the present delisting offer will be treated as long term capital gain in the hands of the shareholder. Income Tax (excluding surcharge and education cess) is payable @10% on this long term

tendering in the present delisting offer will be treated as short term capital gain in the hands

- capital gain (refer section 112Aand section 55 (2) (ac) of the Income Tax Act, 1961). SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE INCOME TAX ASSESSING AUTHORITIES IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. 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. THE ACQUIRERS NEITHER ACCEPTS NOR HOLDS ANY RESPONSIBILITY FOR ANY TAX
- LIABILITY ARISING TO ANY SHAREHOLDER AS AREASON OF THIS DELISTING OFFER. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY
- The board of directors of the Company has certified that:
  - a) there are no material deviations in utilization of the proceeds of the issues (as compared to the stated objects in such issues) of securities made by the Company during the 5 (five) years immediately preceding the date of the Detailed Public Announcement from the stated object of the issue;
  - all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Stock Exchanges or the provisions of the Listing Regulations, as applicable from time to time have been disclosed to the Stock Exchanges, as applicable;
  - The Company is in compliance with applicable provisions of securities law; the Acquirers or its related entities have not carried out any transaction during the aforesaid
- The Delisting Offer is in the interest of the shareholders of the Company COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY The details of Company Secretary and the Compliance Officer of the Company are

period to facilitate the success of the Delisting Offer which is not in compliance with

provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations; and

Company Secretary & Compliance Officer: Pranab Kumar Das Address: A-95, Sector-65, Noida-201309 (U.P. Email: info@amritcorp.com Telephone No: 0120-4506900 Fax No.: 0120-4506910

25.2 In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to Registrar to the Delisting Offer or Manager to the Delisting Offer.

#### **DOCUMENTS FOR INSPECTION** Copies of following documents will be available for inspection by the Public Shareholders at

the registered office of the Manager to the Delisting Offer (i.e. Inga Ventures Pvt Ltd, 1229, Hubtown Solaris, N.S. Phadke Marg, Opp. Telli Galli, Andheri (East), Mumbai 400069) on any working day (i.e. Monday to Friday and not being a bank holiday in Mumbai) between 10.00 am to 5.00 pm up to the Bid Closing Date (i) Initial Public Announcement dated January 25, 2022.

- (ii) Floor Price Certificate dated January 25, 2022 of from Pawan Poddar & Associates.
- Chartered Accountants, (FRN:123111W) (Pawan Poddar, Proprietor, membership
- (iii) Board resolution of the Company dated February 07, 2022. 22 of CS Baldev Singh Kashtwal, Peer
- Reviewed Practicing Company Secretary. (v) Audit report dated February 07, 2022 of CS Baldev Singh Kashtwal, Practicing Company Secretary.
- (vi) Certified true copy of the resolution passed by the shareholders by way of postal ballot, results of which were declared on March 12, 2022 along with scrutinizer's report. (vii) Copy of Cash Escrow Agreement dated March 12, 2022 between the Acquirers, the
- Escrow Bank and Manager to the Delisting Offer. (viii) Copy of the letter received from the Escrow Bank, confirming receipt of the Escrow
- Amount in the Escrow Account on March 23, 2022 and April 13, 2022. (ix) In-principle approval from Stock Exchange dated April 13, 2022
- (x) Copy of the recommendation published by the committee of independent directors of the Company in relation to the Delisting Offer.
- **GENERAL DISCLAIMER** Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirers (including its directors), the Manager to the Delisting Offer or the Company (including its directors) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the book building process through Acquisition Window Facility or OTB or otherwise

For further details please refer to the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form which will be sent to the Public Shareholders who are shareholders of the Company as on the Specified Date

whether by reason of anything stated or omitted to be stated herein or any other reason

This Detailed Public Announcement is expected to be available on the websites of the Stock Exchange, www.bseindia.com. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision / Withdrawal Form from the websites of the Stock Exchange.



1229, Hubtown Solaris, N.S. Phadke Marg, Opp. Telli Galli, Andheri (E) - 400 069, Mumbai Maharashtra, India **Telephone:** + 91 22 68540808 Facsimile: +91 22 2681 6020 Email: amrit.delisting@ingaventures.com. Investor Grievance Email:

INGA VENTURES PRIVATE LIMITED

MAS SERVICES LIMITED CIN: U74899DL1973PLC006950

T-34, 2nd Floor, Okhla Industrial Area

Phase II, New Delhi – 110020 Tel. No.: 011-26387281/82/83 Fax: 011-26387284; Contact person: N.C. Pal: Email: info@masserv.com Website: www.masserv.com:

SEBI Registration Number:

INR000000049

For and on behalf of Acquirers

Date: April 14, 2022

investors@ingaventures.com

Contact Person: Kavita Shah

Website: www.ingaventures.com

SEBI Registration No.: INM000012698

Sd/-	Sd/-	Sd/-
Naresh Kumar Bajaj	Ashwini Kumar Bajaj	Vikram Kumar Baja
For an on behalf of	For an on behalf of	
Amrit Banaspati Company Pvt. Ltd.	A. K. Bajaj Investment Pvt. Ltd.	
Sd/-	Sd/-	
Ashwini Kumar Bajaj	Ashwini Kumar Bajaj	
Director & Authorised Signatory	Director & Authorised Signatory	