



**Navigant**

**NAVIGANT CORPORATE ADVISORS LIMITED**

**Regd. Office:** 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road,  
Andheri (East) Mumbai-400 059; **Tel:** +91-22- 4120 4837 / +91 22 4973 5078

**Email:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com); **Website:** [www.navigantcorp.com](http://www.navigantcorp.com) (CIN: L67190MH2012PLC231304)

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**Date:**08.10.2024

To,  
The Manager  
Dept. of Corporate Services  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

**Sub: Submission of Draft Letter of Offer - Maruti Securities Limited (BSE Code: 531319)**

Dear Sir / Madam,

With reference to the captioned Offer, we wish to inform you that the Draft Letter of Offer is being submitted to SEBI, Mumbai. We are enclosing herewith a copy of the said Draft Letter of Offer for your kind perusal. A copy of the same is also being submitted to Target Company.

Thanks & Regards,

**For Navigant Corporate Advisors Limited**



**Sarthak Vijlani**  
Managing Director

## DRAFT LETTER OF OFFER

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

This Draft Letter of Offer is sent to you as a Shareholder(s) of **MARUTI SECURITIES LIMITED**. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

#### OPEN OFFER ("OFFER")

Pursuant to Regulations 3 (1) and 4 and applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

#### TO THE SHAREHOLDERS OF MARUTI SECURITIES LIMITED

(Hereinafter referred as "MSL" or "the Target Company" or "TC" or "the Company")

having the Registered Office at 66, Parkview Enclave, Mano Vikas Nagar, Secunderabad, Hyderabad - 500009, Telangana, India;

Phone No.: +91-8106873435; Email id: [contact@marutisecurities.com](mailto:contact@marutisecurities.com); Website: [www.marutisecurities.com](http://www.marutisecurities.com)

BY


Mr. Rama Swamy Reddy Pedinekaluva S/o Mr. Rama Chandra Reddy Pedinekaluva, a 43 years old Resident Indian currently residing at Flat No. 301, Happy Nest Plot Number 37 & 38, Raghavendra Shelters, KMR Estates, Kondapur, K. V. Ranareddy, Telangana - 500084; Tel. No. +91-9000928886; Email: [reddy.ramaswamy@gmail.com](mailto:reddy.ramaswamy@gmail.com) (hereinafter referred to as "the Acquirer-1") and Mr. Narsing Balwanth Singh S/o Mr. Narsing Lal, a 56 years old Resident Indian currently residing at 8-3-318/11/11-P Flat no. 402, Sri Durga Usha Nilayam, Engineers colony, Jayaprakash Nagar, Yellareddyguda, Hyderabad, Telangana - 500073; Tel. No. +91-8885528749; Email: [balwanth@gmail.com](mailto:balwanth@gmail.com). (hereinafter referred to as "the Acquirer-2") (Acquirer-1 and Acquirer-2 being collectively referred to as "Acquirers")

#### TO ACQUIRE

Up to 13,00,078 Equity shares of Rs. 10/- each representing 26.00% of the Fully Paid-up Equity and voting share capital of the Target Company at a price of Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per share.

#### Please Note

1. This Offer is being made pursuant to the Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights accompanied with change in control.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company.
3. As on date of this Draft Letter of Offer, no statutory approvals are required in relation to this Offer.
4. This offer is not a competing offer.
5. There has been no competing offer or revision of Offer Price as on date of this Draft Letter of Offer.
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance is set out in Para 8 of this DLOF. A Form of Acceptance is enclosed with this DLOF.
8. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last one working day before the commencement of the tendering period viz. **Wednesday, 13<sup>th</sup> November, 2024** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer.
9. The acquirer shall complete the acquisitions contracted under share purchase agreements attracting the obligation to make an open offer not later than twenty-six weeks from the expiry of the offer period **Provided** that in the event of any extraordinary and supervening circumstances rendering it impossible to complete such acquisition within such period, the Board may for reasons to be published, may grant an extension of time by such period as it may deem fit in the interests of investors in securities and the securities market.
10. A copy of the Public Announcement, detailed Public Statement and the Draft Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also be available on SEBI's Website: [www.sebi.gov.in](http://www.sebi.gov.in).
11. All correspondence relating to this offer, if any, should be addressed to the Manager to Offer or Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <b>Navigant</b> NAVIGANT CORPORATE ADVISORS LIMITED 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-4120 4837 / 4973 5078 Email Id- <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a> Investor Grievance Email: <a href="mailto:info@navigantcorp.com">info@navigantcorp.com</a> Website: <a href="http://www.navigantcorp.com">www.navigantcorp.com</a> SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani	 <b>Aarhi Consultants Private Limited</b> 1-2-285, Domalguda, Hyderabad, Telangana, 500029, Tel No.: +91-40-27638111/4445, E-mail Id: <a href="mailto:info@aarhiconsultants.com">info@aarhiconsultants.com</a> Investor Grievance Email: <a href="mailto:info@aarhiconsultants.com">info@aarhiconsultants.com</a> Website: <a href="http://www.aarhiconsultants.com">www.aarhiconsultants.com</a> SEBI Registration No.: INR000000379 Contact Person: G. Bhaskara Murthy
OFFER OPENS ON: MONDAY, 18 <sup>TH</sup> NOVEMBER, 2024	OFFER CLOSES ON: FRIDAY, 29 <sup>TH</sup> NOVEMBER, 2024

**SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER**

<b>Activity</b>	<b>Date</b>	<b>Day</b>
Public Announcement	23.09.2024	Monday
Publication of Detailed Public Statement in newspapers	30.09.2024	Monday
Submission of Detailed Public Statement to BSE, Target Company & SEBI	30.09.2024	Monday
Last date of filing draft letter of offer with SEBI	08.10.2024	Tuesday
Last date for a Competing offer	22.10.2024	Tuesday
Receipt of comments from SEBI on draft letter of offer	29.10.2024	Tuesday
Identified date*	31.10.2024	Thursday
Date by which letter of offer be dispatched to the shareholders	08.11.2024	Friday
Last date for revising the Offer Price	13.11.2024	Wednesday
Comments from Committee of Independent Directors of Target Company	13.11.2024	Wednesday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchange and Target Company	14.11.2024	Thursday
Date of Opening of the Offer	18.11.2024	Monday
Date of Closure of the Offer	29.11.2024	Friday
Post Offer Advertisement	06.12.2024	Friday
Payment of consideration for the acquired shares	13.12.2024	Friday
Final report from Merchant Banker	20.12.2024	Friday

\*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, Promoters and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.

**RISK FACTORS**

**A. RELATING TO THE OFFER**

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer.

- 1) The Offer involves an offer to acquire up to 26.00% of the Equity and Voting Share Capital of MSL from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- 2) As on date of this Draft Letter of Offer, no, statutory and other approval are required in connection with this offer, however this offer will be subject to all statutory approvals that may become applicable at a later date. In the event that (a) a statutory and regulatory approval is not received in a timely manner, or (b) there is any litigation leading to a “stay” of the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of MSL whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirer may be delayed.
- 3) The Acquirer will not proceed with the Open Offer in terms of Regulation 23(1) of SEBI (SAST) Regulations under any of the following circumstances:
  - (a) statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the detailed public statement and the letter of offer;
  - (b) the acquirer, being a natural person, has died;
  - (c) any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirer, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the detailed public statement and the letter of offer, however there are no such conditions in SPA, which can trigger the withdrawal of offer; or
  - (d) such circumstances as in the opinion of the Board, merit withdrawal.

For the purposes of clause (d) of sub-regulation (1), the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.

- 4) In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirer, grant an extension for the purpose of completion of the Offer subject to the Acquirer paying interest to the shareholders for the delay, as may be specified by SEBI. Without prejudice of Regulation 18(11) of the SEBI (SAST) Regulations, 2011 Acquirer shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of ten per cent per annum, however in case the delay was not attributable to any act of omission or commission of the Acquirer, or due to the reasons or circumstances beyond the control of Acquirer, SEBI may grant waiver from the payment of interest.
- 5) The Equity Shares tendered in the Offer shall be held in trust by the Clearing Corporation /Registrar to the Offer until the completion of the Offer formalities and the Public Shareholders who have tendered their Equity Shares will not be able to trade in such Equity Shares during such period, even if the acceptance of equity Shares in this offer and/or dispatch of payment consideration are delayed. Further, during such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer and the Acquirers do not make any assurance with respect to the market price of the Equity Shares at any time, whether during or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
- 6) Public Shareholders should note that once they have tendered their Equity Shares in the Offer, they will not be able to withdraw their Equity Shares from the Offer, even if the acceptance of Equity Shares under the Offer and dispatch of consideration is delayed. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer and/or Clearing Corporation notwithstanding delay in acceptance of the Equity Shares in this Offer and dispatch of payment consideration. Accordingly, the Acquirers and Manager to the Offer make no assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon completion of this Offer and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by the Public Shareholders on whether or not to participate in this Offer.
- 7) This Offer is subject to completion risks as would be applicable to similar transactions.
- 8) NRI and OCB holders of the Equity Shares must obtain all approval/s required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI) and submit such approval/s along with the Form of Acceptance and other documents required to accept this Offer. In the event such approval/s are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) were required to obtain any approval/s (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approval/s that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such previous approval/s and/or relevant documents are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or on non-repatriable basis.
- 9) This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of this Draft Letter of Offer (“DLOF”) resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. The Offer is not directed towards any person or entity in any jurisdiction or country where the Offer would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

- 10) The Public Shareholders are advised to consult their respective legal and tax advisors for assessing the tax liability pursuant to the Offer, or in respect of other aspects, such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- 11) Public Shareholders should note that if they have pledged their Equity Shares in any manner, they will not be able to tender such pledged Equity Shares in this Offer.

## B. IN ASSOCIATION WITH THE ACQUIRERS

- 12) The Acquirers intends to acquire 13,00,078 fully paid-up equity shares of Rs.10/- each, representing 26.00% of the fully paid-up equity and voting share capital at a price of Rs. 8.50/- (Rupees Eight and Paise Fifty Only) per equity share. MSL does not have any partly paid-up equity shares as on the date of the PA, DPS and this DLOF. The Acquirers makes no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers makes no assurance with respect to the financial performance of the Target Company.
- 13) The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Draft Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

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## 1. DEFINITIONS

TERM	DESCRIPTION
Acceptance Date	The date on which bids /Equity Shares tendered in the Offer shall be accepted post verification
Acquirer-1	Mr. Rama Swamy Reddy Pedinekaluva
Acquirer-2	Mr. Narsing Balwanth Singh
Acquirers / The Acquirers	Collectively Mr. Rama Swamy Reddy Pedinekaluva and Mr. Narsing Balwanth Singh
AOA	Articles of Association of Target Company
Board	The Board of Directors of Target Company
BSE	BSE Limited, where Equity Shares of Target Company are listed
Buying Broker / Member	Allwin Securities Limited
CIN	Corporate Identification Number
Detailed Public Statement or DPS	Public Statement of the Open Offer made by the Acquirers, which appeared in the newspapers on 30 <sup>th</sup> September, 2024
DLoO / DLOF or Draft Letter of Offer	This Draft Letter of offer dated 08 <sup>th</sup> October, 2024 filed with SEBI pursuant to Regulation 16 (1) of SEBI (SAST) Regulations.
Existing Share & Voting Capital / Fully paid Equity Existing Share & Voting Capital	Paid up share capital of the Target Company i.e. Rs. 500.03 Lacs divided into 50,00,300 Equity Shares of Face Value of Rs. 10/- each.
Existing Promoters of MSL	Persons shown as Promoter and Promoter group in shareholding pattern as on 30 <sup>th</sup> September, 2024 filed by MSL with BSE being Varadarajan Kumbakonam, Chitra Kumbakonam, Enes Global Softek Private Limited, Orange Infotek (P) Limited, Orbit Global

TERM	DESCRIPTION
	Softsol (P) Limited, Alpha Software Services Pvt Ltd, Sandhya Kumbakonam and Aditya Kumbakonam
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement
Identified Date	Thursday, 31 <sup>st</sup> October, 2024
Listing Agreement	Listing agreement as entered by the Target Company with the BSE
Manager to the Offer or, Merchant Banker	Navigant Corporate Advisors Limited
MSL /Target Company/ TC / Company	Maruti Securities Limited
Negotiated Price	Rs. 6/- (Rupees Six Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
Offer/Open Offer/ The Offer	Cash Offer to acquire up to 13,00,078 Equity Shares of Rs. 10/- each representing 26.00% of the fully paid-up equity and voting share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 8.50/- per Equity share.
Offer Price	Rs. 8.50/- (Rupees Eight and Paisa Fifty Only) per fully paid-up Share of Rs. 10/- each.
PA	Public Announcement
PAC/PACs	Person(s) Acting in Concert
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of Maruti Securities Limited, and unregistered shareholders who own the Shares of MSL on or before the last date of tendering period is eligible to participate in the offer except the Acquirers and Selling Shareholders
Registrar or Registrar to the Offer	Aarthi Consultants Private Limited
Sale Shares	29,80,500 equity shares constituting 59.61% of the fully paid up and voting equity share capital of the Target Company which are to be acquired by Acquirers from Sellers at a consideration of Rs. 6/- per Equity Share.
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended up to date.
SEBI Act	Securities and Exchange Board of India Act, 1992.
Seller-1/ Selling Shareholder-1	Varadarajan Kumbakonam
Seller-2/ Selling Shareholder-2	Chitra Kumbakonam
Seller-3/ Selling Shareholder-3	Enes Global Softek Private Limited
Seller-4/ Selling Shareholder-4	Orange Infotek (P) Limited
Seller-5/ Selling Shareholder-5	Orbit Global Softsol (P) Limited
Seller-6/ Selling Shareholder-6	Alpha Software Services Pvt Ltd
Sellers / Selling Shareholders	Collectively Varadarajan Kumbakonam, Chitra Kumbakonam, Enes Global Softek Private Limited, Orange Infotek (P) Limited, Orbit Global Softsol (P) Limited and Alpha Software Services Pvt Ltd
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company
Stock Exchange (s)	BSE Limited
SPA / Share Purchase Agreement	Agreement dated 23 <sup>rd</sup> September, 2024 to purchase 29,80,500 equity shares constituting 59.61% of the fully paid up and voting equity share capital of the Target Company by Acquirers from Sellers at a consideration of Rs. 6/- per Equity Share.

**CURRENCY OF PRESENTATION**

In this Draft Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Draft Letter of Offer, all figures have been expressed in “Lacs” unless otherwise specifically stated. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

**2. DISCLAIMER CLAUSE**

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MSL TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER TO THE /OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NAVIGANT CORPORATE ADVISORS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 08<sup>TH</sup> OCTOBER, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

**3. DETAILS OF THE OFFER**

**3.1.1** This Offer, being a mandatory open offer is being made by the Acquirers to the public Shareholders of the Target Company with an intention to acquire substantial holding and control of Target Company in accordance with Regulation 3 (1) and 4 of the Takeover Regulations pursuant to execution of SPA. pursuant to acquisition of shares under Share Purchase Agreement, the Acquirers will be holding substantial stake i.e. 59.61% in Target Company and by virtue of this it shall be in a position to exercise effective control over management and affairs of the company. Pursuant to execution of Share Purchase Agreement, since Acquirers are intending to assume control of the Target Company hence Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, 2011 has been triggered.

**3.1.2** This Offer is being made pursuant to the execution of the share purchase agreement by the Acquirers on dated 23<sup>rd</sup> September, 2024 to purchase 29,80,500 Equity Shares constituting 59.61% of the fully paid up and voting equity share capital of the Target Company from Sellers at a consideration of Rs. 6/- per Equity Share. (“SPA”)

**3.1.3** Details of Parties to the SPA are as follows:

Name and Address of Acquirers entering in to SPA	Name and Address of Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholder prior to SPA		Details of shares / voting rights held by the Selling Shareholder post to SPA	
			Pre-Transaction		Post Transaction	
			Number	%	Number	%

Name and Address of Acquirers entering in to SPA	Name and Address of Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholder prior to SPA		Details of shares / voting rights held by the Selling Shareholder post to SPA	
			Pre-Transaction		Post Transaction	
			Number	%	Number	%
<p>Mr. Rama Swamy Reddy Pedinekaluva (Acquirer-1) Address: Flat No. 301, Happy Nest Plot Number 37 &amp; 38, Raghavendra Shelters, KMR Estates, Kondapur, K. V. Ranareddy, Telangana - 500084</p> <p>Mr. Narsing Balwanth Singh (Acquirer-2) Address: -3-318/11/11-P Flat no. 402, Sri Durga Usha Nilayam, Engineers colony, Jayaprakash Nagar, Yellareddyguda, Hyderabad, Telangana - 500073</p>	<p>Varadarajan Kumbakonam (Seller-1) Address: Plot No. 66, Park View Enclave, Manovikas Nagar, Turumalagiri, Hyderabad, Andhra Pradesh - 500009</p>	Yes	2,13,700	4.27%	Nil	Nil
	<p>Chitra Kumbakonam (Seller-2) Address: Plot No. 66, Park View Enclave, Manovikas Nagar, Turumalagiri, Hyderabad, Andhra Pradesh - 500009</p>	Yes	20,100	0.40%	Nil	Nil
	<p>Enes Global Softek Private Limited (Seller-3) Address: 66/2, Park View Enclave, Manovikas Nagar, Secunderabad, Telangana, India</p>	Yes	7,08,300	14.17%	Nil	Nil
	<p>Orange Infotek (P) Limited (Seller-4) Address: Plot No.66/3, Parkview Enclave, Manovikas Nagar, Secunderabad, Telangana, India, 500009</p>	Yes	6,82,400	13.65%	Nil	Nil
	<p>Orbit Global Softsol (P) Limited (Seller-5) Address: 66/1, Park View Enclave, Manovikas Nagar, Secunderabad, Telangana, India</p>	Yes	6,56,000	13.12%	Nil	Nil
	<p>Alpha Software Services Pvt Ltd (Seller-6) Address: 66/4, Park View, Enclave Mano Vikas Nagar, Secunderabad, Telangana, India, 500009</p>	Yes	7,00,000	14.00%	Nil	Nil
			<b>29,80,500</b>	<b>59.61%</b>	<b>Nil</b>	<b>Nil</b>

**3.1.4** The salient features of SPA are as follows:

- (i) The Sellers have agreed to sell 29,80,500 fully paid Equity Shares of Rs. 10/- each at a price of Rs. 6/- (Rupees Six only) per fully paid-up Equity Share of the Target Company to Acquirers, payable in cash.
- (ii) Apart from the total consideration of Rs. 1,78,83,000/- for the Sale Shares, no separate fees,



payment, premium such as non-competing fee etc. shall be paid by Acquirers to the Sellers for acquisition of the Sale Shares and management control of the Target Company.

- (iii) Acquirers and the Sellers recognize that the sale of Sale Shares is the subject matter of the Takeover Regulations and accordingly the Sellers shall transfer the Sale Shares only after due compliance with the Takeover Regulations by Acquirers or comply escrow mechanism in terms of Regulation 22 of the SEBI SAST Regulations.
  - (iv) Acquirers and the Sellers agree that in the event of non-compliance of any of the provisions of the Takeover Regulations pursuant to the execution of the Agreement, this Agreement shall not be acted upon by any of them.
  - (v) The Sale Shares held by the Sellers are in dematerialised form and are free from any lien, claim, pledge, charge, mortgage and encumbrance as on the date of the Agreement.
- 3.1.5** Acquirer on 23<sup>rd</sup> September, 2024 have deposited cash of an amount of Rs. 111.00 Lacs in an escrow account opened with ICICI Bank Limited, which is in excess of 100% of the Offer Consideration. Accordingly, The Acquirer has complied with Regulation 22 (2) of SEBI (SAST) Regulations, 2011 and shall have option to complete the acquisition of shares under SPAs and acquire control of Target Company after completion of 21 working days from Detailed Public Statement.
- 3.1.6** The Offer is not a competing offer under Regulation 20 of SEBI (SAST) Regulations.
- 3.1.7** The Acquirers does not have any ‘person acting in concert’ with it, as defined in Regulation 2(1)(q)(1) of the SEBI SAST Regulations, for the purpose of this Offer.
- 3.1.8** The Current and proposed shareholding of the Acquirers in Target Company and the details of his acquisition is as follows:

Sr. No.	Particulars	Acquirer -1		Acquirer -2	
		No. of Shares	%	No. of Shares	%
(i)	Shareholding as on PA date	Nil	Nil	Nil	Nil
(ii)	Shares agreed to be acquired under SPA	29,70,500	59.41%	10,000	0.20%
(iii)	Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil
(iv)	Shares to be acquired in the Open Offer (assuming full acceptances)	13,00,078	26.00%	Nil	Nil
(v)	Post Offer shareholding [assuming full acceptance] (As on 10 <sup>th</sup> working day after closing of tendering period)	42,70,578	85.41%	10,000	0.20%

- 3.1.9** The Acquirers has not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
- 3.1.10** The Acquirers may at his discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the LODR Regulations and Regulation 24 of the SEBI SAST Regulations). No proposal in this regard has been finalized as on the date of this Draft Letter of Offer.
- 3.1.11** The Acquirers proposes to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders.
- 3.1.12** The Manager to the Open Offer i.e. Navigant Corporate Advisors Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.
- 3.1.13** There are no directions subsisting or proceedings pending against the Manager to the Open Offer under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

- 3.1.14** There are no penalties levied by SEBI / RBI or other regulator against the Manager to the offer and RTA.
- 3.1.15** No complaint has been received by merchant banker in relation to the open offer.
- 3.1.16** There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Manager to the Open Offer and RTA under SEBI Act, 1992 and Regulations made there under or by any other Regulator.
- 3.1.17** Simultaneously, by virtue of triggering of Regulation 3(1) and 4 of the Regulations due to substantial acquisition along with the management control, the PA was submitted with BSE on 23<sup>rd</sup> September, 2024 in compliance with Regulation 13(1) of the Regulations by the Acquirers. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.
- 3.1.18** In accordance with Regulation 26 (6) and 26(7) of the SEBI SAST Regulations, the committee of independent directors of the Target Company are required to provide its written reasoned recommendations on the Offer to the Shareholders and such recommendations are required to be published in the specified form at least 2 (two) Working Days before the commencement of the Tendering Period.
- 3.1.19** Upon completion of the Offer, assuming full acceptance in the offer, pursuant to the SPA, Acquirers will hold 42,80,578 Equity Shares of Rs. 10/- (Rupees Ten only) equity shares constituting 85.61% of the Voting Share and Voting Capital of the Target Company. In terms of Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding on a continuous basis for listing. Pursuant to the completion of this Offer, assuming full acceptance, in the event the Public Shareholding in the Target Company falls below the minimum public shareholding requirement as per SCRR and SEBI (LODR) Regulations, the Acquirers undertake to bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines. Acquirers are intended to retain the listing of Target Company.
- 3.1.20** In case the shareholding of the Acquirers exceeds maximum permissible non-public shareholding pursuant to the Offer, Acquirers will not be eligible to make a voluntary delisting offer under SEBI (Delisting of Equity Shares) Regulations, 2021 unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.

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

- 3.2.1** The Public Announcement in connection with the Offer was made by the Managers to the Offer on behalf of the Acquirers to the BSE on 23<sup>rd</sup> September, 2024 and submitted to SEBI on 23<sup>rd</sup> September, 2024 and sent to the Target Company on 23<sup>rd</sup> September, 2024.
- 3.2.2** The DPS in connection with the Offer was published on behalf of the Acquirers on 30<sup>th</sup> September, 2024 in the following newspapers: (a) Financial Express - English Daily (all editions); (b) Jansatta - Hindi Daily (all editions); (c) Pratahkal - Marathi Daily (Mumbai edition); (d) Mega Jyothi - Telugu Daily (Hyderabad edition). The DPS was also submitted to SEBI and the Stock Exchange and sent to the Target Company on 30<sup>th</sup> September, 2024. The DPS is available on the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)).
- 3.2.3** The Acquirers are making this Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, to acquire up to 13,00,078 Shares of Rs. 10/- each representing up to 26.00% of the fully paid-up equity and voting share capital of the Target Company from the Public Shareholders of Target Company on the terms and subject to the conditions set out in this Draft Letter of Offer, at a price of Rs. 6/- per equity share. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.4** There are no partly paid-up Shares in the Target Company.
- 3.2.5** The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.
- 3.2.6** The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

- 3.2.7 The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of equity shares or voting rights in, the Target Company.
- 3.2.8 The Acquirers have not acquired any Equity Shares from the date of the Public Announcement to the date of this Draft Letter of Offer. The Acquirers shall disclose during the Offer Period any acquisitions made by the Acquirers of any Equity Shares of the Target Company in the prescribed form, to each of the Stock Exchange and to the Target Company at its registered office within 24 (twenty four) hours of such acquisition, in accordance with Regulation 18(6) of the SEBI SAST Regulations.
- 3.2.9 There has been no competing offer as of the date of this Draft Letter of Offer.
- 3.2.10 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

### 3.3 Object of the Offer:

- 3.3.1 The Acquirers shall achieve substantial acquisition of Equity Shares and voting capital, accompanied with effective management control over the Target Company after completion of acquisition of the Shares under SPA and the Open Offer.
- 3.3.2 The prime object of this acquisition is to acquire management control of the Target Company. Upon successful completion of open offer, Acquirers shall achieve substantial acquisition of Equity Shares and voting capital and intending to acquire control over Target Company in terms of Regulation 4 of SEBI (SAST) Regulations, 2011 and will be identified as part of Promoter and Promoter group of the Target Company.
- 3.3.3 The Acquirers have proposed to continue the existing business of the Target Company and may diversify its business activities in the future with the prior approval of the shareholders. The main purpose of this takeover is to expand the Company's business activities in same or diversified line of business through exercising effective control over the Target Company while additionally getting a ready listing platform. However, no firm decision in this regard has been taken or proposed so far.
- 3.3.4 The Acquirers may at its discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the LODR Regulations and Regulation 24 of the SEBI SAST Regulations).
- 3.3.5 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of MSL in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.
- 3.3.6 Pursuant to this Offer and the transactions contemplated in the SPA, the Acquirers shall become the Promoter of the Target Company and, the Selling Promoter Shareholders and other existing promoter will cease to be the promoter of the Target Company and shall be classified as a public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

## 4. BACKGROUND OF THE ACQUIRERS:

The details of the Acquirers are as follows:

### 4.1 Acquirer-1: Mr. Rama Swamy Reddy Pedinekaluva:

- 1. Mr. Rama Swamy Reddy Pedinekaluva S/o Mr. Rama Chandra Reddy Pedinekaluva, is 43 years old is Resident Indian currently residing at Flat No. 301, Happy Nest Plot Number 37 & 38, Raghavendra Shelters, KMR Estates, Kondapur, K. V. Ranareddy, Telangana - 500084; Tel. No. +91-9000928886; Email: [reddy.ramaswamy@gmail.com](mailto:reddy.ramaswamy@gmail.com); He holds the degree of Bachelor of Commerce ("B.com") from Sri Vankateswara University. He has not changed / altered his name at any point of time.

2. Acquirer-1 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) ARAPP6333N.
3. Acquirer-1 is having experience of 20 years of experience in the field of Accounting, Finance and Taxation.
4. Acquirer-1 does not belong to any group.
5. CA Harsha Manoj Vudathaneni (Membership No. 243301), Partner of D V H and Associates, Chartered Accountants (Firm Registration No. 018018S) having their office located at Plot No#2, Sri Ram Nagar Hills Colony, Beside Birla Open Minds International School, Mansoorabad, Hyderabad - 500074; Tel: +91-9550579625 / +91-9000514882; Email: [audit@dvh.co.in](mailto:audit@dvh.co.in); vide certificate dated August 21, 2024 has certified that Net Worth of Acquirer-1 is Rs. 720.93 Lacs as on April 02, 2024. **(UDIN: 24243301BKFHHK6699)**
6. Acquirer-1 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 29,70,500 Equity Shares by way of Share Purchase Agreement (“SPA”).
7. As on the date of this DPS, Acquirer-1 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement.
8. Acquirer-1 hereby confirms and declares that he is not declared as ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
9. Details of the Companies / LLP’s in which Acquirer-1 is director /partner is tabled as below:

Name of Company / LLP	Designation	CIN / LLPIN
Zineeverse Motion Pictures Private Limited	Director	U92190TG2021PTC147518
El Placer Private Limited	Director	U55101TG2019PTC133542
Bodhi Infratech Private Limited	Director	U45200AP2015PTC096957
Metacare Innovations LLLP	Designated Partner	ACD-0879

#### 4.2 Acquirer-2: Mr. Narsing Balwanth Singh:

1. Mr. Narsing Balwanth Singh S/o Mr. Narsing Lal, is 56 years old is Resident Indian currently residing at 8-3-318/11/11-P Flat no. 402, Sri Durga Usha Nilayam, Engineers colony, Jayaprakash Nagar, Yellareddyguda, Hyderabad, Telangana - 500073; Tel. No. +91-8885528749; Email: [balwanth@gmail.com](mailto:balwanth@gmail.com). He holds the degree of Bachelor of Arts (“B.A.”) from Osmani University. He has not changed / altered his name at any point of time.
2. Acquirer-2 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) AXKPS2306N.
3. Acquirer-2 is having experience of 30 years of experience in the field of Media & Entertainment.
4. Acquirer-2 does not belong to any group.
5. CA Harsha Manoj Vudathaneni (Membership No. 243301), Partner of D V H and Associates, Chartered Accountants (Firm Registration No. 018018S) having their office located at Plot No#2, Sri Ram Nagar Hills Colony, Beside Birla Open Minds International School, Mansoorabad, Hyderabad - 500074; Tel: +91-9550579625 / +91-9000514882; Email: [audit@dvh.co.in](mailto:audit@dvh.co.in); vide certificate dated August 27, 2024 has certified that Net Worth of Acquirer-2 is Rs. 125.26 Lacs as on August 27, 2024. **(UDIN: 24243301BKFHHL1152)**
6. Acquirer-2 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 10,000 Equity Shares by way of Share Purchase Agreement (“SPA”).
7. As on the date of this DPS, Acquirer-2 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement.

8. Acquirer-2 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
9. Details of the Companies / LLP's in which Acquirer-2 is director / partner is tabled as below:

Name of Company / LLP	Designation	CIN / LLPIN
Zineerverse Motion Pictures Private Limited	Managing Director	U92190TG2021PTC147518
Digistream Broadcasting Private Limited	Director	U64200TG2022PTC165903
Navadarshan Entertainment Private Limited	Director	U92490TG2022PTC161305
Navadarshan Homes Private Limited	Director	U45209TG2022PTC164423
Kauphy Realty Private Limited	Director	U45200TG2022PTC165533
Entertrain Media Private Limited	Director	U22300TG2020PTC142311
Kalakarris Productions LLP	Designated Partner	ACF-4503
Kauphy Cinemas LLP	Designated Partner	AAK-6554
Kauphy Music LLP	Designated Partner	AAM-3286

#### 4.3 Joint Undertakings / Confirmation by the Acquirers

1. The Acquirers have not acquired any shares of Target Company and hence compliance w.r.t. Chapter V of the Takeover Regulations, 2011 in respect of acquisition of Equity Shares in the Target Company are not applicable to Acquirer.
2. The Acquirers does not have any relations with the Target Company nor have any interest in the Target Company save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA by the Acquirers. Neither the Acquirer nor his representatives are on the Board of the Target Company. however, Acquirer on 23<sup>rd</sup> September, 2024 have deposited cash of an amount of Rs. 111.00 Lacs in an escrow account opened with ICICI Bank Limited, which is in excess of 100% of the Offer Consideration. Accordingly, The Acquirer has complied with Regulation 24 (1) of SEBI (SAST) Regulations, 2011 and appointment of persons representing the acquirer or persons acting in concert with him on the board of directors may be effected after completion of 15 working days from the date of Detailed Public Statement.
3. The Acquirers have not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act (the "SEBI Act").
4. Acquirers have confirmed that they are not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze) of the SEBI (SAST) Regulations, 2011 nor categorized as a "Fugitive Economic Offender" in terms of Regulation (1)(ja) of the SEBI (SAST) Regulations, 2011.
5. The Acquirers have not entered into any non-compete arrangement and/or agreement with the Target Company or its management.
6. As on date of this DLOF, Acquirers are in compliance with Regulation 6A & Regulation 6B of the Takeover Regulations, 2011.
7. The Acquirers have undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall disclose such acquisition to the Stock Exchange where the equity shares of the Target Company are listed and to the Target Company at its registered office within 24 hours of such acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, Acquirers have also undertaken that they will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.
8. The Acquirers undertake that they will not sell the equity shares of the Target Company, if any held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.
9. The Acquirers have not promoted any listed company.
10. The Acquirers does not hold directorship in any listed company, however, Mr. Narsing Balwanth Singh (Acquirer-2) was holding directorship in listed Company namely, Zinema Media and Entertainment Limited as on date of public announcement, he has resigned w.e.f. closing hours of 01<sup>st</sup> October, 2024.

11. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirers and any other entities related to Acquirers.
12. There are no penalties levied by SEBI / RBI or other regulator against the Acquirers and any other entities related to Acquirers.
13. The Equity Shares tendered in this offer will be acquired by Acquirers only and there is no person acting in concert with Acquirers in this Open Offer.
14. Acquirers do not have any relationship / association with the Target Company / its existing Promoters / Sellers / public shareholders of Target Company.
15. There are no directions subsisting or proceedings pending against the Acquirers under SEBI Act, 1992 and regulations made there under and also by any other Regulator.
16. No statutory approvals pending / required to be obtained by Acquirers.
17. There is no loan given by Acquirers or any of its relative to the Target Company / its existing promoters / sellers / related entity or person.
18. As on date of this DLOF, there are no contingent liability of Acquirers.
19. Acquirers have not made any Open Offers to the public shareholders of other companies in the past.
20. As on date of this DLOF, Acquirers has not consummated the SPA and not exercising voting rights / control as per SPA.

## 5. BACKGROUND OF THE TARGET COMPANY

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

- 5.1 Maruti Securities Limited (“MSL” / “Target Company”) was incorporated on August 09, 1994 under the Companies Act, 1956 in the name and style of “Maruti Securities Limited” and registered with the Registrar of Companies, Andhra Pradesh, Hyderabad. The corporate identification number (CIN) of the Target Company is L67120TG1994PLC018087. The Registered office of MSL is presently situated at Plot No 66, Parkview Enclave, Manovikas Nagar, Secunderabad, Telangana, 500009; **Phone No.:** +91-8106873435; **Email id:** [contact@marutisecurities.com](mailto:contact@marutisecurities.com); **Website:** [www.marutisecurities.com](http://www.marutisecurities.com).
- 5.2 The Authorized Capital of MSL is Rs. 4025.00 Lacs divided into 2,02,50,000 Equity Shares of Face Value of Rs. 10/- each and 20,00,000 Redeemable Preference Shares of face value of Rs. 100 each. The Issued, Subscribed and Paid-up capital of MSL is Rs. 500.03 Lacs divided into 50,00,300 Equity Shares of Face Value of Rs. 10/- each and 20,00,000 Redeemable Preference Shares of face value of Rs. 100 each. MSL has established its connectivity with Central Depositories Services (India) Limited. The ISIN of MSL is INE368C01019. MSL has established its connectivity with both the National Securities Depository Limited and Central Depository Services (India) Limited has established its connectivity with Central Depositories Services (India) Limited. The ISIN of MSL is INE368C01019.
- 5.3 Target company was primarily engaged into the business of investment, Underwrite, sub underwrite to invest in and acquire and hold, sell, buy or otherwise deal in shares, debentures stocks, bonds, units and other securities. As on date, The Company is not carrying on any business, there is no operational revenue in the Company.
- 5.4 Target Company was registered as Non-Banking Financial Company vide certificate of registration issued by Reserve Bank of India, However RBI vide letter dated May 10, 2024 has cancelled the registration of Target Company.
- 5.5 As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.
- 5.6 The entire present and paid -up Equity Shares of the Target Company is currently listed on BSE Limited.

- 5.7 The shares of the Target Company are listed at BSE Limited (“BSE”) having scrip code and id is 531319 and MARUTISE respectively. The Equity Shares of Target Company are infrequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.
- 5.8 As on the date this DLOF, the Shares of Target Company are not suspended from trading from BSE. As confirmed by Target Company, it has complied with the requirements of the Listing Agreement with BSE as well as SEBI (LODR) Regulations, 2015 and as on date no penal action has been initiated by the BSE. Equity shares of Target Company are currently traded under Graded Surveillance Measure (GSM) stage 4.
- 5.9 The details of Share Capital of Target Company are as follows:

Paid up Equity Shares of MSL	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	50,00,300	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	50,00,300	100.00
<b>Total Voting Rights in the Target Company</b>	<b>50,00,300</b>	<b>100.00</b>

- 5.10 As on date of this DLOF, the Board of Directors of MSL are as follows:

Name	Designation	DIN	Date of appointment in Target Company
Mr. Bade Srinivas	Managing Director	00102911	31/12/2004
Mr. Vamshikrishna Sripathi	Non-Executive - Independent Director	06959997	25/08/2014
Mrs. Kavitha Bade	Non-Executive - Independent Director	06943821	25/08/2014

- 5.11 There has been no merger / demerger or spin off involving MSL during the last 3 years.

- 5.12 There has been no change in the name of Target Company at any point of time.

- 5.13 Target Company do not have any subsidiaries.

- 5.14 Brief financial information of MSL for the quarter ended June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 are given below:

Profit & Loss Statement	(Rs. in Lacs)			
	For the quarter ended June 30, 2024 (Unaudited)	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)	For the year ended March 31, 2022 (Audited)
Revenue from Operations	-	-	-	-
Other Income	-	0.01	0.08	0.06
<b>Total Income</b>	-	0.01	0.08	0.06
Total Expenditure (Excluding Depreciation and Interest)	1.65	23.52	64.58	17.48
<b>Profit (Loss) before Depreciation, Interest &amp; Tax</b>	<b>(1.65)</b>	<b>(23.51)</b>	<b>(64.49)</b>	<b>(17.42)</b>
Depreciation	4.12	-	-	-
Interest	-	-	-	-
<b>Profit / (Loss) before Tax and Exceptional Items</b>	<b>(5.77)</b>	<b>(23.51)</b>	<b>(64.49)</b>	<b>(17.42)</b>
Exceptional Items	-	-	-	-
<b>Profit / (Loss) before Tax</b>	<b>(5.77)</b>	<b>(23.51)</b>	<b>(64.49)</b>	<b>(17.42)</b>
Tax Expenses	-	-	-	-
<b>Profit / (Loss) after Tax</b>	<b>(5.77)</b>	<b>(23.51)</b>	<b>(64.49)</b>	<b>(17.42)</b>

(Rs. in Lacs)

Balance Sheet Statement	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)	For the year ended March 31, 2022 (Audited)
<b>Sources of Funds</b>			
Paid up Share Capital	500.03	500.03	500.03
Reserves & Surplus (Excluding Revaluation Reserve)	(3966.37)	(3942.86)	(3878.36)
<b>Total</b>	<b>(3466.34)</b>	<b>(3442.83)</b>	<b>(3378.33)</b>
<b>Non -Current Liabilities</b>			
Borrowings	3537.42	3518.14	3504.06
Other Non -Current Liabilities	-	-	-
Deferred tax liabilities (net)	-	-	-
Provisions	-	-	-
<b>Current Liabilities</b>			
Borrowings	-	-	-
Trade Payable	-	-	-
Short term Provisions	-	-	-
Other Financial Liabilities	-	-	-
Other current liabilities	33.96	29.87	25.70
<b>TOTAL</b>	<b>105.05</b>	<b>105.18</b>	<b>151.43</b>
<b>Uses of Funds</b>			
Fixed Assets	-	-	-
Non -Current Assets	0.09	0.09	0.09
Current Assets	104.96	105.09	151.34
<b>TOTAL</b>	<b>105.05</b>	<b>105.18</b>	<b>151.43</b>

Other Financial Data	For the year ended March 31, 2024 (Audited)	For the year ended March 31, 2023 (Audited)	For the year ended March 31, 2022 (Audited)
Net Worth (Rs. in Lacs)	(3466.34)	(3442.83)	(3378.33)
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	(0.47)	(1.29)	(0.34)
Face Value Per Share (Rs.)	10	10	10
Return on Net worth (%)	0.68	1.87	0.52
Book Value Per Share (Rs.)	(0.00069)	(0.00069)	(0.00068)

**Reason for fall/rise in total income and profit after tax are as follows:  
FY 2023-2024 Compared to 2022-2023**

During the financial year 2023-24, the company has earned total income to the tune of Rs. 0.01 lacs in comparison of total income accounted for Rs. 0.08 lacs of fiscal 2022-23 with a decrease of 87.50%. Such decrease is mainly attributed to decrease in other income. The Company has incurred loss in the financial year 2023-24 and losses stood at Rs. 23.51 lacs as against loss of Rs. 64.49 lacs in the financial year 2022-23.

**FY 2022-2023 Compared to 2021-2022**

During the financial year 2022-23, the company has earned total income to the tune of Rs. 0.08 lacs in comparison of total income accounted for Rs. 0.06 lacs of fiscal 2021-22 with a decrease of 33.33%. Such increase is mainly attributed to increase in other income. The Company has incurred loss in the financial year 2022-23 and losses stood at Rs. 64.49 lacs as against loss of Rs. 17.42 lacs in the financial year 2021-22.

**5.15 The Shareholding pattern of the MSL, as on the date of DLOF is as follows:**

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Share Capital (%)
Promoter	30,13,500	60.27
Public	19,86,800	39.73
<b>Total</b>	<b>50,00,300</b>	<b>100.00</b>



5.16 The current capital structure of the Company has been build up since inception, are as under:

Date of Allotment*	Shares Issued		Cumulative paid-up capital		Mode of Allotment	Identity of allottees (Promoters / Others)	Status of Compliance with SEBI SAST Regulations 1997 / 2011
	No.	% to total Share Capital	No. of Shares	% to total Share Capital			
09-08-1994	700	100.00	700	100.00	Cash	Subscriber of MOA	Capital Issued prior to Listing
29-04-1995	11,49,300	99.94	11,50,000	100.00	Cash	Promoters	Capital Issued prior to Listing
07-07-1995	8,50,000	42.50	20,00,000	100.00	Cash	Promoters	Capital Issued prior to Listing
1995	30,00,000	60.00	50,00,000	100.00	Cash	Promoters & Public	IPO
Date not available*	300	0.02	50,00,300	100.00	Cash	Public	Complied
<b>Total</b>	<b>50,00,300</b>	--					

\*300 equity shares has been allotted before 31<sup>st</sup> March, 2001 and The company is not able to trace exact date of issuance of capital being the records are very old.

5.17 Pre- and Post-Offer shareholding pattern of the MSL is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement / acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPA which triggered off the SEBI (SAST) Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	%	No.	%
1.	<b>Promoter and Promoter Group</b>								
	<b>a. Parties to Agreement</b>	<b>29,80,500</b>	<b>59.61</b>	<b>(29,80,500)</b>	<b>(59.61)</b>	-	-	-	-
	Varadarajan Kumbakonam (Seller-1)	2,13,700	4.27	(2,13,700)	(4.27)	-	-	-	-
	Chitra Kumbakonam (Seller-2)	20,100	0.40	(20,100)	(0.40)	-	-	-	-
	Enes Global Softek Private Limited (Seller-3)	7,08,300	14.17	(7,08,300)	(14.17)	-	-	-	-
	Orange Infotek (P) Limited (Seller-4)	6,82,400	13.65	(6,82,400)	(13.65)	-	-	-	-
	Orbit Global Softsol (P) Limited (Seller-5)	6,56,000	13.12	(6,56,000)	(13.12)	-	-	-	-
	Alpha Software Services Pvt Ltd (Seller-6)	7,00,000	14.00	(7,00,000)	(14.00)	-	-	-	-
	b. Promoters Other than (a) above (Parties not to agreement)	33,000	0.66	-	-	-	-	-	-
	Aditya Kumbakonam	14,800	0.30	-	-	-	-	-	-

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement / acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPA which triggered off the SEBI (SAST) Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer	
	Sandhya Kumbakonam	18,200	0.36	-	-	-	-	-	-
	<b>Total 1 (a+b)</b>	<b>30,13,500</b>	<b>60.27</b>	<b>(29,80,500)</b>	<b>(59.61)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2.	<b>Acquirers</b>	-	-	<b>29,80,500</b>	<b>59.61</b>	<b>13,00,078</b>	<b>26.00</b>	<b>42,80,578</b>	<b>85.61%</b>
	Mr. Rama Swamy Reddy Pedinekaluva (Acquirer-1)	-	-	29,70,500	59.41	13,00,078	26.00	42,70,578	85.41%
	Mr. Narsing Balwanth Singh (Acquirer-2)	-	-	10,000	0.20	-	-	10,000	0.20
3.	Parties to agreement other than (1)	-	-	-	-	-	-	-	-
4.	Parties (other than promoters, Sellers / Acquirers	-	-	-	-	-	-	-	-
	a. Fls/MFs/FILs/Banks/SFI	-	-	-	-	-	-	-	-
	b. Others	19,86,800	39.73	-	-	(13,00,078)	(26.00)	7,19,722	14.39
	Total no. of shareholders i.e., 3,255 in "Public Category"								
	<b>Total</b>	<b>50,00,300</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>50,00,300</b>	<b>100.00</b>

Note: Pursuant to this Offer and the transactions contemplated in the SPA, the Acquirers shall become the Promoter of the Target Company and, the Selling Promoter Shareholders and other existing promoter will cease to be the promoter of the Target Company and shall be classified as a public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

- 5.18 The number of Shareholders in MSL in public category is 3,255 as on 30<sup>th</sup> September, 2024. As on date of this DLOF, there are no depository receipts of shares issued in foreign countries.
- 5.19 There are certain delayed-compliances with respect to Regulation 30 (1)(2) and Regulation 31(4) of SEBI (SAST) Regulations during a period of eight financial years preceding the financial year in which the Public Announcement for instant Offer has been made for which SEBI may initiate suitable action against the Target Company or its promoters.

Regulation under SEBI (SAST) Regulation	Due date of Compliance	Actual date of compliance	Delay Filing (No. of days)	Remarks
30 (1) & 30 (2)	12-Apr-2017	16-Sep-2024	2,714	Delayed Complied by 2714 days
30 (1) & 30 (2)	10-Apr-2018	16-Sep-2024	2,351	Delayed Complied by 2351 days
30 (1) & 30 (2)	9-Apr-2019	16-Sep-2024	1,987	Delayed Complied by 1987 days
30 (1) & 30 (2)	1-Jun-2020	16-Sep-2024	1,568	Delayed Complied by 1568 days
30 (1) & 30 (2)	12-Apr-2021	16-Sep-2024	1,253	Delayed Complied by 1253 days
31(4)	1-Jun-2020	16-Sep-2024	1,568	Delayed Complied by 1568 days
31(4)	12-Apr-2021	16-Sep-2024	1,253	Delayed Complied by 1253 days
31(4)	11-Apr-2022	16-Sep-2024	889	Delayed Complied by 889 days
31(4)	13-Apr-2023	16-Sep-2024	522	Delayed Complied by 522 days
31(4)	9-Apr-2024	16-Sep-2024	160	Delayed Complied by 160 days

- 5.20 The Company is not a sick Company.

- 5.21 There are no directions subsisting or proceedings pending against the Target Company under SEBI Act, 1992 and regulations made thereunder, also by any regulator.
- 5.22 Target Company are not registered with any other regulatory / govt. authority in any capacity. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Target Company or its promoters. There are no penalties levied by SEBI / RBI against the Target Company or its promoters.
- 5.23 Existing Promoter and promoter group do not have any relationship / association with the public shareholders of Target Company.
- 5.24 There are no penalties levied by SEBI / RBI or other regulator against the Target Company / its promoters.
- 5.25 No complaint has been received by the company in relation to the proposed open offer or the valuation of offer price.
- 5.26 There is no loan given by TC/existing promoters / sellers / related entity or person to Acquirers or any relative of Acquirer.
- 5.27 As on date of this DLOF, there are no contingent liability of Target Company.
- 5.28 No open offer made to the public shareholders of the target company in the past.
- 5.29 Status of corporate governance compliances by MSL: -

The Corporate Governance clauses as enumerated in Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been complied by the Target Company.

- 5.30 Ms. Rimika Talesara, is the Company Secretary & Compliance Officer of the Company and her address is 66, Parkview Enclave, Mano Vikas Nagar, Secunderabad, Hyderabad - 500009, Telangana, India; **Phone No.:** +91-8106873435; **Email id:** [contact@marutisecurities.com](mailto:contact@marutisecurities.com); **Website:** [www.marutisecurities.com](http://www.marutisecurities.com).

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on BSE Limited, Mumbai (BSE). The shares are placed under Group “XT” having a Scrip Code of “531319” & Scrip Id: “MARUTISE” on the BSE.

6.1.2 The equity shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on BSE.

The annualized trading turnover of the equity shares of the Target Company on BSE during Twelve calendar months prior to the month of PA date (September, 2023 - August, 2024) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
BSE	59,018	50,00,300	1.18%

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

6.1.3 The Offer Price of Rs. 8.50/- (Rupees Eight and Paise Fifty only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Highest of Negotiated price per Equity Share of SPA	Rs. 6.00
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA.	N.A.

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(c)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA.	N.A.
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	Not Applicable as Equity Shares are Infrequently Traded
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Rs. 8.18*

\*The Fair Value of the Equity Share of the Target Company is Rs. 8.18/- (Rupees Eight and Paise Eighteen Only) as certified by Bhavesh M Rathod, Registered Valuer - SFA, (ICAI Membership No. 119158), Chartered Accountants having their office address at 515, 5<sup>th</sup> Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai - 400101 and registered address 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066; Tel. No: +91 9769113490; Email: [bhavesh@cabr.in](mailto:bhavesh@cabr.in) vide valuation certificate dated September 23, 2024. (UDIN: 24119158BKAF0K5315) in accordance with Regulation 8 (16) of the SEBI (SAST) Regulations.

The rationales for providing the multiples, as communicated by Bhavesh M Rathod, Independent Valuer are as below:

- a. Value per Share as per NAV Method is Negative and lower than Price as per Market Price, therefore no weightage is considered for NAV Method.
- b. Under the Income Method, whilst calculating the Average Profit After Tax for the last 3 Financial Years there is an average loss of 36.46 Lakhs, and hence Profit Earning Capacity Value has not been considered.
- c. The Target Company has no Sales, negative EBITDA, bearing losses for the past 3 years and has Negative Net-Worth for the past 3 years, therefore no weightage is considered for the CCM Method.
- d. As the company is infrequently traded and all other parameters are not applicable, hence we have considered the Volume weighted Average price for 1 Year trading days.

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 8.50/- (Rupees Eight and Paise Fifty only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

- 6.1.4 There has been no corporate action requiring the price parameters to be adjusted.
- 6.1.5 There are no reported event or information under Regulation 30 (11) of SEBI (LODR) Regulations, 2015 requiring price parameters to be adjusted.
- 6.1.6 The Target Company is listed on BSE only. Market price of equity shares of Target Company (closing) on date of public announcement (23<sup>rd</sup> September, 2024) was Rs. 9.92/- each. Market price of equity shares of Target Company (closing) before the date of public announcement (20<sup>th</sup> September, 2024) was not traded and market price of equity shares of Target Company (closing) after the date of public announcement (24<sup>th</sup> September, 2024) was not traded.
- 6.1.7 In the event of any further acquisition of Equity Shares of the Target Company by Acquirers during the offer period, whether by subscription or purchase, at a price higher than offer price, then offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, it shall not be

acquiring any equity shares of Target Company after the third working day prior to commencement of tendering period and until the expiry of tendering period.

- 6.1.8 If the Acquirers acquires any Equity Shares of the Target Company during the period of twenty-six weeks after the closure of Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021 or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 6.1.9 As on date of this DLOF, there is no revision in the Offer Price or Offer Size. In the event of any revision of the open offer, whether by way of an upward revision in offer price, or of the offer size, the acquirer shall comply with all the provisions of the Regulation 18(5) of the Takeover Regulations and shall (a) make corresponding increases to the amount kept in escrow account under regulation 17 prior to such revision; (b) make an announcement in respect of such revisions in all the newspapers in which the detailed public statement pursuant to the public announcement was made; and (c) simultaneously with the issue of such an announcement, inform the Board, all the stock exchanges on which the shares of the target company are listed, and the target company at its registered office.
- 6.1.10 If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto one working day prior to the date of commencement of the tendering period in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared. The same will also be informed to SEBI and BSE.

## 6.2 Financial Arrangements

- 6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 1,10,50,663/- (Rupees One Crore Ten Lacs Fifty Thousand Six Hundred Sixty Three Only) ("maximum consideration") i.e. consideration payable for acquisition of 13,00,078 equity shares of the target Company at offer price of Rs. 8.50/- (Rupees Eight and Paisa Fifty only).
- 6.2.2 The Acquirers has adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.
- 6.2.3 The Acquirers, the Manager to the Offer and ICICI Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement, the Acquirers on 23<sup>rd</sup> September, 2024 have deposited cash of an amount of Rs. 111.00 Lacs in an escrow account opened with ICICI Bank Limited, which is in excess of 100% of the Offer Consideration.
- 6.2.4 The Acquirers has duly empowered Navigant Corporate Advisors Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 6.2.5 Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirers have opened the Offer Special Account with the ICICI Bank Limited under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized by the Acquirers to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.
- 6.2.6 The Manager to the Offer, M/s Navigant Corporate Advisors Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations. The Manager to the Offer, M/s. Navigant Corporate Advisors Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

6.2.7 CA Harsha Manoj Vudathaneni (Membership No. 243301), Partner of D V H and Associates, Chartered Accountants (Firm Registration No. 0180185) has certified that the Acquirers has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.

6.2.8 Acquirers hereby undertakes that in case of any upward revision of offer price, Acquirers will correspondingly increase the escrow amount.

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

7.1. The Draft Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those public shareholders of MSL (except the Acquirers, Existing Promoters & Sellers) whose name appear on the Register of Members, at the close of business hours on 31<sup>st</sup> October, 2024 ("**Identified Date**").

7.2. All owners of the shares, Registered or Unregistered (except the Acquirers, Existing Promoters & Sellers) who own the shares any time prior to the Closing of the Offer is eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible Persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

7.3. The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. While it would be insured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt the Letter of Offer by any member entitled to this open offer will not invalidate the Offer in any manner whatsoever.

7.4. Subject to the conditions governing this Offer, as mentioned in the DLOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

### **7.5. Locked-in Shares:**

There are no locked-in shares in MSL.

### **7.6. Eligibility for accepting the Offer:**

The Offer is made to all the public shareholders (except the Acquirers, Existing Promoters & Sellers) whose names appeared in the register of shareholders on 31<sup>st</sup> October, 2024 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

### **7.7. Statutory Approvals and conditions of the Offer:**

7.7.1. As of the date of this DLOF, there are no statutory approvals required for this Offer. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

7.7.2. Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserves the sole right to reject the equity shares tendered in the Offer.

7.7.3. The Acquirers, in terms of regulation 23 of the SEBI (SAST) Regulations, will have a right not to proceed with the Offer in the event the statutory approvals which may become applicable later and are refused. In the event of withdrawal, a PA will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS has appeared.

7.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

- 7.7.5. No approval is required from any bank or financial institutions for this Offer.
- 7.7.6 Target Company is not required to obtain NOC from any regulatory / govt. authority for effecting change in control;
- 7.7.7. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

**8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:**

- 8.1. The Open offer will be implemented by the Acquirer through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window (“Acquisition Window”) as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016 and as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021 and SEBI’s Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 (“Master Circular”).
- 8.2. BSE Limited (‘BSE’) shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer.
- 8.3. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the BSE in the form of Separate Window (“Acquisition Window”).
- 8.4. The Acquirers has appointed Allwin Securities Limited, Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

**Allwin Securities Limited**  
B-205/206, Ramji House,  
30, Jambulwadi, Kalbadevi Road,  
Mumbai-400 002  
Tel: +91-22-4344 6444  
E-mail: [allwinsec@gmail.com](mailto:allwinsec@gmail.com)  
Website: [www.allwinsecurities.com](http://www.allwinsecurities.com)  
SEBI Registration No.: INZ000239635

- 8.5. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers (“Selling Brokers”) within the normal trading hours of the Secondary Market, during the Tendering period.
- 8.6. A separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.
- 8.7. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering period.
- 8.8 Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- 8.9. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client with KYC Compliant.
- 8.10 Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirers or the Target Company.
- 8.11. **Procedure for tendering shares held in Dematerialized Form.**
- a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity shares they intend to tender in Open Offer.
- b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before

placing the order/bid the Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.

- c) For custodian participant, orders for demat equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- d) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchange/ Clearing Corporation, before the opening of the Offer.
- e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip (“TRS”) generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- f) The shareholders will have to ensure that they keep the depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

**The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.**

**8.12. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:**

- a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
  - i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
  - ii. Original Share Certificates;
  - iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favour of the Acquirers;
  - iv. Self-attested copy of the Shareholder’s PAN card;
  - v. Any other Relevant documents such as (but not limited to):
    - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
    - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
    - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
  - vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport.
- b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity shares tendered etc.
- c) After placement of order, as mentioned in paragraph 8.12(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 8.12(a)) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscripted as “**MSL Open Offer**”. One copy of the TRS will be retained by the Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.



- d) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirers shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as “unconfirmed physical Bids”. Once, Registrar to the Offer confirms the order it will be treated as “Confirmed Bids”.
- e) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

8.13. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

8.14. The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period

**8.15. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:**

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the Letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)) or Merchant Banker website ([www.navigantcorp.com](http://www.navigantcorp.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity shares of the Target Company. Alternatively in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the BSE before the closure of the Offer.

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

**8.17. Acceptance of Equity Shares**

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

As per the recent amendment of SEBI vide its circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchanges, it has been decided that a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure. All other procedures shall remain unchanged.

### 8.18. Settlement Process

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- b) The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

### 8.19. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

## 9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Navigant Corporate Advisors Limited, 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri East, Mumbai-400059 from 11.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer. Shareholders have option to verify below mentioned records electronically by placing a request on the email i.e. [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com) by providing details such as DP-ID-Client ID and Folio No etc.

- Certificate of Incorporation, Memorandum and Articles of Association of Maruti Securities Limited.
- Certificate dated August 21, 2024 issued by CA Harsha Manoj Vudathaneni (Membership No. 243301), Partner of D V H and Associates, Chartered Accountants (Firm Registration No. 0180185) certifying the Net worth of Acquirer -1.
- Certificate dated August 27, 2024 issued by CA Harsha Manoj Vudathaneni (Membership No. 243301), Partner of D V H and Associates, Chartered Accountants (Firm Registration No. 0180185) certifying the Net worth of Acquirer -1.
- Annual Reports of Maruti Securities Limited for years ended on March 31, 2024, 2023 and 2022.
- Escrow Agreement dated September 23, 2024 executed between Acquirers and ICICI Bank Limited and Navigant Corporate Advisors Limited (“Escrow Agreement”).
- Share Purchase Agreement dated September 23, 2024 executed between Acquirers and Sellers.

- Bank Statement of ICICI Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.
- Copy of Public Announcement dated September 23, 2024.
- Published copy of the Detailed Public Statement, which appeared in the newspapers on September 30, 2024.
- Copy of Recommendation made by Committee of Independent Directors of MSL dated (.).
- Observation letter no (.) dated (.) on the Draft Letter of Offer filed with the Securities and Exchange Board of India.
- Memorandum of Understanding between Manager to the Offer i.e. Navigant Corporate Advisors Limited & Acquirers.

#### **10. DECLARATION BY THE ACQUIRERS**

We have made all reasonable inquiries, accept responsibility for, and confirm that this DLOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

We are solely responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this DLOF, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

**Signed by Acquirers:**

Sd/-  
**Mr. Rama Swamy Reddy Pedinekaluva**  
 (Acquirer-1)

Sd/-  
**Mr. Narsing Balwanth Singh**  
 (Acquirer-2)

**Place: Hyderabad**  
**Date: October 08, 2024**

#### **ENCLOSURES:**

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