



MARK
CORPORATE ADVISORS

May 27, 2024

MCAPL: MIUM: 2024-25: 0031

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001.

Dear Sir/Madam,

Sub : Submission of Draft Letter of Offer (“DLoF”)

Ref : Open Offer to the Public Shareholders of Gujchem Distillers India Limited (“GDIL”/“Target Company”)

With reference to the captioned Offer, please find enclosed the Draft Letter of Offer of Gujchem Distillers India Limited.

All capitalised terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed DLoF.

Kindly take the above on your record and disseminate the DLoF on your website.

For Mark Corporate Advisors Private Limited



Manish Gaur
Asst. Vice President

Encl: *As Above.*

MARK CORPORATE ADVISORS PVT. LTD.

CIN No : U67190MH2008PTC181996

GSTIN/UIN : 27AAF5379J1ZY

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Draft Letter of Offer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“LoF”) is sent to you as an Eligible Equity Shareholder (*as defined below*) of Gujchem Distillers India Limited (“GDIL”/“Target Company”). If you require any clarifications about the action to be taken, you may consult your stock broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying form of acceptance and Transfer Deed to the member of the Stock Exchange through whom the said sale was affected.

OPEN OFFER BY

ZR2 Group Holdings Limited (“Acquirer”)

having Registered Office at Suite 517, Level 15, Al Sarab Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates

Contact No.: +97148811884 | Email ID: info@zr2group.com | Website: www.zr2group.com

to acquire up to 9,28,000 fully paid-up equity shares having face value of ₹1 each representing 26.00% of Voting Share Capital of the Target Company at a price of ₹65 per equity share (“Offer Price”), payable in cash in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto (“SEBI (SAST) Regulations, 2011”) from the Eligible Equity Shareholders

OF

GUJCHEM DISTILLERS INDIA LIMITED

(CIN: L74110GJ1939PLC002480)

Registered Office at: 307, Third Floor, Ashirwad Paras-1, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380 051. Gujarat. India

Tel. No.: +91 9998860235 | Email ID: gujchemdistillers@gmail.com | Website: www.gujchemdistillers.in

- 1) This Offer is being made by the Acquirer pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations 2011.
- 2) This Offer is not a conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011 and is not subject to any minimum level of acceptance.
- 3) As on the date of this DLoF, to the best of the knowledge of the Acquirer, no Statutory Approvals are required to acquire Equity Shares that are validly tendered pursuant to this Open Offer. However, in case of any statutory or regulatory approvals being required and/or becoming applicable at a later date before the closing of the Tendering Period, this Open Offer shall be subject to the receipt of such approvals.
- 4) If there is any upward revision in the Offer Price/Offer Size at any time prior to commencement of one working day before the commencement of the Tendering Period in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (“DPS”) was published. Such revised Offer Price would be payable to all the Eligible Equity Shareholders, who have validly tendered their Equity Shares anytime during the Tendering Period to the extent their Equity Shares have been verified and accepted under the Offer, by the Acquirer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, 2011, the same would be communicated within two working days by an announcement in the same newspapers in which the DPS was published.
- 5) There has been no competing offer to the Open Offer as of the date of this Draft Letter of Offer (“DLoF”) in terms of Regulations 20 of SEBI (SAST) Regulations, 2011.
- 6) If there is a competing offer at any time hereafter, the offers under all subsisting bids will open and close on the same date.

A copy of the Public Announcement (“PA”), Detailed Public Statement (“DPS”), Draft Letter of Offer (“DLoF”) and Letter of Offer (“LoF”) (including the Form of Acceptance-cum-Acknowledgement) will also be available on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	<p>Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400 057. Maharashtra. India. Tel. No.: +91 22 2612 3207/08 Email ID: openoffer@markcorporateadvisors.com Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128</p>		<p>Link Intime India Private Limited CIN: U67190MH1999PTC118368 C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083, Maharashtra, India. Tel. No.: +91 810 811 4949 Fax No.: +91 22 4918 6060 Email ID: gujchem.offer@linkintime.co.in Contact Person: Ms. Pradnya Karanjekar SEBI Reg. No.: INR000004058</p>
Offer Opens on	: July 04, 2024	Offer Closes on	: July 18, 2024

TENTATIVE SCHEDULE OF MAJOR ACTIVITIES PERTAINING TO THE OFFER:

Nature of Activity	Day & Date ⁽¹⁾
Date of the Public Announcement	Friday, May 10, 2024
Date of publishing the Detailed Public Statement	Friday, May 17, 2024
Last date for filing of Draft Letter of Offer with SEBI	Monday, May 27, 2024
Last date of a Competing Offer	Monday, June 10, 2024
Latest date by which SEBI's observations will be received	Tuesday, June 18, 2024
Identified Date ⁽²⁾	Thursday, June 20, 2024
Last date by which the Letter of Offer will be dispatched to the Eligible Equity Shareholders as on the Identified date	Thursday, June 27, 2024
Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Monday, July 01, 2024
Last Date for revising the Offer Price/number of shares	Tuesday, July 02, 2024
Date of Public Announcement for Opening the Offer	Wednesday, July 03, 2024
Date of Commencement of the Tendering Period (" Offer Opening date ")	Thursday, July 04, 2024
Date of Closing of the Tendering Period (" Offer Closing date ")	Thursday, July 18, 2024
Last date for communicating rejection/acceptance and payment of consideration for accepted Equity Shares/credit of unaccepted shares to demat account	Thursday, August 01, 2024

Notes:

⁽¹⁾ The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations, 2011 and are subject to receipt of relevant approvals from statutory/regulatory authorities and may have to be revised accordingly.

⁽²⁾ Identified Date is only for the purpose of determining the names of the Eligible Equity Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the holders (registered or unregistered) of Equity Shares of the Target Company except the Acquirer, Promoters of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirer:

Risks Relating to the Underlying Transaction and the Proposed Open Offer:

- 1) This Offer is a mandatory offer in terms of Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

The consummation of the Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement.

- 2) To the best of the knowledge of the Acquirer, there are no other statutory approvals required by the Acquirer to complete this Offer. However, in case of any statutory approvals are required by the Acquirer at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such statutory approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirer shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders.
- 3) In case of over-subscription in the Offer, as per the SEBI (SAST) Regulations, 2011, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.
- 4) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and dispatch of consideration are delayed.

Relating to the Acquirer:

- 1) The Acquirer cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims 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.
- 2) The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement (“PA”)/Detailed Public Statement (“DPS”)/Draft Letter of Offer (“DLof”)/Letter of Offer (“LoF”) and anyone placing reliance on any other sources of information, not released by the Acquirer, would be doing so at his/her/its own risk.

The Risk Factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choice, if any, for further risks with respect to each such Shareholder’s participation in the Offer.

Table of Contents

1. ABBREVIATIONS/DEFINITIONS	1
2. DISCLAIMER CLAUSE	3
3. DETAILS OF THE OFFER	3
3.1. BACKGROUND OF THE OFFER.....	3
3.2. DETAILS OF THE PROPOSED OFFER.....	6
3.3. OBJECT OF THE OFFER	7
4. BACKGROUND OF THE ACQUIRER	7
5. BACKGROUND OF THE TARGET COMPANY-GUJCHEM DISTILLERS INDIA LIMITED.....	9
6. OFFER PRICE AND FINANCIAL ARRANGEMENTS	13
6.1. JUSTIFICATION OF OFFER PRICE	13
6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS	15
7. TERMS AND CONDITIONS OF THE OFFER	15
7.1. OPERATIONAL TERMS AND CONDITIONS	15
7.2. LOCKED-IN SHARES	16
7.3. ELIGIBILITY FOR ACCEPTING THE OFFER	16
7.4. STATUTORY APPROVALS	17
8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER.....	17
9. NOTE ON TAXATION / COMPLIANCE WITH TAX REQUIREMENTS	22
10. DOCUMENTS FOR INSPECTION.....	29
11. DECLARATION BY THE ACQUIRER.....	30

1. ABBREVIATIONS/DEFINITIONS

Acquirer	ZR2 Group Holdings Limited
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	Companies Act, 1956 and Companies Act, 2013
CP	Conditions Precedent
DIS	Delivery Instruction Slips
DP	Depository Participant
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer published on May 17, 2024
DLoF/Draft Letter of Offer	This Draft Letter of Offer dated May 27, 2024
Eligible Equity Shareholders/Public Shareholders	All the public shareholders of the Target Company, excluding the existing Promoters of the Target Company, the parties to the Underlying Transaction and any persons deemed to be acting in concert (“ Deemed PACs ”) with the parties mentioned above, pursuant to and in compliance with the provisions of Regulation 7(6) of SEBI (SAST) Regulations, 2011
Equity Share Capital/Paid-up Share Capital/Voting Share Capital	Existing paid-up Equity Share Capital of ₹35,68,850 comprising of 35,68,850 Equity Shares having face value of ₹1 each fully paid-up
Equity Shares	Fully paid-up Equity Shares of the Target Company having face value of ₹1 each
Escrow Bank/Escrow Agent	Yes Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FIIs/FPIs	Foreign Institutional Investors / Foreign Portfolio Investors registered with SEBI
Identified Date	June 20, 2024 i.e., date falling on the tenth Working Day prior to the commencement of Tendering Period, for the purposes of determining the Eligible Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./₹	Indian Rupees, the legal currency of India
KMP(s)	Key Managerial Personnel(s)
Manager/Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
Non-Resident Shareholder(s)	Person’s resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer period	Period from the date of entering into an agreement, to acquire Equity Shares, Voting Rights in, or control over a Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirer to the Eligible Equity Shareholders to acquire up to 9,28,000 Equity Shares representing 26.00% of Voting Share Capital of the Target Company
Offer Price	₹65 per Equity Share
Offer Size	Up to 9,28,000 Equity Shares representing 26.00% of Voting Share Capital of the Target Company at a price of ₹65 per Equity Share, aggregating to ₹ 6,03,20,000
PA/Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer on May 10, 2024
PACs	Persons Acting in Concert
Preferential Allotment/ Preferential Issue	The proposed issue and allotment of 1,23,50,000 Compulsory Convertible Debentures (“ CCDs ”) of face value of ₹65 each convertible into 1 Equity

	Share of face value of ₹1 each (<i>share premium of ₹64 per equity share</i>) to the Acquirer and proposed issue and allotment of 2,59,22,000 Warrants, out of which 76,50,000 Warrants to the Acquirer and 1,82,72,000 Warrants to the Non-Promoters at an issue price of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (<i>share premium of ₹64 per equity share</i>). The said preferential allotment have been approved by the Board of Directors in their meeting held on May 10, 2024 and is subject to receipt of shareholders' and other requisite approvals
Promoters	Promoters of Gujchem Distillers India Limited as per Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015
Registrar/Registrar to the Offer	Link Intime India Private Limited
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereof
SEBI (SAST) Regulations, 2011/ SEBI (SAST) Regulations/SEBI Takeover Code/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto
Seller 1/Promoter Seller 1	Mr. Sagar Samir Shah
Seller 2/Promoter Seller 2	Mrs. Rajasvee Sagar Shah
Seller 3/Promoter Seller 3	Ms. Amoli Samir Shah
Seller 4/Promoter Seller 4	Mr. Samir Rohitbhai Shah
Seller 5/Promoter Seller 5	Mr. Varun Falgunbhai Sheth
Seller 6/Promoter Seller 6	Swetsam Stock Holding Private Limited
Sellers	Seller 1/Promoter Seller 1, Seller 2/Promoter Seller 2, Seller 3/Promoter Seller 3, Seller 4/Promoter Seller 4, Seller 5/Promoter Seller 5 and Seller 6/Promoter Seller 6
SPA/Share Purchase Agreement/Agreement	Share Purchase Agreement entered between Acquirer and Promoter Sellers on May 10, 2024
Stock Exchange	BSE Limited, Mumbai
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e., the period between and including July 04, 2024 to July 18, 2024
Target Company/OPL	Gujchem Distillers India Limited
TRS	Transaction Registration Slip

Note: All capitalized terms used in the Draft Letter of Offer, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations, 2011.

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 SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF GUJCHEM DISTILLERS INDIA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES AND 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 ACQUIRER IS 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 ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 27, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

3.1.1. This Open Offer is being made by Acquirer to the Eligible Equity Shareholders of Gujchem Distillers India Limited (“GDIL”/“Target Company”) pursuant to and in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011 to acquire up to 9,28,000 Equity Shares having face value of ₹1 each representing 26.00% of the Voting Share Capital of the Target Company (“Offer Size”) at a price of ₹65 per Equity Share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, DPS, DLoF and LoF that will be sent to the Eligible Equity Shareholders of the Target Company.

3.1.2. The details of the Transactions which triggered the Open Offer are as under:

- (a) The Acquirer has entered into a SPA with the Sellers of the Target Company on May 10, 2024 to acquire 21,75,640 Equity Shares (“SPA Shares”) having face value of ₹1 each representing 60.96% of the Voting Share Capital of the Target Company at a price of ₹65 each, aggregating to a sum of ₹1414.17 Lakhs payable in cash. The details of the acquisitions through SPA are as under:

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
1)	Mr. Sagar Samir Shah (“Seller 1”) PAN: CKLPS2759H Address: 2/3, Suyog Bunglows, Corporate Road, Prahladnagar, Ahmedabad-380051. Gujarat. India.	Yes	4,96,530	13.91%	Nil	N.A.
2)	Mrs. Rajasvee Sagar Shah ⁽ⁱⁱ⁾ (“Seller 2”)	Yes	4,24,310	11.89%	Nil	N.A.

Sr. No.	Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	% vis a vis Voting Share Capital	Number	% vis a vis Voting Share Capital
	<p>PAN: FUFPS4619F</p> <p>Address: 2/3, Suyog Bunglows, Corporate Road, Prahladnagar, Vejalpur, Ahmedabad-380051. Gujarat. India.</p>					
3)	<p>Ms. Amoli Samir Shah⁽ⁱⁱ⁾ ("Seller 3")</p> <p>PAN: FRIPS7518M</p> <p>Address: 2, Suyog Bungalow, Opposite Ashwaraj Bungalow, Prahlad Nagar, Ahmedabad-380051. Gujarat. India.</p>	Yes	3,65,600 ⁽ⁱ⁾	10.24%	Nil	N.A.
4)	<p>Mr. Samir Rohitbhai Shah⁽ⁱⁱ⁾ ("Seller 4")</p> <p>PAN: AQCP6044E</p> <p>Address: 2/3, Suyog Bungalow, Opposite Ashwaraj Bungalow, Near Prahladnagar Garden Satellite, Ahmedabad-380051. Gujarat. India.</p>	Yes	2,79,800	7.84%	Nil	N.A.
5)	<p>Mr. Varun Falgunbhai Sheth⁽ⁱⁱ⁾ ("Seller 5")</p> <p>PAN: EJDPS1660E</p> <p>Address: Bhattha Paldi, 5, Yogeshwarnagar Society, Ahmedabad-380007. Gujarat. India.</p>	Yes	2,43,800	6.83%	Nil	N.A.
6)	<p>Swetsam Stock Holding Private Limited ("Seller 6")</p> <p>PAN: AARCS7025H</p> <p>CIN: U67120GJ2012PTC070653</p> <p>Address: 206, S.F, Ashirwad Paras-1, Near Kanti Bharwad PMT, Opp. Andaz Party Plots, Makarba, Ahmedabad- 380051. Gujarat. India.</p>	Yes	3,65,600 ⁽ⁱ⁾	10.24%	Nil	N.A.
	Total		21,75,640	60.96%	Nil	N.A.

N.A. – Not Applicable.

(i) The equity shares are under lock-in up to February 10, 2025 and will be transferred, subject to the continuation of the residual lock-in period to the Acquirer, as per SEBI (SAST) Regulations, 2011.

(ii) The Share Purchase Agreement is signed by duly constituted Power of Attorney holder, Sagar Samir Shah

(b) The total purchase consideration for the above-mentioned SPA under 3.1.2 is ₹1414.17 Lakhs. The Acquirer has paid the entire purchase consideration on the execution of the SPA.

(c) The Equity Shares mentioned above are lying in the Demat Account of the respective selling shareholders, which shall be transferred to the demat account of the Acquirer in compliance with SEBI (SAST) Regulations, 2011. The duly signed Delivery Instruction Slips are in the custody of the Manager to the Open Offer.

3.1.3. The above-mentioned Sellers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other Regulations made under the SEBI Act, 1992.

3.1.4. The common salient features of the SPA entered between the Acquirer and the Sellers are as under:

1. ARTICLE 2: SALE AND PURCHASE

1.1. Subject to the other provisions of this Agreement and against the entire payment of the Purchase Consideration and other necessary compliances by the Acquirer, the Promoter Sellers shall sell, transfer, convey, and deliver to the Acquirer and the Acquirer shall purchase and acquire from the Promoter Sellers, the Sale Shares free from all liens, encumbrances, all rights, title, and interests of the Promoter Sellers in the Sale Shares together with all accrued benefits, rights and obligations attaching thereto, in the manner provided in Schedule II of this Agreement.

1.2. It is specifically agreed that the Sale contemplated in this Agreement is for the whole of Sale Shares and under no circumstances, the Promoter Sellers will be entitled to Offer, or the Acquirer would be entitled to claim pro-rata shares.

2. ARTICLE 3: PURCHASE CONSIDERATION AND PAYMENT

2.1. The Purchase Consideration for acquisition of the Sale Shares shall be at a price of ₹ 65/- (Rupees Sixty-Five Only) per Sale Share, aggregating to ₹ 14,14,16,600/- (Rupees Fourteen Crore Fourteen Lakhs Sixteen Thousand Six Hundred Only) ('Purchase Consideration'), payable to the Promoter Sellers in the manner set out in Schedule II of the Share Purchase Agreement.

2.2. The Promoter Sellers shall sell, convey, and transfer to the Acquirer and the Acquirer shall purchase, acquire, and accept from the Promoter Sellers the above-mentioned Sale Shares at and for the Purchase Consideration (as defined above).

2.3. The Acquirer shall pay the entire Purchase Consideration to the Promoter Sellers through normal electronic banking channel transfers i.e., RTGS or NEFT.

3. ARTICLE 4: EFFECTIVE DATE

The Share Purchase Agreement shall take effect from the Execution Date provided that the effectiveness of this Agreement will not in any way be affected by any change in the Takeover Regulations or any other Applicable Law which does not void any of the provisions of the Agreement and the Parties shall be responsible for completing the transactions contemplated by this Agreement at all times subject to compliance with the amended Takeover Regulations or amended Applicable Law, if any.

3.1.5. The issue and allotment of Equity Shares are subject to receipt of shareholders' and other requisite approvals, if any.

3.1.6. The Proposed change in control of the Target Company is not through any Scheme of Arrangement.

3.1.7. Pursuant to Underlying Transaction mentioned in 3.1.2 above, the Acquirer is making this Open Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 9,28,000 Equity Shares having face value of ₹1 each, representing 26.00% of the Voting Share Capital of the Target Company at a price of ₹65 per Equity Share, aggregating to ₹6,03,20,000, payable in cash, subject to the terms and conditions set

out in the PA, DPS and the LoF, which will be sent to the Eligible Equity Shareholders of the Target Company. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer will have control over the Target Company and become the Promoter of the Target Company. Further, the Promoter Sellers shall ceased to be the Promoters of the Target Company and shall be classified as public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations, 2015.

- 3.1.8.** The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.
- 3.1.9.** There may be changes in the composition of Board of Directors of the Target Company after the completion of Offer, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011. No proposal in this regard has been finalized as on the date of this DLoF.
- 3.1.10.** As per Regulation 26(6) of the SEBI (SAST) Regulations, 2011 the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendation on this Offer to the Eligible Shareholders. Such recommendation shall be published at least two (2) working days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations, 2011.
- 3.1.11.** No other persons/individuals/entities are acting in concert with the Acquirer for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations, 2011.

3.2. DETAILS OF THE PROPOSED OFFER

- 3.2.1.** The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulation 13, 14 and 15 of SEBI (SAST) Regulations, 2011 was made on May 10, 2024 and was filed with SEBI, BSE and the Target Company on the same day through e-mail and the hard copy of the same was submitted to SEBI on May 13, 2024.
- 3.2.2.** In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on May 17, 2024 in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti ⁽ⁱ⁾	Marathi	Mumbai Edition
Loksatta Jansatta	Gujarati	Ahmedabad Edition

⁽ⁱ⁾ The DPS was published on the edition dated May 18, 2024

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

A copy of the DPS was filed through the Manager to the Offer with SEBI, BSE and the Target Company through e-mail on May 17, 2024. The hard copy of the same was submitted to SEBI on May 17, 2024.

- 3.2.3.** This Offer is made by the Acquirer to all Eligible Equity Shareholders, to acquire up to 9,28,000 Equity Shares having face value of ₹1 each representing 26.00% of the Voting Share Capital, at a price of ₹65 per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, DPS, DLoF and LoF.
- 3.2.4.** There is no differential pricing for the Offer.
- 3.2.5.** This is not a Competing Offer in terms of Regulation 20 of SEBI (SAST) Regulations, 2011. There has been no competing offer as of the date of this DLoF.
- 3.2.6.** The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011, the Acquirer will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer up to a maximum of 9,28,000 Equity Shares representing 26.00% of the Voting Share Capital of the Target Company.
- 3.2.7.** The Acquirer has not acquired any shares of the Target Company after the date of PA i.e., May 10, 2024 and up to the date of this DLoF.

- 3.2.8.** The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011 in the event Statutory Approvals are refused. In the event of withdrawal of this Offer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published and such Public Announcement will also be sent to SEBI, BSE and the Target Company.
- 3.2.9.** The Manager to the Offer viz., Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment to act as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of their appointment as Manager to the Offer till the expiry of 15 (fifteen) days from the date on which the payment of consideration to the Eligible Equity Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn, as the case may be.
- 3.2.10.** The Equity Shares of the Target Company acquired by the Acquirer shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.11.** As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Open Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.

3.3. OBJECT OF THE OFFER

- 3.3.1.** This Offer is being made to the Eligible Equity Shareholders of Target Company pursuant to and in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.
- 3.3.2.** At present, the Acquirer does not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business. The Object of the acquisition is to hold majority stake and control over the Management of the Target Company and to diversify into the areas of ethanol, biofuels, etc. The Acquirer may reorganize the present Capital structure of the Company and also further strengthen the Board.
- 3.3.3.** The Acquirer do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRER

4.1. Information about ZR2 Group Holdings Limited (“Acquirer”)

- 4.1.1.** **ZR2 Group Holdings Limited (“Acquirer”)**, is a Private Limited Company incorporated on April 27, 2023 under Abu Dhabi Global Market Companies (Amendment No. 1) Regulations 2020 and is taken to be incorporated in Abu Dhabi Global Market having Registration Number as 000009746. The Permanent Account Number of the Acquirer under the Indian Income Tax Act is AACCCZ1986H.
- 4.1.2.** The Acquirer was incorporated as ‘ZR2 Group Holdings Limited’ and there has been no change in the name of the Acquirer since its incorporation.
- 4.1.3.** The Registered Office of the Acquirer is situated at Suite 517, Level 15, Al Sarab Tower, Abu Dhabi Global Market Square, Al Maryah Island, Abu Dhabi, United Arab Emirates. The Contact No is+97148811884; Email ID is info@zr2group.com; and website is www.zr2group.com.
- 4.1.4.** The Acquirer is not part of any group.

4.1.5. The Acquirer is an Investment Holding Company.

4.1.6. The shares of the Acquirer are not listed on any Stock Exchange in India or any other jurisdiction.

4.1.7. The details of Directors/Shareholders of the Acquirer are as under:

Sr. No.	Name of the Individuals	Designation	Shareholding	
			No. of Shares	%
1)	Mr. Jimmy Olsson	Director	75	75.00%
2)	Mr. Nilesh Jain	Director	25	25.00%

4.1.8. The Acquirer is yet to commence the Investment Activities. The key financial information of the Acquirer based on its audited financial statements as on and for the period from April 27, 2023 to March 31, 2024 is as follows:

Statement of Profit and Loss:

Particulars	For the period ended March 31, 2024	
	(₹ in Lakhs)	(in Arab Emirates Dirhams ("AED"))
Revenue	-	-
Operational expenses	(11.23)	(49,475.00)
Bank charges	(0.39)	(1,728.00)
Net (loss) for the period (before other income)	(11.62)	(51,203.00)
Other Income	14.08	62,024.00
Net profit for the period (transferred to retained earnings)	2.46	10,821.00

Note: 1 AED = ₹22.702 as on March 31, 2024.

Balance Sheet as at:

Particulars	For the period ended March 31, 2024	
	(₹ in Lakhs)	(in Arab Emirates Dirhams ("AED"))
Assets		
Current Assets		
Amount due from related parties	6,061.43	2,67,00,000.00
Other receivables	21.62	95,250.00
Cash in hand & at banks	2,270.45	1,00,01,113.00
Total Current Assets	8,353.51	3,67,96,363.00
Total Assets	8,353.51	3,67,96,363.00
Shareholders' Equity and Liabilities		
Shareholders' Equity		
Share Capital	8,331.63	3,67,00,000.00
Retained Earnings	2.46	10,821.00
Shareholders' Current Accounts	14.65	64,542.00
Total Shareholders' Equity	8,348.74	3,67,75,363.00
Liabilities		
Current Liabilities		
Accruals & Provisions	4.77	21,000.00
Total Current Liabilities	4.77	21,000.00
Total Liabilities	4.77	21,000.00
Total Shareholders' Equity and Liabilities	8,353.51	3,67,96,363.00

Note: 1 AED = ₹22.702 as on March 31, 2024.

4.1.9. As on date, neither the Acquirer nor any of its Promoters/Directors/KMPs have been categorized or declared as: (i) a 'wilful defaulter' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.

4.1.10. The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.

- 4.1.11.** There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the Acquirer under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator.
- 4.1.12.** There are no penalties levied by SEBI/RBI against the Acquirer. Further, as on date, no penalties are paid by the Acquirer.
- 4.1.13.** The Acquirer is not associated in securities related business and/or is registered with SEBI as a Market Intermediary.
- 4.1.14.** As on date, neither the Acquirer nor any of its Promoters/Directors/KMPs are holding any kind of stake in the Target Company nor having any kind of relationship with/interest in the Target Company, except for (i) SPA entered between the Acquirer and the Promoters/Promoter Group of the Target Company for acquisition of 21,75,640 equity shares representing 60.96% of the Voting Share Capital of the Target Company; (ii) Consent of the Acquirer to subscribe for 1,23,50,000 Compulsory Convertible Debentures (“CCDs”) of face value of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (share premium of ₹64 per equity share) (iii) Proposed issue and allotment of 76,50,000 Warrants at an issue price of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (share premium of ₹64 per equity share) in the proposed Preferential Issue. Further, the equity shares/securities to be acquired by the Acquirer by way of SPA, Preferential Allotment as well as this Open Offer will be on a non-repatriable basis.
- 4.1.15.** There are no Persons Acting in Concert (“PACs”) for the purpose of this Open Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011.

5. BACKGROUND OF THE TARGET COMPANY-GUJCHEM DISTILLERS INDIA LIMITED

- 5.1.** Gujchem Distillers India Limited (“GDIL”/“Target Company”), bearing CIN L74110GJ1939PLC002480 was incorporated on April 04, 1939 under the Indian Companies Act, 1913 in the name of “Sardesai Brothers Private Limited” and a Certificate of Incorporation was issued by Government of Baroda. Thereafter, the Company was converted into a public limited company and the name of the company was changed to “Sardesai Brothers Limited” and a fresh Certificate of Incorporation was issued on March 01, 1961 by Addnl. Registrar of Companies, Maharashtra, Bombay. Thereafter, the Registered Office of the company was shifted from the State of Maharashtra to the State of Gujarat by the Order bearing date February 02, 1974 of the Hon’ble High court of Bombay. Subsequently, the name of the Target Company was changed to “Gujchem distillers India Limited” and a fresh Certificate of Incorporation was issued on September 12, 1974 by Registrar of Companies, Gujarat.
- 5.2.** The Registered Office is presently situated at 307, Third Floor, Ashirwad Paras-1, Near Kanti Bharwad PMT, Opposite Andaz Party Plot, Makarba, Ahmedabad-380 051. Gujarat. India.
- 5.3.** The existing Promoter/Promoter Group of the Target Company acquired shares and took control over the Target Company in FY 2019-2020 pursuant to Open Offer triggered under SEBI (SAST) Regulations, 2011.
- 5.4.** The Target Company is currently engaged in the trading of various items. Further, its Memorandum of Association (“MoA”) inter-alia includes to carry on the business of providing Analytics, decision solutions, business solutions, setting up of development centres, business process outsourcing, software – designing, etc. The Target Company has also proposed alteration of its main Object Clause of MoA inter-alia including participation in the bio-energy and waste-to-energy economy, producing, selling, and trading of products being ethanol, biogas, CBG, Hydrogen, etc.
- 5.5.** The Authorized Share Capital of the Target Company was ₹10,00,00,000 comprising of 10,00,00,000 Equity Shares of face value of ₹1 each. The current paid-up Equity Share Capital of the Target Company is ₹35,68,850 comprising of 35,68,850 equity shares having face value of ₹1 each fully paid up of the Target Company.
- 5.6.** The Equity Shares of the Target Company is listed on BSE Limited, Mumbai (“BSE”) having a scrip code as 506640. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the Regulations. The ISIN of the Target Company is INE218N01021.
- 5.7.** The Board of Directors of the Target Company approved an issue and allotment of 1,23,50,000 Compulsory Convertible Debentures (“CCDs”) of face value of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (*share premium of ₹64 per equity share*) to the Acquirer and proposed issue and allotment of 2,59,22,000 Warrants, out of which 76,50,000 Warrants to the Acquirer and 1,82,72,000 Warrants to the Non-Promoters at

an issue price of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (*share premium of ₹64 per equity share*). The said preferential allotment have been approved by the Board of Directors in their meeting held on May 10, 2024 and is subject to receipt of shareholders' and other requisite approvals from Regulatory Authorities. Further, the CCDs and Warrants will not be converted before six months from the date of allotment.

5.8. Share Capital Structure:

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

Paid-up Equity Shares	No. of Equity Shares/ Voting Rights	% of Equity Shares/ Voting Rights
Existing Fully Paid-up Equity Shares	35,68,850	100.00%
Partly Paid-up Equity Shares	Nil	N.A.
Voting Shares	35,68,850	100.00%

5.9. As on date, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. However, the Board of the Target Company in their meeting held on May 10, 2024 has approved issue and allotment of 2,59,22,000 Warrants, out of which 76,50,000 Warrants to the Acquirer and 1,82,72,000 Warrants to the Non-Promoters at an issue price of ₹65 each convertible into 1 Equity Share of face value of ₹1 each (*share premium of ₹64 per equity share*), subject to the approval of Shareholders.

5.10. There has been no merger/de-merger or spin off in the Target Company during the past three years.

5.11. There are no directions subsisting or proceedings pending against the (i) promoters/members of the promoter group of the Target Company; and (ii) the Target Company under SEBI Act, 1992 and regulations made thereunder or by any other Regulator.

5.12. There are no penalties levied by Securities and Exchange Board of India ("SEBI")/Reserve Bank of India ("RBI") either on the promoters/members of the promoter group of the Target Company or the Target Company. Further, as on date, there are no penalties paid by either the promoters/members of the promoter group of the Target Company or the Target Company.

5.13. As on date, the Target Company/it's Promoters/Promoter Group/Directors have not been categorized or declared as: (i) a 'wilful defaulter' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.

5.14. Details of the Board of Directors of the Target Company:

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

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Holding in the Target Company	
				No of Shares	%
1)	Mr. Sagar Samir Shah <i>DIN:</i> 03082957 <i>PAN:</i> CKLPS2759H <i>Designation:</i> Chairman	2/3, Suyog Bungalows, Corporate Road, Prahladnagar, Ahmedabad-380051. Gujarat. India.	August 30, 2019	4,96,530	13.91%
2)	Mrs. Rajasvee Sagar Shah <i>DIN:</i> 08265565 <i>PAN:</i> FUFPS4619F <i>Designation:</i> Non-Executive Director	2/3, Suyog Bungalows, Corporate Road, Prahladnagar, Vejalpur, Ahmedabad-380051. Gujarat. India.	August 30, 2019	4,24,310	11.89%
3)	Ms. Barkha Balkrushnan	199, Gusa Parekh Ni	June 18, 2022	-	-

Sr. No.	Name of the Director, DIN, PAN & Designation	Address of the Director	Date of Appointment	Holding in the Target Company	
				No of Shares	%
	Deshmukh DIN: 08562935 PAN: CBJPD3647J Designation: Independent Director	Pole, Rangati Bazar, Astodia, Ahmedabad-380001 Gujarat.			
4)	Mrs. Viraj Varun Seth DIN: 07889459 PAN: EVOPS9353B Designation: Whole Time Director	5, Yogeshwarnagar Soc, Bhattha Paldi, Ahmedabad-380007. Gujarat.	March 01, 2023	-	-
5)	Mr. Sunil Kondiba Kalhapure DIN: 09712393 PAN: ARAPK8035C Designation: Independent Director	Flat No. 1, Swastik Apartment, In front of Rajdeep House, at/po-Savedi, Ahmednagar-414001, Maharashtra	March 01, 2023	-	-

N.A. – Not Applicable

- 5.15. The key financial information of the Target Company based on the Audited Financial Statements for Financial Years ended March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 are as follows:

Profit & Loss Account:

(Figures in Lakhs)

Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022	FY 2020-2021
	(Audited)	(Audited)	(Audited)	(Audited)
Income:				
Revenue from Operations	157.37	-	115.56	22.66
Other Income	5.88	28.79	27.47	-
Total Income	163.25	28.79	143.03	22.66
Expenses:	-	-	-	-
Purchase of Stock-in-Trade	132.24	-	90.00	-
Employee Benefit Expenses		7.26	12.15	8.16
Finance Cost	1.01	1.38	-	-
Depreciation and Amortisation Expense	0.03	0.20	0.29	0.30
Other Expenses	0.99	16.70	8.63	5.01
Total Expenses	134.27	25.54	111.07	13.47
Profit Before Tax	28.98	3.25	31.95	9.19
Tax Expenses:	-	-	-	-
Current Tax	(4.52)	(0.51)	(4.98)	(1.75)
<i>Less:</i> MAT Credit	1.85	0.51	4.98	1.75
Deferred Tax	3.49	0.33	7.26	-
Profit/(Loss) after Tax	29.80	3.58	39.21	9.19

Statement of Assets and Liabilities:

(Figures in Lakhs)

Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022	FY 2020-2021
	(Audited)	(Audited)	(Audited)	(Audited)
Assets:				
Non-Current Assets				
Property, Plant and Equipment	1.14	2.73	2.93	3.21
Deferred Tax Assets	11.08	7.59	7.26	-

Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022	FY 2020-2021
	(Audited)	(Audited)	(Audited)	(Audited)
Financial Assets				
Investments	26.15	22.57	0.29	0.29
Other Non-Current financial Assets	150.02	334.20	176.27	168.02
Total Non-Current Assets	188.39	367.08	186.75	171.52
Current Assets				
Financial Assets				
Trade Receivable	185.69	10.17	117.95	-
Cash & Cash Equivalents	431.12	32.86	133.43	23.87
Loans & Advances	3,092.10	1,214.41	-	195.00
Other Financial Assets	12.22	8.57	7.71	10.55
Total	3,721.13	1,266.01	259.09	229.42
Other Current Assets	12.59	9.03	7.80	5.06
Total Current Assets	3,733.72	1,275.03	266.89	234.48
Total Assets	3,922.11	1,642.11	453.64	406.00
Equity and Liabilities				
Equity				
Equity Share Capital	35.69	16.19	16.34	16.34
Other Equity	1,649.72	421.31	417.58	379.62
Total	1,685.41	437.49	433.91	395.95
Non-Current Liabilities				
Long Term Borrowings	2,200.91	1,201.04	-	-
Current Liabilities				
Financial Liabilities				
Trade Payables	0.56			
Due to Micro & Small Enterprise	-	-	-	-
Due to Others	-	2.09	12.70	9.51
Other Current Liabilities	29.29	0.99	4.70	0.06
Current Tax Liabilities	5.94	0.51	2.33	0.48
Total Liabilities	2,236.70	1,204.62	19.73	10.05
Total Equity and Liabilities	3,922.11	1,642.11	453.64	406.00

Other Financial Data:

(Figures in Lakhs, except EPS)

Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022	FY 2020-2021
	(Audited)	(Audited)	(Audited)	(Audited)
Dividend (%)	0.00%	0.00%	0.00%	0.00%
Earnings Per Share (₹)	0.95	0.22	2.40	0.56
Return on Net worth (%)	1.77%	0.82%	9.04%	2.32%
Book Value (₹)	47.22	27.02	26.56	24.24

5.16. Pre- and Post-Offer Shareholding Pattern of the Target Company as on date of DLoF are as follows:

Sr. No.	Shareholders' Category	Equity Share Capital/ Voting Capital prior to SPA and Offer		Equity Share Capital/ Voting Capital agreed to be acquired which triggered off SEBI (SAST) Regulations, 2011		Equity Share Capital/ Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/ Voting Rights after SPA and Offer	
		(A)		(B)		(C)		(D)	
		No.	% ⁽ⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾
(1)	Promoter Group								
(a)	Parties to agreement, if any								
(i)	Mr. Sagar Samir Shah	4,96,530	13.91	(4,96,530)	(13.91)	Nil	N.A.	Nil	N.A.
(ii)	Mrs. Rajasvee Sagar Shah	4,24,310	11.89	(4,24,310)	(11.89)	Nil	N.A.	Nil	N.A.
(iii)	Ms. Amoli Samir Shah	3,65,600	10.24	(3,65,600)	(10.24)	Nil	N.A.	Nil	N.A.
(iv)	Mr. Samir Rohitbhai Shah	2,79,800	7.84	(2,79,800)	(7.84)	Nil	N.A.	Nil	N.A.

Sr. No.	Shareholders' Category	Equity Share Capital/ Voting Capital prior to SPA and Offer		Equity Share Capital/ Voting Capital agreed to be acquired which triggered off SEBI (SAST) Regulations, 2011		Equity Share Capital/ Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/ Voting Rights after SPA and Offer	
		(A)		(B)		(C)		(D)	
		No.	% ⁽ⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾	No.	% ⁽ⁱⁱⁱ⁾
(v)	Mr. Varun Falgunbhai Sheth	2,43,800	6.83	(2,43,800)	(6.83)	Nil	N.A.	Nil	N.A.
(vi)	Swetsam Stock Holding Private Limited	3,65,600	10.24	(3,65,600)	(10.24)	Nil	N.A.	Nil	N.A.
(b)	Promoters other than (a) above	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
	Total 1 (a+b)	21,75,640	60.96	(21,75,640)	(60.96)	Nil	N.A.	Nil	N.A.
(2)	Acquirer								
(a)	ZR2 Group holdings Limited	Nil	N.A.	21,75,640	60.96	9,28,000	26.00	31,03,640	86.96
	Total 2	Nil	N.A.	21,75,640	60.96	9,28,000	26.00	31,03,640	86.96
(3)	Parties to agreement other than (1) (a) & (2)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
	Total (3)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(4)	Public (other than parties to agreement, Acquirer & PACs)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(a)	FIs/MFs/FIIs/ Banks, SFI (Indicate names)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(b)	Others	13,93,210	39.04	Nil	N.A.	(9,28,000)	(26.00)	4,65,210	13.04
	Total (4) (a+b)	13,93,210	39.04	Nil	N.A.	(9,28,000)	(26.00)	4,65,210	13.04
	GRAND TOTAL (1+2+3+4)	35,68,850	100.00	Nil	N.A.	Nil	N.A.	35,68,850	100.00

Notes:

⁽ⁱ⁾ Total Number of Public Shareholders as on March 31, 2024 are 5,224.

5.17. Details of the Compliance Officer:

Name : Ms. Bhoomika Mandal
Registered Office : 307, Third Floor, Ashirwad Paras-1, Near Kanti Bharwad PMT, Opposite Andaz Party Address Plot, Makarba, Ahmedabad-380 051. Gujarat. India.
Contact No. : +91 79 2658 0893
E-Mail ID : gujchemdistillers@gmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. JUSTIFICATION OF OFFER PRICE

6.1.1. The Equity Shares of the Target Company are presently listed on BSE Limited, Mumbai ("BSE") having Scrip Code as 506640. The ISIN of the Target Company is INE218N01021.

6.1.2. The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (May 2023 to April 2024) on the Stock Exchange on which the Equity Shares of the Target Company are listed is given below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Weighted Average No. of Equity Shares listed	Annualized trading turnover (as % of weighted average number of listed shares)
BSE Limited	1,66,669	33,01,727	5.05%

(Source: www.bseindia.com)

6.1.3. Based on the above, the equity shares of the Target Company are infrequently traded during twelve (12) calendar months preceding the calendar month in which PA is made within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011.

6.1.4. The Offer Price of ₹65 is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011 on the basis of the following:

Sr. No.	Particulars	Amount
a)	Negotiated Price as per SPA	: ₹65.00
b)	Issue and Allotment of CCDs and Warrants in the Preferential Issue	: ₹65.00
c)	The volume-weighted average price paid or payable per Equity Share for acquisition by the Acquirer, during 52 weeks immediately preceding the date of Public Announcement	: N.A.
d)	The highest price paid or payable for any acquisition by the Acquirer, during 26 weeks immediately preceding the date of the Public Announcement	: N.A.
e)	The volume-weighted average market price of Equity Shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and the shares are frequently traded	: N.A.
f)	Where the shares are not frequently traded, the price determined by the Valuer taking into account Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares	: ₹64.50

N.A. - Not Applicable.

The Fair Value per Equity Share of the Target Company is ₹64.50 as certified by Manish Santosh Buchasia, Registered Valuer (Registration No.: IBBI/RV/03/2019/12235) having office at 306, "GALA MART" Nr. SOBO Centre, South Bopal, Ahmedabad-380058, Gujarat, vide certificate dated May 10, 2024. His Contact No. is +91 93279 16394 and Email ID is manishbuchasiacs@gmail.com.

6.1.5. In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹65 per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.7. As on the date, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) Working Day before the commencement of the tendering period of this Offer in accordance Regulation 18(4) of the SEBI (SAST) Regulations, 2011. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, the SEBI and the Target Company at its registered office of such revision.

6.1.8. If the Acquirer acquire or agrees to acquire any Equity Shares or Voting Rights of the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations, 2011, provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE and the Target Company at its Registered Office. Such revision would be done in compliance with other formalities prescribed under SEBI (SAST) Regulations, 2011.

6.1.9. If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the 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 SEBI (SAST) Regulations, 2011, or pursuant to SEBI

(Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of shares of the Target Company in any form.

6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 6.2.1.** The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of 9,28,000 fully paid-up Equity Shares having face value of ₹1 each at a price of ₹65 per Equity Share is ₹6,03,20,000 (“**Maximum Consideration**”).
- 6.2.2.** In accordance with Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has opened a Cash Escrow Account under the name and style of “**GDIL-OPEN OFFER-ESCROW ACCOUNT**” (“**Escrow Account**”) with Yes Bank Limited (“**Escrow Banker**”) bearing account number 000166200003211 and deposited an amount of ₹6,20,11,719 in cash, being more than 100.00% of the Maximum Consideration. The Acquirer has authorized the Manager to the Open Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011. The cash deposit in the Escrow Account has been confirmed vide Certificate dated May 16, 2024 issued by the Escrow Banker.
- 6.2.3.** The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation will be met by the Acquirer through his own resources and no borrowings from any bank and/or financial institution are envisaged. Mr. Ala Muhammad, Coast Accounting and Auditing, Chartered Accountants having Reg. No. 174, United Arab Emirates, Ministry of Economy (Audit Division), having office at P.O. Box: 45341, Dubai, U.A.E, Tel. No. 04 3888438 and Email ID info@coastauditing.com has certified vide certificate dated May 10, 2024 that sufficient resources are available with the Acquirer for fulfilling the obligations under this ‘Offer’ in full.
- 6.2.4.** Based on the above and upon deposit of entire maximum consideration payable for the open offer equity shares, the Manager to the Offer is satisfied about the (i) about the adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011; and (ii) that firm arrangements for payment through verifiable means are in place to fulfil the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. OPERATIONAL TERMS AND CONDITIONS

- 7.1.1.** This Offer is being made by the Acquirer to (i) all the Eligible Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. July 20, 2024; (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. June 20, 2024; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. July 18, 2024 but who are not the registered Equity Shareholders.
- 7.1.2.** This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.
- 7.1.3.** The Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Eligible Shareholders shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.
- 7.1.4.** The LoF along with Transfer Deed will be dispatched to all the Eligible Equity Shareholders as on the Identified Date whose email ids are not registered with the Depositories and/or the RTA. Further, the LoF along with Transfer Deed will be sent through electronic mail to all the Eligible Equity Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

- 7.1.5.** Neither the Acquirer, nor the Manager to the Offer or the Registrar to the Offer accepts any responsibilities in any manner for any loss of Equity Share Certificate(s), Share transfer forms and any other Offer acceptance documents, etc. during transit and Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.6.** Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from bidding of such Equity Shares during pendency of the said litigation and are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- 7.1.7.** Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.8.** In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the Eligible Shareholders who tendered their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2. LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in, except for the equity shares held by Ms. Amoli Samir Shah and Swetsam Stock Holding Private Limited, which are under lock-in up to February 10, 2025 and the shares held by them will be transferred, subject to the continuation of the residual lock-in period, in the hands of the Acquirer, post completion of the Open Offer formalities. Further, the securities to be allotted on preferential allotment basis will also attract lock-in as per SEBI (ICDR) Regulations, 2018.

7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.3.1.** This Offer is being made by the Acquirer to (i) all the Eligible Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. June 20, 2024; (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. June 20, 2024; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. July 18, 2024, but who are not the registered Equity Shareholders.
- 7.3.2.** Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.3.3.** The PA, DPS and the LoF shall also be available on the website of SEBI i.e., www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Equity Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from the website of SEBI for applying in the Offer.
- 7.3.4.** By accepting this offer, the Eligible Shareholders confirm that they are not Persons Acting in Concert with the Acquirer for the purpose of this Offer.
- 7.3.5.** The acceptance of this Offer by the Equity Shareholders of the Target Company must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever and should be received by the Registrar to the Offer at the address mentioned in this DLoF on or before the closure of the Tendering Period i.e., July 18, 2024.
- 7.3.6.** The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards at any time prior to commencement of one (1) working day before the commencement of the Tendering Period i.e., July 03, 2024, in accordance with SEBI (SAST) Regulations, 2011 and the revision, if any, in the Offer Price would be announced in the Newspapers. The Acquirer would pay such revised price for all the shares validly tendered during the Tendering Period and accepted under the Offer in accordance with the terms of the DLoF.

7.3.7. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager to the Offer.

7.3.8. SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 has clarified that shareholders holding securities in physical form are also allowed to tender shares in the Open Offers. However, such tendering shall be as per the provisions of SEBI (SAST) Regulations, 2011.

7.4. STATUTORY APPROVALS

7.4.1. As on date, to the best of the knowledge of the Acquirer, there are no Statutory Approvals required by the Acquirer to complete the underlying transaction and this Open Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirer shall make the necessary applications for such Statutory Approvals. In the event of non-receipt of any of such Statutory Approvals which may become applicable for the purchase of the Equity Shares under this Offer, the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, BSE and to the Target Company at its Registered Office.

7.4.2. In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirer agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirer has the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of SEBI (SAST) Regulations, 2011.

7.4.3. NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered pursuant to this Offer.

7.4.4. No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

8.1. The Acquirer has appointed Link Intime India Private Limited as the Registrar to the Offer.

8.2. The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
Link Intime India Private Limited CIN: U67190MH1999PTC118368 C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400 083, Maharashtra, India. Tel. No.: +91 810 811 4949 Fax No.: +91 22 4918 6060 Email ID: gujchem.offer@linkintime.co.in SEBI Reg. No.: INR000004058	Ms. Pradnya Karanjekar	Hand Delivery / Registered Post / Speed Post / Courier

- 8.3.** The Target Company is having connectivity with Central Depository Services (India) Limited (“**CDSL**”) and National Securities Depositories Limited (“**NSDL**”).
- 8.4.** This Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 .as amended via Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.
- 8.5.** BSE Limited, Mumbai (“**BSE**”) shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.
- 8.6.** The Acquirer has appointed S W Capital Private Limited (“**Buying Broker**”) for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker are mentioned below:

S W Capital Private Limited

4th Floor, Sunteck Centre, 37/40, Subhash Road, Near Garware House,
Vile Parle (E), Mumbai-400 057, Maharashtra.

Tel No.: + 91 22 4268 7439

Contact Person: Mr. Hemant Shah

Email ID: hemant.shah@swcapital.in

SEBI Registration No.: INZ 230013039 (NSE) / INZ 010013035 (BSE)

- 8.7.** All the Shareholders who desire to tender their Equity Shares under the Open Offer should consult with their respective depository participants and their respective Stock Brokers (“**Selling Broker**”) well in advance to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.
- 8.8.** During the Tendering Period, the tender of the Equity Shares by the Equity Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.
- 8.9.** Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares as well as Physical Shares.
- 8.10.** The cumulative quantity tendered shall be updated on the website of the Designated Stock Exchange throughout the trading session at specific intervals by the Stock Exchange during tendering period.
- 8.11. Procedure for tendering Equity Shares in Demat Form:**
- 8.11.1.** 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 Stock Broker/Selling Member indicating details of Shares they wish to tender in the Open Offer.
- 8.11.2.** The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Clearing Corporation. Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- 8.11.3.** Shareholders will have to submit DIS duly filled in specifying market type as “Open Offer” and execution date along with other details to their respective broker so that Equity Shares can be tendered in Open Offer.
- 8.11.4.** For Custodian participant order for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For

all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

8.11.5. Upon placing the bid, the Seller Member(s) shall provide TRS generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.

8.11.6. In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted.

8.11.7. The Eligible Persons will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rata acceptance in the Open Offer.

8.12. Procedure for tendering Equity Shares held in Physical Form:

8.12.1. The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and submit complete set of documents for verification procedure as mentioned below:

- (a) Original share certificate(s)
- (b) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the RTA and duly witnessed at the appropriate place.
- (c) Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all Transferors)
- (d) Any other relevant document such as Power of Attorney, corporate authorization (including Board Resolution/Specimen Signature)
- (e) Self-attested copy of address proof such as valid Aadhar Card, Voter ID, Passport, etc.

8.12.2. The Seller Member should place bids on the Exchange Platform with relevant details as mentioned on Physical Share Certificate(s). The Seller Member(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of shares, etc.

8.12.3. The Seller Member/Eligible Shareholder must deliver the Share Certificates & other requisite documents along with TRS to the RTA. Physical Share Certificates to reach RTA within two (2) days of bidding by Seller Member.

8.12.4. Shareholders holding Physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Physical Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

8.12.5. In case, any person has submitted Equity Shares in physical form for dematerialisation, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.

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

8.13. Procedure for tendering the shares in case of non-receipt of 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 unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

In case the Equity Shares are in dematerialised form:

An Eligible Person may participate in the Offer by approaching Stock Broker/Selling Member and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case the Equity Shares are in Physical form:

An Eligible Persons may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, DPS and the Letter of Offer. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in this Letter of Offer) should reach the Registrar of the Company before 5:00 PM on the Closing Date. If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.

In case of non-receipt of the Letter of Offer, such Equity Shareholders of the Target Company may download the same from the website of SEBI i.e., www.sebi.gov.in or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

8.14. Settlement Process

- 8.14.1.** On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.
- 8.14.2.** The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 8.14.3.** The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Brokers' settlement accounts and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- 8.14.4.** In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 8.14.5.** Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the share certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.

- 8.14.6.** Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which is opened by the Acquirer.
- 8.14.7.** Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by Registrar to the Offer.
- 8.14.8.** Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Selling Shareholder.
- 8.15.** Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.
- 8.16.** The DLoF would also be available on the website of SEBI i.e., www.sebi.gov.in.
- 8.17.** The LoF along with Transfer Deed will be dispatched to all the Eligible Equity Shareholders as on the Identified Date whose email ids are not registered with the Depositories and/or the RTA. Further, the LoF along with Transfer Deed will be sent through electronic mail to all the Eligible Equity Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- 8.18. Settlement of Funds/Payment Consideration**
- 8.18.1.** The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.18.2.** For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 8.18.3.** The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- 8.18.4.** The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- 8.18.5.** 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 Acquirer accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- 8.18.6.** In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of SEBI (SAST) Regulations, 2011.

9. NOTE ON TAXATION / COMPLIANCE WITH TAX REQUIREMENTS

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT, 2022) AND THE REGULATIONS THEREUNDER.

THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS.

THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

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

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

THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME-TAX ACT, 1961.

9.1. General:

(a) STT

- (i)** As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

(b) Income Tax

- (i)** The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.

- (ii) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- (iii) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- (iv) Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instruments ("MLI") as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of GAAR and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- (v) The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- (vi) The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.
- (vii) The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

9.2. Classification of Shareholders:

Eligible Equity Shareholders can be classified under the following categories:

- (a) Resident Shareholders being:
 - (i) Individuals, Hindu Undivided Family ("HUF"), Association of Persons ("AOP") and Body of Individuals ("BOI")
 - (ii) Others
 - Company
 - Other Than Company
- (b) Non-Resident Shareholders being:
 - (i) Non-Resident Indians (NRIs)
 - (ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
 - (iii) Others:
 - Company
 - Other Than Company

9.3. Classification of Income:

Shares can be classified under the following two categories:

- (i) Shares held as investment (Income from transfer of such shares taxable under the head "Capital Gains").
- (ii) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession"). As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as "Capital Gains" or as "Business Income" for income-tax purposes, depending upon whether such shares were held as a

capital asset or trading asset (i.e., stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

9.4. Shares held as investment: As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head “Capital Gains”.

Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding.

9.5. Period of holding: Depending on the period for which the shares are held, the gains would be taxable as “short term capital gain/STCG” or “long-term capital gain/LTCG”:

- (i) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“STCG”).
- (ii) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“LTCG”).

9.6. Tendering of Shares in the Offer through a Recognized Stock Exchange in India:

- (i) As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of Equity Shares exceeding one lakh rupees will be taxed at a rate of 10 percent provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

- (ii) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55 of IT Act.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

- (iii) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding ₹1,00,000 (Rupees One lakh only).

Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

- (iv) Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):

- LTCG will be chargeable to tax at the rate of up to 20% (plus applicable surcharge and health and education cess) in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.

- In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).
 - For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost may not be available.
 - For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.
 - Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.
- (v) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 111A of the IT Act. Further, no deduction under Chapter VIA would be allowed in computing STCG subject to tax under Section 111A of the IT Act.
- (vi) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.
- (vii) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%.
- (viii) As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.
- (ix) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (x) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

9.7. Investment Funds

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

9.8. Mutual Funds

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

9.9. Shares held as Stock-in-Trade:

- (i) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head “Profits and Gains from Business or Profession”
- (ii) Resident Shareholders
Profits of:
- Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
 - Domestic companies having turnover or gross receipts not exceeding ₹400 crore in the relevant financial year as prescribed will be taxable @ 25%.
 - Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%
 - For persons other than stated above, profits will be taxable @ 30%.
 - No benefit of indexation by virtue of period of holding will be available in any case
- (iii) Non-Resident Shareholders: Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (iv) Where DTAA provisions are not applicable:
- No benefit of indexation by virtue of period of holding will be available in any case.
 - For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
 - For foreign companies, profits would be taxed in India @ 40%.
 - For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.
- (v) **Other Matters:** Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analysed depending on the facts of each case.

9.10. Tax Deduction at Source

- (i) Resident Shareholders: In absence of any specific provision under the IT Act, the Acquirer is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.
- (ii) Non-Resident Shareholders:
- (a) **In case of FIIs:** Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions:
- FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
 - FIIs/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the IT Act.
 - If the above conditions are not satisfied, FIIs/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the IT Act (“TDC”), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.

(b) In case of non-resident tax payer (other than FIIs):

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

9.11. However, the Acquirer will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident shareholders.

9.12. Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirer believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate.

9.13. In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.14. Remittance/Payment of Interest:

(i) In case of interest, if any, paid by the Acquirer to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011 or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, 2011, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. In the event, the Acquirer decides to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirer. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income). In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.

(ii) The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

9.15. Rate of Surcharge and Cess: As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

Surcharge:

(i) In case of domestic companies:

Surcharge @ 12% is leviable where the total income exceeds ₹10 crore and @ 7% where the total income exceeds ₹1 crore but less than ₹10 crore for companies not opting for tax regime u/s. 115BAA and 115BAB.

In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable

(ii) In case of companies other than domestic companies:

Surcharge @ 5% is leviable where the total income exceeds ₹10 crore.

Surcharge @ 2% where the total income exceeds ₹1 crore but less than ₹10 crore.

(iii) In case of individuals, HUF, AOP, BOI:

Surcharge at the rate of 10% is leviable where the total income exceeds ₹50 lakh but does not exceed ₹1 crore.

Surcharge at the rate of 15% is leviable where the total income exceeds ₹1 crore but does not exceed ₹2 crore.

Surcharge at the rate of 25% is leviable where the total income exceeds ₹2 crore but does not exceed ₹5 crore.

Surcharge at the rate of 37% is leviable where the total income exceeds ₹5 crore.

However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%

(iv) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds ₹1 crore. Cess: Cess Health and Education Cess @ 4% is currently leviable in all cases.

THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Eligible Equity Shareholders at the registered office of the Manager to the Offer at Mark Corporate Advisors Private Limited, 404/1, The Summit Business Bay, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, between 10:30 AM and 3:00 PM on any Working Day (except Saturdays, Sundays and public holidays) during the period from the date of commencement of the Tendering Period until the date of closure of the Tendering Period. Copies of these documents will be available for inspection to the Eligible Equity Shareholders electronically during the Tendering Period. The Eligible Equity Shareholders interested to inspect any of the following documents can send an email from their registered email ids (including shareholding details and authority letter in the event the Eligible Equity Shareholder is a corporate body) with a subject line “GDIL-Open Offer-Documents for Inspection”, to the Manager of the Offer at openoffer@markcorporateadvisors.com and upon receipt and processing of the received request, access can be provided to the respective Eligible Equity Shareholders for electronic inspection of documents:

- 1) Certificate of Incorporation, Articles of Association of the Acquirer.
- 2) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 3) Copy of Share Purchase Agreement dated May 10, 2024 entered between the Acquirer and the Sellers.
- 4) Audited Financial Statement for the period from April 27, 2023 to March 31, 2024 of the Acquirer.
- 5) Audited Financials for the Financial Years ended March 31, 2024, March 31, 2023, March 31, 2022 and March 31, 2021 of the Target Company.
- 6) Certificate issued by Mr. Ala Muhammad, Coast Accounting and Auditing, Chartered Accountants having Reg. No. 174, United Arab Emirates, Ministry of Economy (Audit Division), certifying that the Acquirer has firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 7) Valuation Report issued by Manish Santosh Buchasia, Registered Valuer (Registration No.: IBBI/RV/03/2019/12235) vide report dated May 10, 2024.
- 8) Memorandum of Understanding dated May 10, 2024 between Lead Manager i.e., Mark Corporate Advisors Private Limited and the Acquirer.
- 9) Letter from Yes Bank Limited dated May 16, 2024 confirming the balance of ₹6,20,11,719 in the Cash Escrow Account.
- 10) Due Diligence Certificate dated May 27, 2024 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 11) Undertaking from the Acquirer for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 12) Undertaking from the Acquirer with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations, 2011.
- 13) Copies of the Public Announcement (“PA”) dated May 10, 2024 and a published copy of Detailed Public Statement (“DPS”) which were published in the newspapers on May 17, 2024 and May 18, 2024.
- 14) A copy of the Recommendations to be published on or before [•] made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the SEBI (SAST) Regulations, 2011.
- 15) A copy of the Offer Opening Public Announcement and any other corrigendum to be published on or before [•] as required in terms of SEBI (SAST) Regulations, 2011.
- 16) Copy of the Observation Letter no [•] dated [•] issued by SEBI.

11. DECLARATION BY THE ACQUIRER

The Acquirer, accepts full responsibility, for the information contained in this DLoF and also for ensuring the compliance with the obligations of the Acquirer as laid down in SEBI (SAST) Regulations, 2011.

I, the Acquirer, have made all reasonable inquiries, accept responsibility and confirm that this DLoF is in compliance with SEBI (SAST) Regulations, 2011, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLoF are 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.

The person signing the DLoF have been duly and legally authorized by the Acquirer, to sign the DLoF.

For and on behalf of the Acquirer

For ZR2 Group Holdings Limited

Sd/-

Jimmy Olsson
Director

Date : May 27, 2024

Place : Mumbai

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

(Please send this Form with enclosures to Registrar to the Offer, Link Intime India Private Limited, at their address given in the DLoF as per the mode of delivery mentioned in the DLoF)

OFFER OPENS ON	:	July 04, 2024
OFFER CLOSES ON	:	July 18, 2024

Name:

Address:

Folio No.:

Tel No:

Sr. No.:

Fax No

No. of Shares Held:

E-Mail ID:

To,

The Acquirer**Link Intime India Private Limited**C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai-400 083, Maharashtra, India.**Tel. No.:** +91 810 811 4949**Fax No.:** +91 22 4918 6060**Email ID:** gujchem.offer@linkintime.co.in**SEBI Reg. No.:** INR000004058

Dear Sir,

Sub: Open Offer for acquisition of up to 9,28,000 Equity Shares having face value of ₹1 each fully paid-up, representing 26.00% of the Voting Share Capital of Gujchem Distillers India Limited (“GDIL”/“Target Company”) from all the Eligible Equity Shareholders of the Target Company, by ZR2 Group Holdings Limited (“Acquirer”) at a price of ₹65 per Equity Share, payable in cash, pursuant to and in compliance with Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”).

I/We refer to the Letter of Offer dated [*] for acquiring the Equity Shares held by me/us in Gujchem Distillers India Limited (“GDIL”/“Target Company”).

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We, hold shares, accept the offer and enclose the original Share certificate (s) and duly signed transfer deed (s) in respect of my/our Shares as detailed below:

DETAILS OF SHARES CERTIFICATE

Sr. No.	Certificate No.	Distinctive No(s)		Number of Shares
		From	To	
1)				
2)				
3)				
Total Number of Equity Shares				

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

SHARES HELD IN DEMATERIALISED FORM

Sr. No.	DP Name	DP ID	Client ID	No. of Shares

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

I / We also note and understand that the obligation on the Acquirer to pay the purchase consideration arises only after verification of the certification, documents and signatures submitted along with this Form of Acceptance-cum-Acknowledgment.

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of equity shares under Income Tax Act, 1961. I/We are not debarred from dealing in equity shares.

I / We authorize the Acquirer to accept the Shares so offered which they may decide in terms of the Offer Letter and I / We further authorize the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the Offer is not found valid / not accepted, specifying the reasons thereof.

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

Yours faithfully,
Signed and Delivered:

	Full Name(s)	PAN NO.	Signature(s)
First / Sole Holder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.
Address of First/Sole Shareholder: _____

Place: _____ Date: _____

So as to avoid fraudulent encashment in transit, Shareholders(s) may provide details of bank account of the first / sole Shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank _____	Branch _____
Account Number _____	
Savings / Current / Other (Please Specify) _____	
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
In case of NECS, 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank)	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
In the case of RTGS/NEFT, 11-digit IFSC code	
<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	

Please enclose cancelled cheque and copy of PAN card

-----TEAR ALONG THIS LINE-----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No.:

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai-400 083, Maharashtra, India.
Tel. No.: +91 810 811 4949
Fax No.: +91 22 4918 6060
Email ID: gujchem.offer@linkintime.co.in
SEBI Reg. No.: INR000004058

Acknowledgement Slip Sr. No. _____

Received from Mr./Ms./M/s. _____

Address _____

Physical Shares: Folio No. _____ / Demat Shares: DP ID: _____ Client ID: _____

Form of Acceptance along with (Tick whichever is applicable):

Physical Shares: No. of Shares _____; No. of certificate enclosed _____

Demat Shares: Copy of delivery instruction for _____ No. of Shares

Signature of Official: _____ Date of Receipt _____ Stamp of collections Centre _____