

October 17, 2022

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001, India.

**National Stock Exchange of India
Limited**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India.

Dear Sir / Madam,

Subject: Open offer for acquisition of up to 45,72,263 fully paid-up equity shares of face value of ₹10 each (“Equity Shares”), representing 26.00% of the voting share capital of INEOS Styrolution India Limited (“Target Company” or “Target”) from the public shareholders of the Target Company by Shiva Performance Materials Private Limited (“Acquirer”) along with Geetganga Investment Private Limited (“PAC 1”), Mr. Rakesh Agrawal (“PAC 2”) and Mr. Rahul Agrawal (“PAC 3”) (PAC 1, PAC 2 and PAC 3 are collectively referred to as “PACs”) in their capacity as persons acting in concert with the Acquirer, pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations”) (the “Open Offer” or “Offer”).

With respect to the captioned Offer, we had submitted public announcement dated August 01, 2022; detailed public statement dated August 04, 2022 published on August 05, 2022; and Draft Letter of Offer dated August 10, 2022. We are pleased to enclose a copy of the Letter of Offer dated October 17, 2022 (“LOF”).

Capitalized terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the attached LOF.

Thanking You,

Yours truly

For **JM Financial Limited**

Authorized Signatory



Name: Nikhil Panjwani

Designation: Director

Date: October 17, 2022

Enclosures: As above

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: + 91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (*as defined below*) is being sent to you as a Public Shareholder (*as defined below*) of INEOS STYROLUTION INDIA LIMITED. If you require any clarification about the action to be taken, you may consult your stockbroker or investment consultant or the Manager (*as defined below*)/Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below*), please hand over the Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (*as defined below*) to the member of stock exchange through whom the said sale was effected.

OPEN OFFER ("OPEN OFFER"/"OFFER")

BY

SHIVA PERFORMANCE MATERIALS PRIVATE LIMITED

A private limited company incorporated under the laws of India

Regd. office: 9th floor, Abs Towers, Old Padra Road, Vadodara, Gujarat, India –390007.

Corporate Identification Number: U24100GJ2013PTC078001

(Tel: +91 265 2321221; Fax: +91 265 2357238)

(hereinafter referred to as the "Acquirer")

along with

GEETGANGA INVESTMENT PRIVATE LIMITED

A private limited company incorporated under the laws of India

Regd. office: 9th floor, Abs Towers, Old Padra Road, Vadodara, Gujarat, India –390007.

Corporate Identification Number: U65910GJ1989PTC012889

(Tel: +91 265 2335432; Fax: +91 265 2357238)

(hereinafter referred to as the "PAC 1")

MR. RAKESH AGRAWAL

An individual residing at 206 207 Khanpur Ankodia Road, Khanpur Vadodara 391101.

(Tel: 0265- 2356050; Fax: 0265-2357238)

(hereinafter referred to as the "PAC 2")

MR. RAHUL AGRAWAL

An individual residing at 206 207 Khanpur Ankodia Road, Khanpur Vadodara 391101.

(Tel: 0265- 2356050; Fax: 0265-2357238)

(hereinafter referred to as the "PAC 3")

MAKES A CASH OFFER TO ACQUIRE UP TO 45,72,263 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("OFFER SHARES") AT A PRICE OF ₹ 848.72 PER EQUITY SHARE ("OFFER PRICE"), REPRESENTING 26.00% OF THE VOTING SHARE CAPITAL (AS DEFINED BELOW) IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO ("SEBI (SAST) REGULATIONS") FROM THE PUBLIC SHAREHOLDERS

OF

INEOS STYROLUTION INDIA LIMITED

Regd. office: 5th Floor, Ohm House - II, Ohm Business Park, Subhanpura, Vadodara – 390 023, Gujarat, India

Corporate Identification Number: L25200GJ1973PLC002436

(Tel: +91-2652303201/02; Fax: Not available)

Website: www.ineosstyrolutionindia.com

("Target Company")

1. This Open Offer is made pursuant to and in compliance with the provisions of Regulations 3(1) and 4 and other applicable regulations of the SEBI (SAST) Regulations.
2. This Open Offer is not a conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations and is not subject to any minimum level of acceptance.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. As on the date of this Letter of Offer, to the best knowledge of the Acquirer and the PACs, there are no other statutory or regulatory approvals required by the Acquirer and/or the PACs, to acquire the Equity Shares validly tendered by the Public Shareholders pursuant to this Open Offer. However, in case of any other statutory or regulatory approvals being required and/or becoming applicable at a later date before the closing of the Tendering Period (*as defined below*), this Open Offer would be subject to the receipt of such approvals. Please refer to Part C (*Statutory and Other Approvals*) of Section VII (*Terms and Conditions of the Open Offer*) of this Letter of Offer for further details.
5. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
6. The Acquirer and PACs shall complete all procedures relating to this Open Offer within 10 (Ten) Working Days (*as defined below*) from the date of closure of the Tendering Period, including payment of consideration to those Public Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirer.
7. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the number of Offer Shares (*as defined below*), the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that the acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (one) only.
8. The Acquirer and PACs may withdraw the Open Offer in accordance with the terms and conditions specified in Part C (*Statutory and Other Approvals*) of Section VII (*Terms and Conditions of the Open Offer*) of this Letter of Offer. In the event of a withdrawal of the Open Offer, the Acquirer and PACs (through the Manager) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement, in the same Newspapers (*as defined below*) in which the Detailed Public Statement (*as defined below*) was published, in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement also will be sent to SEBI (*as defined below*), Stock Exchanges (*as defined below*) and the Target Company at its registered office.
9. The Offer Price may be subject to upward revision, if any, pursuant to the SEBI (SAST) Regulations or at the discretion of the Acquirer and PACs at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period, in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall: (a) make corresponding increase to the Escrow Amount (*as defined below*); (b) make a public announcement in the same Newspapers in which the DPS was published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision. However, the Acquirer and PACs shall not acquire any Equity Shares after the third (3rd) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. Such revised Offer Price shall be payable by the Acquirer for all the Equity Shares validly tendered during the Tendering Period of the Open Offer.
10. There has been no competing offer as of the date of this Letter of Offer.
11. If there is a competing offer, the offers under all subsisting bids will open and close on the same date.

A copy of the Public Announcement (*as defined below*), the Detailed Public Statement, the Draft Letter of Offer and this Letter of Offer (including the Form of Acceptance-cum-Acknowledgement are also available on the website of SEBI (www.sebi.gov.in)).

MANAGER TO THE OPEN OFFER



JM Financial Limited
SEBI Registration Number: INM000010361
Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India
Contact Person: Ms. Prachee Dhuri
Tel: 91 22 6630 3030; Fax: 91 22 6630 3330
Website: <https://www.jmfl.com>
E-mail: ineos.openoffer@jmfl.com

REGISTRAR TO THE OPEN OFFER



Link Intime India Private Limited
SEBI Registration Number: INR000004058
Address: C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400 083, Maharashtra, India
Contact person: Sumeet Deshpande
Tel: +91 810 811 4949; Fax: +91 22 4918 6195
Website: www.linkintime.co.in
E-mail: ineos.openoffer@linkintime.co.in

SCHEDULE OF MAJOR ACTIVITIES RELATING TO THE OPEN OFFER

No.	Name of Activity	Original Schedule of Activities (Date and Day) [#]	Revised Schedule of Activities (Date and Day)
1.	Issue of Public Announcement	Monday, August 01, 2022	Monday, August 01, 2022
2.	Publication of the DPS in newspapers	Friday, August 05, 2022	Friday, August 05, 2022
3.	Date for filing of the draft Letter of Offer with SEBI	Wednesday, August 10, 2022	Wednesday, August 10, 2022
4.	Last date for public announcement for competing offer(s)	Thursday, September 01, 2022	Thursday, September 01, 2022 [@]
5.	Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Open Offer)	Monday, September 05, 2022	Wednesday, October 12, 2022 ^{**}
6.	Identified Date [*]	Wednesday, September 07, 2022	Wednesday, October 12, 2022
7.	Last date for dispatch of the Letter of Offer to the shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, September 14, 2022	Wednesday, October 19, 2022
8.	Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the shareholders of the Target Company for this Open Offer	Monday, September 19, 2022	Tuesday, October 25, 2022
9.	Last date for upward revision of the Offer Price and/or the Offer Size	Monday, September 19, 2022	Tuesday, October 25, 2022
10.	Date of publication of Open Offer opening public announcement, in the newspapers in which the DPS has been published	Tuesday, September 20, 2022	Thursday, October 27, 2022
11.	Date of commencement of the Tendering Period	Wednesday, September 21, 2022	Friday, October 28, 2022
12.	Date of closure of the Tendering Period	Tuesday, October 04, 2022	Friday, November 11, 2022
13.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the shareholders of the Target Company	Wednesday, October 19, 2022	Friday, November 25, 2022
14.	Last date for publication of post Open Offer public announcement in the newspapers in which the DPS has been published	Friday, October 28, 2022	Friday, December 2, 2022

^{*} Date falling on the 10th Working Day prior to the commencement of the Tendering Period. The Identified Date is only for the purpose of determining the Equity Shareholders as on such date to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered), are eligible to participate in this Open Offer at any time prior to the closure of the Tendering Period.

[#] The original schedule of activities was indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and was subject to receipt of approvals (if any) from various statutory/regulatory authorities.

[@] There has been no competing offer.

^{**} Actual date of receipt of SEBI comments.

RISK FACTORS

The risk factors set forth below are limited to this Open Offer, the Underlying Transaction and the Acquirer and PACs and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Open Offer, or in association with the Acquirer and the PACs, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, legal, financial, tax, investment or other consultants and advisors, for understanding and analysing all risks associated with respect to their participation in this Open Offer.

For capitalised terms used herein please refer to the section on Key Definitions set out below.

1. Risks relating to the Open Offer and the Underlying Transaction:

- The Open Offer is an open offer under the SEBI (SAST) Regulations to acquire up to 45,72,263 Equity Shares representing 26.00% of the Voting Share Capital, from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 45,72,263 Equity Shares, representing 26.00% of the Voting Share Capital. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for the Open Offer.
- The consummation of the Underlying Transaction and the Open Offer is subject to the satisfaction of certain conditions precedent specified in the Share Purchase Agreement (as set out in paragraph 4(a) of Section III(A) (*Background to the Open Offer*) of this Letter of Offer) (unless waived in accordance with the Share Purchase Agreement). In the event that either: (a) regulatory or statutory approvals, as required, are not received in time or certain conditions precedent are not satisfied, or are delayed, as applicable; (b) there is any litigation leading to a stay/injunction on the Open Offer or that restricts/restrains the Acquirer along with PACs from performing its obligations hereunder; or (c) SEBI instructs the Acquirer and the PACs not to proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer or may be withdrawn in terms of Regulation 23 of the SEBI (SAST) Regulations. In case any statutory approval or governmental approval that may be required by the Acquirer and/or PACs, is not received in time, in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, grant an extension of time to the Acquirer and PACs for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest, if any, in accordance with the SEBI (SAST) Regulations. In addition, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. To the best of the knowledge of the Acquirer and the PACs, there are no other statutory or governmental approvals required for the consummation of the Transaction. However, if any other statutory or governmental approval(s) are required or become applicable at a later date before closure of the Tendering Period, this Open Offer shall be subject to such statutory approvals and the Acquirer and the PACs shall make the necessary applications for such statutory approvals and the Underlying Transaction and the Open Offer would also be subject to

such other statutory or other governmental approval(s) and the Acquirer and the PACs shall make the necessary applications for such other approvals.

- The acquisition of Equity Shares under the Open Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to the Open Offer and the transfer of Equity Shares held by them to the Acquirer and the PACs. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such prior approvals are not submitted, the Acquirer and PACs reserve their right to reject such Equity Shares tendered in this Open Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
- Equity Shares, once tendered through the Form of Acceptance-cum-Acknowledgement in the Open Offer, cannot be withdrawn by the Public Shareholders, even if the acceptance of their Equity Shares in this Open Offer and payment of consideration are delayed. The tendered Equity Shares and documents will be held in trust by the Registrar to the Offer until such time as the process of acceptance of tenders and the payment of consideration is complete. The Public Shareholders will not be able to trade in such Equity Shares which have been tendered in the Open Offer. During such period, there may be fluctuations in the market price of the Equity Shares. Neither the Acquirer nor the PACs nor the Manager to the Offer make any assurance with respect to the market price of the Equity Shares, both during the period that the Open Offer is open and upon completion of the Open Offer, and disclaim any responsibility with respect to any decision taken by the Public Shareholders with respect to whether or not to participate in the Open Offer. The Public Shareholders will be solely responsible for their decisions regarding their participation in this Open Offer.
- This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of the Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, the PACs or the Manager to the Open Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in, any foreign jurisdictions covered under the “General Disclaimer” clause in Section II (*Disclaimer Clause*) of this Letter of Offer and cannot be accepted by any means or instrumentality from within any such foreign jurisdictions.
- The information contained in this Letter of Offer is as of the date of this Letter of Offer unless expressly stated otherwise. The Acquirer, the PACs and the Manager are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.
- The Public Shareholders whose Equity Shares have been validly tendered and accepted may be subject to applicable capital gains tax and securities transaction tax applicable to the Equity Shares accepted in this Offer. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, and in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they

should take. The Acquirer, the PACs and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

- The Acquirer, the PACs and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement, the Detailed Public Statement, this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirer and the PACs, excluding such information pertaining to the Target Company/Seller, which has been obtained from publicly available sources or provided or confirmed by the Target Company/Seller. Any person placing reliance on any other source of information will be doing so at his/her/its own risk.

2. Risks involved in associating with the Acquirer and the PACs

- Neither the Acquirer nor the PACs nor the Manager to the Offer make any assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance or future performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares before, during or after the Open Offer. Each of the Acquirer, the PACs and the Manager to the Offer expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not in this Open Offer.
- Neither the Acquirer nor the PACs nor the Manager nor the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slips, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
- The Acquirer and the PACs make no assurance with respect to their investment/divestment decisions relating to Acquirer's proposed shareholding in the Target Company.
- The information pertaining to the Target Company and/or the Seller contained in the PA or the DPS or the Draft Letter of Offer or this Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company and/or the Seller, or publicly available sources which has not been independently verified by the Acquirer, the PACs or the Manager. The Acquirer, the PACs and the Manager do not accept any responsibility with respect to the information/misstatement provided by the Target Company and/or the Seller.
- As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer and Underlying Transaction, in the event that the public shareholding in the Target Company falls below the minimum level required as per the SCRR and the SEBI (LODR) Regulations, the Acquirer undertakes to take necessary steps to ensure compliance by the Target Company, in spite of the restrictive covenants in the Sanction Letter, with the relevant provisions under the SCRR, as required under Regulation 7(4) of the SEBI (SAST) Regulations and/ or the SEBI (LODR) Regulations, through permitted routes and/ or any other such routes as may be approved by SEBI from time to time.
- The arrangement of pledge and other encumbrances on the shares of the Target Company may lead to disposal of shares under encumbrance in the event of the acquirer/guarantors not being able to repay as per the terms and conditions of the loans.

Such disposal may contribute to price risk through the possible adverse effects on the share price of the Target Company.

- The Acquirer's ability to comply with Minimum Public Shareholding (“MPS”) norms shall be subject to the conditions/covenants stipulated in loan agreement(s), as there would be pledge and other encumbrance arrangements on the shares of the Target Company.
- The Acquirer, the PACs and Manager to the Offer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon the completion of this Open Offer.

CURRENCY OF PRESENTATION

In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

In this Letter of Offer, all references to “₹”, “Rupees”, “Rs.” or INR are references to Indian National Rupees(s) (INR).

TABLE OF CONTENTS

I.	KEY DEFINITIONS	8
II.	DISCLAIMER CLAUSE.....	12
III.	DETAILS OF THE OPEN OFFER	13
IV.	BACKGROUND OF THE ACQUIRER AND THE PACs	20
V.	BACKGROUND OF THE TARGET COMPANY	28
VI.	OFFER PRICE AND FINANCIAL ARRANGEMENTS	33
VII.	TERMS AND CONDITIONS OF THE OPEN OFFER	37
VIII.	PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER.....	41
IX.	COMPLIANCE WITH TAX REQUIREMENTS	49
X.	DOCUMENTS FOR INSPECTION.....	60
XI.	DECLARATION BY THE ACQUIRER AND THE PACs.....	61

I. KEY DEFINITIONS

Particulars	Details/Definition
Acquirer	Shiva Performance Materials Private Limited, a private limited company incorporated under the laws of India (Corporate Identification Number: U24100GJ2013PTC078001) on December 23, 2013.
AOP	Association of Persons
BOI	Body of Individuals
BSE	BSE Limited
CDSL	Central Depository Services Limited
Companies Act	Companies Act, 2013, as amended
Depositories	CDSL and NSDL
Detailed Public Statement/DPS	The detailed public statement dated August 4, 2022 , published on behalf of the Acquirer and PACs on August 5, 2022
Draft Letter of Offer/DLoF	The Draft Letter of Offer dated August 10, 2022 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
DTAA	Double Taxation Avoidance Agreement
Equity Share(s)	Fully paid-up equity shares of the Target Company with face value of ₹ 10 each
Escrow Account	The account named “Shiva Performance Materials Pvt Ltd - Open Offer Escrow Account” opened with the Escrow Agent
Escrow Agent	ICICI Bank Limited, a banking corporation incorporated under the laws of India and having its branch office at Capital Market Division, 5 th floor, 163, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020
Escrow Agreement	Escrow agreement entered into by the Acquirer with the Escrow Agent and the Manager
Escrow Amount	The amount aggregating to ₹ 97,01,42,764 maintained by the Acquirer with the Escrow Agent in accordance with the Escrow Agreement
Existing Promoter / Seller	INEOS Styrolution APAC Pte. Ltd
Finance Act	The Finance Act, 2021, as amended
FII(s)	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIPB	Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the

Particulars	Details/Definition
	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Form of Acceptance-cum-Acknowledgement	Form of acceptance-cum-acknowledgement
FPIs	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
HUF	Hindu Undivided Family
Identified Date	The date falling on the 10 th Working Day prior to the commencement of the Tendering Period i.e. October 12, 2022
Income Tax Act/IT Act	The Income Tax Act, 1961, as amended and modified from time to time
Letter of Offer/LoF	This Letter of Offer dated October 17, 2022, which is being dispatched to the Public Shareholders of the Target Company
Manager/Manager to the Open Offer/Manager to the Offer	JM Financial Limited
Maximum Consideration	₹ 388,05,71,054, being the maximum consideration payable under this Open Offer assuming full acceptance
NEFT	National Electronic Fund Transfer
Newspapers	Financial Express, Jansatta, Navshakti, Vadodara Samachar, being the newspapers wherein the Detailed Public Statement was published on behalf of the Acquirer and PACs on August 5, 2022.
NOC	No-objection certificate
NRIs	Non-resident Indians
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCBs	Overseas Corporate Bodies
Offer/Open Offer	Open offer being made by the Acquirer along with PACs to the Public Shareholders of the Target Company to acquire up to 45,72,263 Equity Shares, representing 26.00% of the Voting Share Capital, at a price of ₹ 848.72 per Equity Share
Offer Period	shall have the same meaning ascribed to it in the SEBI (SAST) Regulations
Offer Price	₹ 848.72 per Equity Share
Offer Shares	Up to 45,72,263 Equity Shares, representing 26.00% of the Voting Share Capital.
Offer Size	Offer Shares constituting up to 26.00% of the Voting Share Capital

Particulars	Details/Definition
Public Announcement/PA	The public announcement dated August 1, 2022 issued by the Manager on behalf of the Acquirer and the PACs in connection with the Open Offer
Public Shareholders	All the equity shareholders of the Target Company, excluding: (i) the Acquirer and the PACs; (ii) the parties to the Share Purchase Agreement (as set out in paragraph 2 of Section III(A) (<i>Background to the Open Offer</i>) of this Letter of Offer; and (iii) the persons deemed to be acting in concert with the persons set out in (i) – (ii).
Persons Acting in Concert/PACs	Collectively, PAC 1, PAC 2 and PAC 3
PAC 1	Geetganga Investment Private Limited, a private limited company incorporated under the laws of India (Corporate Identification Number: U65910GJ1989PTC012889) on October 18, 1989
PAC 2	Mr. Rakesh Agrawal
PAC 3	Mr. Rahul Agrawal
PAN	Permanent Account Number
RBI	Reserve Bank of India
Registrar/Registrar to the Open Offer/Registrar to the Offer	Link Intime India Private Limited
Relevant Period	As has been defined in paragraph 2 of Part A (<i>Justification of Offer Price</i>) of Section VI (<i>Offer Price and Financial Arrangements</i>) of this Letter of Offer
RTGS	Real Time Gross Settlement
Sanction Letter	Sanction Letter dated July 29, 2022 issued by JM Financial Products Limited for a loan amount upto INR 950 crores to the Acquirer
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Share Purchase Agreement / SPA	Share purchase agreement dated August 1, 2022 entered into among the Acquirer and the Seller as detailed in paragraph 2 of Section III(A) (<i>Background to the Open Offer</i>) of this Letter of Offer.
Stock Exchanges	Collectively, the BSE and the NSE
STT	Securities Transaction Tax

Particulars	Details/Definition
Target/Target Company	INEOS Styrolution India Limited
Tendering Period	The 10 (ten) Working Days period from October 28, 2022 (Friday) to November 11, 2022 (Friday) (both days inclusive) within which the Public Shareholders may tender their Equity Shares in acceptance of the Open Offer
Transaction	Collectively, the Underlying Transaction and the Open Offer
TRC	Tax Residency Certificate
Underlying Transaction	As has been defined in paragraph 2 of Part A (<i>Background to the Open Offer</i>) of Section III (<i>Details of the Open Offer</i>) of this Letter of Offer
Voting Share Capital	The total equity share capital of the Target Company on a fully diluted basis expected as of the 10 th Working Day from the closure of the Tendering Period for the Open Offer.
Working Day(s)	shall have the same meaning ascribed to it in the SEBI (SAST) Regulations

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

II. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF THE TARGET COMPANY TO TAKE AN INFORMED DECISION WITH REGARD TO THE OPEN OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PACs OR THE TARGET COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER AND THE PACs DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, JM FINANCIAL LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 10, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND THE PACs FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OPEN OFFER.”

GENERAL DISCLAIMER

THIS LETTER OF OFFER TOGETHER WITH THE DETAILED PUBLIC STATEMENT THAT WAS PUBLISHED ON AUGUST 5, 2022 AND THE PUBLIC ANNOUNCEMENT DATED AUGUST 1, 2022 IN CONNECTION WITH THE OPEN OFFER, HAVE BEEN PREPARED FOR THE PURPOSES OF COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS OF INDIA, INCLUDING THE SEBI ACT AND THE SEBI (SAST) REGULATIONS, AND HAS NOT BEEN REGISTERED OR APPROVED UNDER ANY LAWS OR REGULATIONS OF ANY COUNTRY OUTSIDE OF INDIA. THE DISCLOSURES IN THIS LETTER OF OFFER AND THE OPEN OFFER PARTICULARS INCLUDING BUT NOT LIMITED TO THE OFFER PRICE, OFFER SIZE AND PROCEDURES FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER ARE GOVERNED BY SEBI (SAST) REGULATIONS, AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS OF INDIA, THE PROVISIONS OF WHICH MAY BE DIFFERENT FROM THOSE OF ANY JURISDICTION OTHER THAN INDIA. ACCORDINGLY, THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS DOCUMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS AND REGULATIONS OF ANY JURISDICTION OUTSIDE OF INDIA. THE INFORMATION CONTAINED IN THIS LETTER OF OFFER IS AS OF THE DATE OF THIS LETTER OF OFFER. THE ACQUIRER, THE PACs, THE MANAGER TO THE OPEN OFFER AND ANY DEEMED PERSONS ACTING IN CONCERT WITH THE ACQUIRER ARE UNDER NO OBLIGATION TO UPDATE THE INFORMATION CONTAINED HEREIN AT ANY TIME AFTER THE DATE OF THIS LETTER OF OFFER.

NO ACTION HAS BEEN OR WILL BE TAKEN TO PERMIT THIS OPEN OFFER IN ANY JURISDICTION WHERE ACTION WOULD BE REQUIRED FOR THAT PURPOSE. THE LETTER OF OFFER SHALL BE DISPATCHED TO ALL PUBLIC SHAREHOLDERS HOLDING THE EQUITY SHARES WHOSE NAMES APPEAR IN THE RECORDS OF DEPOSITORIES, AT THEIR STATED ADDRESS, AS OF THE IDENTIFIED DATE. HOWEVER, RECEIPT OF THE LETTER OF OFFER BY ANY PUBLIC SHAREHOLDER IN A JURISDICTION IN WHICH IT WOULD BE ILLEGAL TO MAKE THIS OPEN OFFER, OR WHERE MAKING THIS OPEN OFFER WOULD REQUIRE ANY ACTION TO BE TAKEN (INCLUDING, BUT NOT RESTRICTED TO, REGISTRATION OF THE LETTER OF OFFER UNDER ANY LOCAL SECURITIES LAWS OF SUCH JURISDICTION), SHALL NOT BE TREATED BY SUCH PUBLIC SHAREHOLDER AS AN OFFER BEING MADE TO THEM AND SHALL BE CONSTRUED BY THEM AS BEING SENT FOR INFORMATION PURPOSES ONLY.

PERSONS IN POSSESSION OF THE LETTER OF OFFER ARE REQUIRED TO INFORM THEMSELVES OF ANY RELEVANT RESTRICTIONS IN THEIR RESPECTIVE JURISDICTIONS. ANY PUBLIC SHAREHOLDER WHO TENDERS HIS, HER OR ITS EQUITY SHARES IN THIS OPEN OFFER SHALL BE DEEMED TO HAVE DECLARED, REPRESENTED, WARRANTED AND AGREED THAT HE, SHE OR IT IS AUTHORISED UNDER THE PROVISIONS OF ANY APPLICABLE LOCAL LAWS, RULES, REGULATIONS AND STATUTES TO PARTICIPATE IN THIS OPEN OFFER.

III. DETAILS OF THE OPEN OFFER

A. Background to the Open Offer

1. This Open Offer is a mandatory open offer made by the Acquirer along with the PACs in compliance with Regulation 3(1) and Regulation 4 and other applicable regulations of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreement.
2. The Acquirer has entered into a share purchase agreement dated August 1, 2022 with the Existing Promoter/Seller (the “**Share Purchase Agreement**”), pursuant to which the Acquirer has agreed to purchase 10,761,178 Equity Shares representing 61.19% of the Voting Share Capital, from the Seller, at INR 600.00 (Rupees Six Hundred) per Equity Share i.e. for an aggregate consideration of INR 6,45,67,06,800 (Rupees Six Hundred Forty Five Crore Sixty Seven Lakh Six Thousand Eight Hundred) for all the Equity Shares held by the Seller, subject to the satisfaction of certain conditions as prescribed thereunder (the “**Underlying Transaction**”). The Share Purchase Agreement also sets forth the terms and conditions agreed between the Acquirer and the Seller, and their respective rights and obligations.
3. A tabular summary of the Underlying Transaction is set out below:

Type of transaction (direct/indirect)	Mode of transaction* (Agreement/Allotment/market purchase)	Equity Shares/Voting rights acquired/proposed to be acquired		Total consideration for Equity Shares/Voting Rights (VR) acquired (Indian Rupees)	Mode of payment (Cash/securities)	Regulation which has triggered
		Number	% vis-à-vis total equity/voting capital			
Direct	Share Purchase Agreement – The Acquirer has entered into the Share Purchase Agreement pursuant to which the Acquirer has agreed to acquire 10,761,178 Equity Shares of the Target Company from the Seller, as per the terms of the Share Purchase Agreement	1,07,61,178 Equity Shares	61.19% of the Voting Share Capital	₹ 645,67,06,800 (payable in accordance with the terms of the Share Purchase Agreement)	Cash	Regulation 3(1) and 4 of the SEBI (SAST) Regulations.

Note: In the event that the Acquirer's total shareholding in the Target Company after the completion of the Open Offer and acquisition under the Share Purchase Agreement exceeds 75% of the equity share capital of the Target Company, the Acquirer will be under a statutory obligation to sell down its stake to 75% of the equity share capital of the Target Company. Accordingly, the Acquirer undertakes to take necessary steps to ensure compliance by the Target Company, in spite of the restrictive covenants in the Sanction Letter, in such manner and within such time as is permitted under the Securities Contracts (Regulation) Rules, 1957.

4. The salient features of the Share Purchase Agreement are set out below:

- (a) Completion of the Underlying Transaction as envisaged under the Share Purchase Agreement is inter alia subject to receipt of an updated report on Section 281 of the Income Tax Act from an independent Big-4 audit firm by the Acquirer.
- (b) The Share Purchase Agreement also imposes certain obligations on the Seller vis-à-vis the conduct of the business of the Target Company upto the completion of the transaction under the Share Purchase Agreement, subject to applicable law, including in relation to the amendment of constitutional documents of the Target Company, any changes in the capital structure of the Target Company and incurring any capital expenditure above the specified threshold.
- (c) The Seller and the Acquirer have made certain representations and warranties (such as fundamental warranties including Seller warranties in relation to title to shares held by it in Target Company) and covenants as mentioned in the Share Purchase Agreement which are customary for transactions such as the Underlying Transaction.
- (d) The Seller and the Acquirer have also provided certain indemnities to each other under certain circumstances including breach of warranties provided under the Share Purchase Agreement.
- (e) The Share Purchase Agreement may be terminated as maybe mutually agreed between the Seller and the Acquirer in writing.

5. Upon consummation of the transactions contemplated in the Share Purchase Agreement, the Acquirer will acquire sole control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. Consequently, the board of directors of the Target Company shall be reconstituted in accordance with the SPA and applicable law. Further, the Seller intends to be reclassified as

public, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations and the conditions prescribed therein.

6. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Detailed Public Statement and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
7. In accordance with Regulation 26(7) of the SEBI (SAST) Regulations, the committee of independent directors of the Target Company is required to provide their written reasoned recommendations on the Open Offer to the Public Shareholders and such recommendations are required to be published in the specified form at least 2 (two) Working Days before the commencement of the Tendering Period.
8. The Acquirer and the PACs have not been prohibited by SEBI from dealing in securities pursuant to the terms of any directions issued under Section 11B of the SEBI Act or under any regulations made under the SEBI Act.

B. Details of the proposed Open Offer

1. This Open Offer is a mandatory open offer made in compliance with Regulation 3(1) and Regulation 4 and other applicable regulations of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreement, details of which are mentioned in Section III(A) (*Background to the Open Offer*) of this Letter of Offer.
2. The Public Announcement in connection with the Open Offer, under Regulation 3(1) and Regulation 4 read with Regulations 13(1) and Regulation 14(1) of the SEBI (SAST) Regulations, was filed on August 1, 2022 with the Stock Exchanges. The Public Announcement was sent to the Target Company and SEBI with a letter dated August 1, 2022.
3. In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement was published in the following Newspapers on August 5, 2022:

Newspaper	Language	Editions
Financial Express	English National Daily	All Editions
Jansatta	Hindi National Daily	All Editions
Navshakti	Marathi Daily	Mumbai
Vadodara Samachar	Gujarati Daily	Vadodara

Simultaneously, a copy of the Detailed Public Statement was sent through the Manager to the Offer to: **(a)** SEBI; **(b)** BSE; **(c)** NSE; and **(d)** the Target Company.

4. A copy of the Public Announcement and the Detailed Public Statement is also available on the website of SEBI (www.sebi.gov.in).
5. This Open Offer is being made by the Acquirer and PACs to the Public Shareholders to acquire up to 45,72,263 Equity Shares constituting 26.00% of the Voting Share Capital held by the Public Shareholders, at a price of ₹ 848.72 per Offer Share, aggregating to a total consideration of ₹ 388,05,71,054, subject to the terms and conditions mentioned in the Public Announcement, the DPS and to be set out in the Letter of Offer that is proposed to be issued in accordance with the applicable provisions of the SEBI (SAST) Regulations, after incorporating the comments of SEBI, if any, on the Letter of Offer.
6. As on the date of this LoF, the Voting Share Capital consists of 1,75,85,625 Equity Shares, as follows:

Particulars	Number of shares	% of Voting Share Capital
Fully paid up Equity Shares as of the date of Public Announcement	1,75,85,625	100.00
Partly paid up Equity Shares as of the date of Public Announcement	Nil	Nil
Voting Share Capital	1,75,85,625	100.00

7. As on the date of this LoF, there are no: (a) partly paid up Equity Shares; or (b) outstanding instruments in the nature of warrants or fully or partly convertible debentures/preference shares/employee stock options etc., which are convertible into Equity Shares at any later date; or (c) Equity Shares of the Target Company which are forfeited or kept in abeyance; or (d) Equity Shares which are locked-in.
8. The Equity Shares are listed on the Stock Exchanges.
9. There is no differential pricing for this Open Offer.
10. The Offer Price has been arrived in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be the Maximum Consideration.
11. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the DPS and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.
12. If the aggregate number of Equity Shares validly tendered in this Open Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 45,72,263 Equity Shares, representing 26.00% of the Voting Share Capital, in consultation with the Manager to the Open Offer.
13. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Equity Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Open Offer and free from all liens, together with all the rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof and in accordance with the terms and conditions set forth in the Public Announcement, the Detailed Public Statement and as will be set out in the Letter of Offer, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
14. All Public Shareholders (including resident, non-resident Indians or overseas corporate bodies or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India (including non-resident Indians or overseas corporate bodies or foreign portfolio investors) had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered

to accept this Offer. In the event such approvals and supporting documents are not submitted, the Acquirer and the PACs reserve the right to reject such Offer Shares

15. To the best of the knowledge of the Acquirer and the PACs, there are no statutory or other approvals required by the Acquirer to complete the acquisition under the Share Purchase Agreement (details of which are set out in Section III(A) (*Background to the Open Offer*) or of the Offer Shares as on the date of this Letter of Offer. If, however, any statutory or other approval is required by the Acquirer and/or the PACs at a later date prior to the completion of the Open Offer, the Offer would be subject to such statutory or other approval(s) being obtained.
16. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
17. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals, which become applicable prior to completion of the Offer are not received, or the conditions to closing under the Share Purchase Agreement as set out in Paragraph 4(a) of Section IIIA (*Background to the Open Offer*) of this Letter of Offer, if not met for reasons outside the reasonable control of the Acquirer, by expiry of 90th (ninetieth) calendar days after August 1, 2022 or such other date as per the terms of the Share Purchase Agreement, the Acquirer and the PACs shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer and the PACs (collectively through the Manager) shall, within 2 (two) Working Days (as defined in SEBI (SAST) Regulations) of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
18. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations.
19. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
20. The Acquirer and the PACs have not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., August 1, 2022 and the date of this Letter of Offer.
21. As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957, as amended (“**SCRR**”), the Target Company is required to maintain at least 25.00% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Upon the completion of the Open Offer and Underlying Transaction pursuant to the Share Purchase Agreement, if the public shareholding of the Target Company falls below the minimum level of public shareholding, as required to be maintained by the Target Company under the SCRR and the SEBI (LODR) Regulations, the Acquirer undertakes to take necessary steps to ensure compliance by the Target Company, in spite of the restrictive covenants in the Sanction Letter, with the relevant provisions under the SCRR, as required under Regulation 7(4) of the SEBI (SAST) Regulations and/ or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75.00% of the equity share capital within 12 (twelve) months from the date of such fall in the public shareholding below 25.00%, through permitted routes and/ or any other such routes as may be approved by SEBI from time to time.
22. The Manager to the Offer does not hold any Equity Shares of the Target Company. The Manager to the Offer shall not deal, on its own account, in the Equity Shares of the Target Company during the Offer Period. As on date of the Letter of Offer, there are no directions subsisting or proceedings pending against the Manager to the Offer under SEBI Act and

regulations made thereunder or by any other regulator. Further, there were no regulatory actions / administrative warnings against the Manager to the Offer (i.e. JM Financial Limited) under SEBI Act and regulations made thereunder or by any other regulator during the last 5 years from January 2018, other than the following:

- SEBI, vide its letter dated March 1, 2018 advised JM Financial Limited to be more careful while exercising due diligence with respect to disclosures in the offer documents, in relation to an initial public offer by one of its clients. (*Matter closed*)
- SEBI conducted an inspection of the merchant banking operations of JM Financial Limited and issued an advisory and deficiency letter dated July 17, 2020 to JM Financial Limited in relation to its certain findings, primarily procedural/technical in nature. JM Financial Limited, vide its letter dated August 27, 2020, submitted its representations to SEBI along with the details of proposed corrective steps to rectify the deficiencies mentioned in SEBI letter. JM Financial Limited has also requested SEBI to give it an appointment for a telephonic discussion to explain the representations made vide the aforesaid letter. Further to the above, JM Financial Limited is yet to receive any response from SEBI. (*Matter closed*)
- In the matter of a proposed initial public offer (“**IPO**”) by one of the clients of JM Financial Limited, there was non-disclosure of certain facts related to the promoters of the issuer company in the DRHP. SEBI issued an administrative warning letter dated July 21, 2022 to the concerned promoters of the issuer company and the Book Running Lead Managers to the IPO, including JM Financial Limited, asking them to ensure compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. (*Matter closed*)

23. As on date of the Letter of Offer, there are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Registrar to the Open Offer under SEBI Act and regulations made thereunder or by any other regulator.

C. Object of the Open Offer

1. The Target Company is presently engaged in the business of manufacturing (a) ABS plastic resins, sold under the brand name Absolac®, produced from Acrylonitrile, Butadiene & Styrene, and used for manufacturing of home appliances, automobiles, consumer durables and business machines; and (b) SAN plastics resins, sold under the brand name Absolan®, produced from Styrene & Acrylonitrile, and (c) Polystyrene, a plastic resin produced from Styrene. SAN and Polystyrene are mainly used for products such as lightings, stationeries, novelties, refrigerators and cosmetic packing (“**Business**”).
2. The Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations since the Acquirer has entered into the Share Purchase Agreement. Upon consummation of the transactions contemplated in the Share Purchase Agreement, the Acquirer will acquire sole control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. The Acquirer considers strategic acquisition as a critical lever of growth and an integral part of its mission to increase the product portfolio. The Acquirer believes that the acquisition of the Target Company would be consistent with its inorganic growth strategy and would allow it to increase its basket of offerings. Acquisition of the Target Company would also help the Acquirer in getting into the ABS market in India which caters to growing end use industries like automobiles, consumer durables, etc. Currently, the market is heavily dependent on imports and there is a significant opportunity to expand in the domestic market and reduce India’s import dependence. The Acquirer intends to continue and strengthen the existing activities of

the Target Company and work with the management and employees of the Target Company to grow the business of the Target Company.

3. As on the date of the Letter of Offer, the Acquirer and the PACs do not have any intention to alienate (whether by way of sale or lease) or otherwise encumber any material assets of the Target Company or of any of its subsidiaries in the 2 (two) years from completion of the Open Offer, except: (a) in the ordinary course of business (including for the restructure or disposal of assets and creation of encumbrances in accordance with business requirements); or (b) to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company; or (c) with the prior approval of the shareholders as required under applicable law, including in accordance with the proviso to Regulation 25(2) of the SEBI (SAST) Regulations; or (d) on account of regulatory approvals or conditions or compliance with any law that is binding on or applicable to the operations of the Target Company.
4. After completion of the Open Offer, the Acquirer may consider various options for distribution of capital to the shareholders of the Target Company from time to time including any buybacks (which may or may not be at a premium to the market price) or declaration of special or interim dividends to shareholders, in each case, subject to applicable laws. Neither of the Acquirer, the PACs or the Manager to the Open Offer make any assurance with respect to the Target Company or its board of directors considering, favourably or otherwise, any buyback or dividend proposed by the Acquirer. The Acquirer is merely making these disclosures in good faith and expressly disclaims its responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by the board of directors or the shareholders of the Target Company.

D. Shareholding and Acquisition Details

1. The current and proposed shareholding of the Acquirer and PACs in the Target Company and the details of acquisition are as follows:

Details	Acquirer		PAC 1		PAC 2		PAC 3	
	No.	%	No.	%	No.	%	No.	%
Shareholding as on the date of Public Announcement.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Shares acquired between the date of Public Announcement and the date of Letter of Offer.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Post Offer shareholding as of 10 th Working Day after the closure (assuming no Equity Shares tendered in the Open Offer) .	10,761,178 Equity Shares	61.19% of the Voting Share Capital of the Target Company.	Nil	Nil	Nil	Nil	Nil	Nil
Post Offer shareholding as of 10 th Working Day after the closure of the Open Offer (assuming the entire 26% is tendered in the Open	1,53,33,441 Equity Shares	87.19% of the Voting Share Capital of the Target Company.	Nil	Nil	Nil	Nil	Nil	Nil

Details	Acquirer		PAC 1		PAC 2		PAC 3	
	No.	%	No.	%	No.	%	No.	%
Offer and assuming full acceptance).								

2. The Acquirer, PAC 1 and their respective directors do not have any shareholding in the Target Company as on the date of this Letter of Offer.

IV. **BACKGROUND OF THE ACQUIRER AND THE PACs**

A. **ACQUIRER – SHIVA PERFORMACE MATERIALS PRIVATE LIMITED**

- The Acquirer is a private limited company incorporated under the Indian Companies Act, 2013, bearing company identification number: U24100GJ2013PTC078001, on December 23, 2013. There has been no change in the name of the Acquirer since its incorporation. The contact details of the Acquirer are as follows: telephone number: +91 265 2321221 and fax number: +91 265 2357238.
- The Acquirer has its registered office at 9th floor, Abs Towers, Old Padra Road, Vadodara, Gujarat, India –390007.
- The Acquirer is primarily engaged in the business of, *inter-alia*, manufacture of acrylic resins, resin solutions and emulsions for specific printing and packaging applications and production of toner resins and styrene maleic anhydride resins.
- The Acquirer belongs to the Shiva group.
- Save and except for the PACs, no other person is acting in concert with the Acquirer for the purpose of this Open Offer.
- The Acquirer is a private limited company and therefore its securities are not listed on any stock exchange.
- The total authorised share capital of the Acquirer is INR 7,20,00,000 (Rupees Seven Crore Twenty Lakh) divided into 72,00,000 equity shares of face value of INR 10 (Rupees Ten) each. The issued, subscribed and paid-up share capital of the Acquirer is INR 7,09,02,000 (Rupees Seven Crore Nine Lakh Two Thousand) divided into 70,90,200 equity share of INR 10 (Rupees Ten).
- The persons in control or are the promoters of the Acquirer are as follows: (a) Rakesh Agrawal; (b) Rahul Agrawal; (c) Uma Agrawal; (d) Vishal Agrawal; (e) Madhavi Agrawal; (f) Ruchika Agrawal; and (g) Geetganga Investment Private Limited.
- The shareholding of the Acquirer, as on date of this Letter of Offer, is as follows:

Key shareholders	Number of shares	Percentage of shareholding
Rakesh Agrawal/ PAC 2	18,04,100	25.44%
Rahul Agrawal/ PAC 3	16,63,700	23.46%
Vishal Agrawal	15,23,780	21.49%
Uma Agrawal	18,00,100	25.39%

Key shareholders	Number of shares	Percentage of shareholding
Geetganga Investments Private Limited / PAC 1	1,58,400	2.23%
Madhavi Agrawal	1,40,020	1.97%
Ruchika Agarwal	100	0.00%
Total	70,90,200	100.00%

10. Other than the transaction detailed in Section III(A) (*Background to the Open Offer*) of this Letter of Offer, which has triggered this Offer, pursuant to which the Acquirer shall acquire Equity Shares in the Target Company, as on the date of this Letter of Offer, the Acquirer, its directors and key managerial personnel do not hold any ownership/interest/relationship/shares in the Target Company.
11. As on the date of the Letter of Offer, the Acquirer does not have any relationship or association with the Seller/Promoter (i.e. INEOS Styrolution APAC Pte Ltd).
12. The Acquirer has not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., August 1, 2022 and the date of this Letter of Offer.
13. The Acquirer has not been prohibited by the SEBI, from dealing in securities in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
14. As on date of the Letter of Offer, there are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirer under SEBI Act and regulations made thereunder or by any other regulator. As on date of the Letter of Offer, there are no outstanding penalties against the Acquirer by SEBI or RBI.
15. The Acquirer has had no instances of non-compliances or delay in compliance with respect to Regulation 29 under Chapter V of the SEBI (SAST) Regulations, 2011 in relation to any acquisition/disposal of the shares of the Target Company.
16. The Acquirer is neither a wilful defaulter under applicable law, and is in compliance with Regulations 6A of the SEBI (SAST) Regulations.
17. The details of the board of directors of the Acquirer, as on the date of this Letter of Offer, are as follows:

Name and Designation	Date of Appointment	DIN	Qualifications and Experience
Rakesh Agrawal (Director)	December 23, 2013	DIN: 00057955	Bachelor's degree of technology in chemical engineering from Nagpur University and a masters' degree in chemical engineering from Stevens Institute of Technology and more than four decades of experience in Chemicals and Manufacturing Industry.
Vishal R. Agrawal (Director)	December 23, 2013	DIN: 00056800	Bachelor's degree in engineering from Stevens Institute of Technology and more than two decades of experience in Chemical and Manufacturing Industry.

Name and Designation	Date of Appointment	DIN	Qualifications and Experience
Rahul R. Agrawal (Managing Director)	December 23, 2013	DIN: 01226996	Bachelor's degree of science in chemical engineering from the University of Michigan and a masters' degree in Business Administration from Harvard University and more than two decades of experience in Chemicals and Manufacturing Industry.
Thakorbbhai D. Patel (Whole Time Director)	April 1, 2021	DIN: 08423665	Master of Science in Organic Chemistry from Gujarat University and more than three decades of experience in manufacturing industry.

18. The financial information of the Acquirer based on its consolidated annual audited financial statements as on and for the financial years ended on March 31, 2020, March 31, 2021 and March 31, 2022 is as follows:

(Amount in INR Lakhs unless otherwise specified)

Statement of Profit & Loss			
Particulars	FY 2020	FY 2021	FY 2022
Revenue from Operations	5,987.78	16,213.15	30,306.52
Other Income	83.85	153.78	117.31
Total Income	6,071.63	16,366.93	30,423.84
Total Expense (Excluding Interest, Depreciation)	5,543.84	14,057.82	28,163.25
Profit before Depreciation & Interest	527.79	2,309.11	2,260.58
Less: Depreciation	497.66	976.97	735.86
Less: Interest	35.29	128.99	237.81
Profit before Tax	-5.16	1,203.14	1,286.91
Less: Tax expense			
Current Tax	50.00	450.00	450.09
Deferred Tax	-45.26	-113.89	-53.43
Profit/Loss for the period	-9.90	867.03	890.26

(Amount in INR Lakhs unless otherwise specified)

Balance Sheet Statement			
Particulars	FY20	FY21	FY22
Sources of funds			
Paid up Share Capital	1.00	709.02	709.02
Share Capital Pending Allotment	708.02	-	-
Reserves and Surplus (excluding revaluation reserves)	3,510.24	4,379.35	5,269.61
Net worth	4,219.26	5,088.37	5,978.63
Minority Interest	0.00		
Secured loans	-	-	300.00
Unsecured loans	270.72	335.00	333.49
Other long-term liabilities	4.73	467.78	393.72
Long term provisions	77.05	98.02	99.62
Total	4,571.76	5,989.17	7,105.46

Balance Sheet Statement			
Particulars	FY20	FY21	FY22
Uses of funds			
Net fixed assets	4,276.94	4,494.25	5,074.54
Non-Current Investments	-	4.50	4.50
Long term loans & advances	22.20	22.20	36.70
Deferred tax assets	45.26	159.15	212.58
Net current assets	227.36	1,309.07	1,777.14
Total miscellaneous expenditure not written off	-	-	-
Total	4,571.76	5,989.17	7,105.46

Other Relevant Information			
Particulars	FY20	FY21	FY22
Earnings per share (Basic)	-98.95	12.23	12.56
Earnings per share (Diluted)	-0.14	12.23	12.56
Dividend (%)			
Return on net worth (%)	N.A	17.04%	14.89%
Book Value per share	59.51	71.77	84.32

Source: Certificate dated August 4, 2022 issued by Vishal Laheri & Associates, Chartered Accountants (Mr Vishal R Laheri, Partner, Membership No. 115033)

19. As on March 31, 2022, the Acquirer does not have any major contingent liabilities.
20. The Acquirer confirms that as and when the pledge over the shares of the Target Company held by the Acquirer is established, the necessary disclosures regarding encumbrances under SEBI (SAST) Regulations, as applicable, shall be made.

PAC 1 - GEETGANGA INVESTMENT PRIVATE LIMITED

1. PAC 1 is a private limited company incorporated under the Indian Companies Act, 1956, bearing company identification number: U65910GJ1989PTC012889, on October 18, 1989. PAC 1 was incorporated under the name of Robust Leasing and Finance Private Limited on October 18, 1989, and its name was subsequently changed to Geetganga Leasing & Finance Private Limited on July 26, 1994 and then to its present name i.e. Geetganga Investment Private Limited on November 21, 2002. There has been no change in the name of the PAC 1 in the last 3 (three) years. The contact details of PAC 1 are as follows: telephone number: +91 265 2335432 and fax number: +91 265 2357238.
2. PAC 1 has its registered office at 9th floor, Abs Towers, Old Padra Road, Vadodara, Gujarat, India -390007.
3. PAC 1 is primarily engaged in the business of, *inter-alia*, investing and operates as an investment arm of the Shiva Group.
4. PAC 1 belongs to the Shiva group.
5. PAC 1 is a shareholder of the Acquirer holding 2.23% of the share capital of the Acquirer.

6. PAC 1 is a private limited company and therefore its securities are not listed on any stock exchange.
7. The total authorised share capital of PAC 1 is INR 3,50,00,000 (Rupees Three Crore Fifty Lakh) divided into 35,00,000 equity shares of face value of INR 10 (Rupees Ten) each. The issued, subscribed and paid-up share capital of PAC 1 is INR 3,33,80,570 (Rupees Three Crore Thirty Three Lakh Eighty Thousand Five Hundred and Seventy) divided into 33,38,057 equity share of INR 10 (Rupees Ten).
8. The persons in control or the promoters of PAC 1 are as follows: (a) Rakesh Agrawal; (b) Uma Agrawal; (c) Rahul Agrawal; (d) Vishal Agrawal; and (e) Madhavi Agrawal.
9. The shareholding of PAC 1, as on date of this Letter of Offer, is as follows:

Key shareholders	Number of shares	Percentage of shareholding
Rakesh Agrawal/ PAC 2	51,83,514	77.64%
Uma Agrawal	6,81,000	10.20%
Rahul Agrawal/ PAC 3	4,05,800	6.08%
Vishal Agrawal	3,59,160	5.38%
Madhavi Agrawal	46,640	0.70%
Total	66,76,114	100.00%

10. Other than the transaction detailed in Section III(A) (*Background to the Open Offer*) of this Letter of Offer, which has triggered this Offer, pursuant to which the Acquirer shall acquire Equity Shares in the Target Company, as on the date of this Letter of Offer, PAC 1, its directors and key managerial personnel do not hold any ownership/interest/relationship/shares in the Target Company.
11. As on the date of the Letter of Offer, PAC 1 does not have any relationship or association with the Seller/Promoter (i.e. INEOS Styrolution APAC Pte Ltd).
12. PAC 1 has not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., August 1, 2022 and the date of this Letter of Offer.
13. PAC 1 has not been prohibited by the SEBI, from dealing in securities in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
14. As on date of the Letter of Offer, there are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against PAC 1 under SEBI Act and regulations made thereunder or by any other regulator. As on date of the Letter of Offer, there are no outstanding penalties against PAC 1 by SEBI or RBI.
15. PAC 1 has had no instances of non-compliances or delay in compliance with respect to Regulation 29 under Chapter V of the SEBI (SAST) Regulations in relation to any acquisition/disposal of the shares of the Target Company.
16. PAC 1 is neither a wilful defaulter under applicable law, and is in compliance with Regulations 6A of the SEBI (SAST) Regulations.

17. The details of the board of directors of the PAC 1, as on the date of this Letter of Offer, are as follows:

Name and Designation	Date of Appointment	DIN	Qualifications and Experience
Rakesh Agrawal (Director)	October 18, 1989	DIN: 00057955	Bachelor's degree of technology in chemical engineering from Nagpur University and a masters' degree in chemical engineering from Stevens Institute of Technology and more than four decades of experience in Chemicals and Manufacturing Industry.
Uma R. Agrawal (Director)	October 18, 1989	DIN: 02968288	Holds a Bachelor's degree of Arts from University of Bombay in 1973 and has been a director of Geetganga Investment Private Limited for more than three decades
Rahul R. Agrawal (Director)	September 30, 1999	DIN: 01226996	Bachelor's degree of science in chemical engineering from the University of Michigan and a masters' degree in Business Administration from Harvard University and more than two decades of experience in Chemicals and Manufacturing Industry.

18. The financial information of PAC 1 based on its consolidated annual audited financial statements as on and for the financial years ended on March 31, 2020, March 31, 2021 and March 31, 2022 is as follows:

(Amount in INR Lakhs unless otherwise specified)

Statement of Profit & Loss			
Particulars	FY 2020	FY 2021	FY 2022
Revenue from Operations	624.63	305.48	387.21
Other Income	1.08	1.29	-
Total Income	625.71	306.76	387.21
Total Expense (Excluding Interest, Depreciation)	49.93	158.56	127.99
Profit before Depreciation & Interest	575.78	148.20	259.22
Less: Depreciation	0.17	0.04	53.42
Less: Interest	0.02	0.03	0.00
Profit before Tax	575.60	148.13	205.81
<u>Less: Tax expense</u>			
Current Tax	98.20	83.40	37.00
Deferred Tax	0.36	0.35	26.67
MAT Credit entitlement	-74.55	-	-
Profit/Loss for the period	551.58	64.38	142.14

(Amount in INR Lakhs unless otherwise specified)

Balance Sheet Statement			
Particulars	FY20	FY21	FY22
Sources of funds			
Paid up Share Capital	236.45	333.81	333.81
Share Capital Pending Allotment	97.36	-	-
Reserves and Surplus (excluding revaluation reserves)	9,948.77	11,374.98	11,479.74
Net worth	10,282.57	11,708.79	11,813.55
Secured loans	-	-	-
Unsecured loans	1,840.37	1,190.00	1,008.76
Total	12,122.94	12,898.79	12,822.31
Uses of funds			
Net fixed assets	20.16	18.64	1,448.52
Non-Current Investments	6,430.51	5,697.64	5,579.55
Long term loans & advances	5,337.42	6,495.52	5,345.26
Deferred tax assets	0.11	-	-
Net current assets	334.75	686.99	448.97
Total miscellaneous expenditure not written off	-	-	-
Total	12,122.94	12,898.79	12,822.30

Other Relevant Information			
Particulars	FY20	FY21	FY22
Earnings per share (Basic)	16.52	1.93	4.26
Earnings per share (Diluted)	16.52	1.93	4.26
Dividend (%)	-	-	-
Return on net worth (%)	5.36%	0.55%	1.20%
Book Value per share	308.04	350.77	353.90

Source: Certificate dated August 4, 2022 issued by Vishal Laheri & Associates, Chartered Accountants (Mr Vishal R Laheri, Partner, Membership No. 115033)

19. As on March 31, 2022, the PAC 1 does not have any major contingent liabilities.
20. PAC 1 confirms that as and when the pledge over the shares of the Target Company held by PAC 1 is established, the necessary disclosures regarding encumbrances under SEBI (SAST) Regulations, as applicable, shall be made.

C. PAC 2 – MR. RAKESH AGRAWAL

1. PAC 2 is an individual aged 75 (Seventy Five) years and residing at 206 207 Khanpur Ankodia Road, Khanpur Vadodara 391101. The name of PAC 2 was changed from Mr. Rawatmal S. Agrawal to Mr. Rakesh S. Agrawal on November 23, 1973.
2. Details with respect to the qualifications and experience of PAC 2 are set out in Paragraph 17 of Section IV(A) (*Background of the Acquirer and the PACs*) above.

3. PAC 2 is a relative of PAC 3 and also a director and shareholder of the Acquirer & PAC 1. As on the date of this Letter of Offer, PAC 2 holds 25.44% of the share capital of the Acquirer and 77.64% of the share capital of PAC 1.
4. PAC 2 belongs to the Shiva Group.
5. As on the date of the Letter of Offer, PAC 2 does not have any relationship or association with the Seller/Promoter (i.e. INEOS Styrolution APAC Pte Ltd).
6. PAC 2 has not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., August 1, 2022 and the date of this Letter of Offer.
7. PAC 2 has not been prohibited by the SEBI, from dealing in securities in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
8. As on date of the Letter of Offer, there are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against PAC 2 under SEBI Act and regulations made thereunder or by any other regulator. As on date of the Letter of Offer, there are no outstanding penalties against PAC 2 by SEBI or RBI.
9. PAC 2 has had no instances of non-compliances or delay in compliance with respect to Regulation 29 under Chapter V of the SEBI (SAST) Regulations, 2011 in relation to any acquisition/disposal of the shares of the Target Company.
10. PAC 2 is neither a wilful defaulter nor a fugitive economic offender under applicable law, and is in compliance with Regulations 6A and 6B of the SEBI (SAST) Regulations.
11. Other than the transaction detailed in Section IIIA (*Background to the Open Offer*), which has triggered this Offer, pursuant to which the Acquirer shall acquire Equity Shares in the Target Company, as on the date of this Letter of Offer, PAC 2 does not hold any ownership/interest/relationship/shares in the Target Company.
12. PAC 2 is on the board of directors of Shri Dinesh Mills Limited and Control Print Limited (a listed company).
13. PAC 2 is a whole time director of Shiva Pharmachem Limited.
14. Imran Shaikh & Co has certified that the net worth of PAC 2 as on March 31, 2022 is INR 186,06,19,823 (Rupees One Hundred Eighty Six Crore Six Lakh Nineteen Thousand Eight Hundred Twenty Three).
15. PAC 2 confirms that as and when the pledge over the shares of the Target Company held by PAC 2 is established, the necessary disclosures regarding encumbrances under SEBI (SAST) Regulations, as applicable, shall be made.

D. PAC 3 - MR. RAHUL AGRAWAL

1. PAC 3 is an individual aged 44 (Forty Four) years and residing at 206 207 Khanpur Ankodia Road, Khanpur Vadodara 391101.
2. Details with respect to the qualifications and experience of PAC 3 are set out in Paragraph 17 of Section IV(A) (*Background of the Acquirer and the PACs*) above.

3. PAC 3 is a relative of PAC 2 and also a director and shareholder of the Acquirer and PAC 1. As on the date of this Letter of Offer, PAC 3 holds 23.46% of the share capital of the Acquirer and 6.08% of the share capital of PAC 1.
4. PAC 3 belongs to the Shiva Group.
5. As on the date of the Letter of Offer, PAC 3 does not have any relationship or association with the Seller/Promoter (i.e. INEOS Styrolution APAC Pte Ltd).
6. PAC 3 has not acquired any Equity Shares of the Target Company between the date of the Public Announcement, i.e., August 1, 2022 and the date of this Letter of Offer.
7. PAC 3 has not been prohibited by the SEBI, from dealing in securities in terms of directions issued by SEBI under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.
8. As on date of the Letter of Offer, there are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against PAC 3 under SEBI Act and regulations made thereunder or by any other regulator. As on date of the Letter of Offer, there are no outstanding penalties against PAC 3 by SEBI or RBI.
9. PAC 3 has had no instances of non-compliances or delay in compliance with respect to Regulation 29 under Chapter V of the SEBI (SAST) Regulations, 2011 in relation to any acquisition/disposal of the shares of the Target Company.
10. PAC 3 is neither a wilful defaulter nor a fugitive economic offender under applicable law, and is in compliance with Regulations 6A and 6B of the SEBI (SAST) Regulations.
11. Other than the transaction detailed in Section IIIA (*Background to the Open Offer*), which has triggered this Offer, pursuant to which the Acquirer shall acquire Equity Shares in the Target Company, as on the date of this Letter of Offer, PAC 3 does not hold any ownership/interest/relationship/shares in the Target Company.
12. PAC 3 is currently not on the Board of Directors of any listed companies.
13. PAC 3 is managing director of Acquirer and Shiva Pharmachem Limited.
14. Imran Shaikh & Co has certified that the net worth of PAC 3 as on March 31, 2022 is INR 116,24,34,555 (Rupees One Hundred Sixteen Crore Twenty Four Lakh Thirty Four Thousand Five Hundred Fifty Five).
15. PAC 3 confirms that as and when the pledge over the shares of the Target Company held by PAC 3 is established, the necessary disclosures regarding encumbrances under SEBI (SAST) Regulations, as applicable, shall be made.

V. BACKGROUND OF THE TARGET COMPANY

1. The Target Company is a public limited company, incorporated under the Indian Companies Act, 1956, bearing company identification number: L25200GJ1973PLC002436. The Target Company was incorporated under the name of ABS Plastics Limited on December 7, 1973 and its name was subsequently changed multiple times, as follows: (a) to ABS Industries Limited on August 6, 1992; (b) to Bayer ABS Limited on July 1, 1997; (c) to Lanxess ABS Limited on April 29, 2005; (d) to INEOS ABS (India) Limited on June 17, 2008; (e) to Styrolution ABS (India) Limited on May 1, 2012; and (f) to its present name i.e. INEOS Styrolution India

Limited on March 18, 2016. There has been no change in the name of the Target Company in the last 3 (three) years.

2. The Target Company has its registered office at 5th Floor, Ohm House - II, Ohm Business Park, Subhanpura, Vadodara – 390 023, Gujarat, India.
3. The Equity Shares of the Target Company are listed on the BSE (Scrip Code: 506222) and the NSE (Symbol: INEOSSTYRO). The ISIN of the Target Company is INE189B01011. In addition, the Equity Shares of the Target Company are 'permitted to trade' on the Metropolitan Stock Exchange of India Limited (Symbol: INEOSSTYRO).

The closing market price of the shares of the Target Company as of August 1, 2022 (being the PA date) is as follows:

Stock Exchange	Closing Market Price (INR)
BSE	857.40
NSE	859.00

Source: www.bseindia.com and www.nseindia.com

The closing market price of the shares of the Target Company as of August 2, 2022 (being the date immediately succeeding the PA date) is as follows:

Stock Exchange	Closing Market Price (INR)
BSE	825.10
NSE	825.60

Source: www.bseindia.com and www.nseindia.com

4. There has been no instance of non-listing of any Equity Shares of the Target Company in any stock exchange in the financial year in which the Public Announcement has been made and for a period of 8 financial years preceding the financial year in which the Public Announcement has been made.
5. The Target Company is engaged in the business of manufacturing (a) ABS plastic resins, sold under the brand name Absolac®, produced from Acrylonitrile, Butadiene & Styrene, and used for manufacturing of home appliances, automobiles, consumer durables and business machines; and (b) SAN plastics resins, sold under the brand name Absolan®, produced from Styrene & Acrylonitrile, and (c) Polystyrene, a plastic resin produced from Styrene. SAN and Polystyrene are mainly used for products such as lightings, stationeries, novelties, refrigerators and cosmetic packing (“**Business**”).
6. The Equity Shares of the Target Company are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
7. The total authorised share capital of the Target Company is INR 50,00,00,000 (Rupees Fifty Crore) divided into 5,00,00,000 equity shares of face value of INR 10 (Rupees Ten) each. The subscribed, issued and paid-up share capital of the Target Company is INR 17,58,56,250 (Rupees Seventeen Crore Fifty Eight Lakh Fifty Six Thousand Two Hundred Fifty) divided into 1,75,85,625 equity share of INR 10 (Rupees Ten).
8. The capital structure of the Target Company as on the date of this Letter of Offer is:

Equity Shares of Target Company	No. of Equity Shares/voting rights	% of Equity Shares/voting rights
Fully paid up Equity Shares	1,75,85,625	100.00

Equity Shares of Target Company	No. of Equity Shares/voting rights	% of Equity Shares/voting rights
Partly paid up Equity Shares	Nil	Nil
Total paid up Equity Shares	1,75,85,625	100.00
Total voting rights in Target Company	1,75,85,625	100.00

9. The Target Company does not have any: (a) partly paid-up Equity Shares; (b) outstanding convertible securities or instruments in the nature of warrants or fully or partly convertible debentures/preference shares/ employee stock options etc., which are convertible into Equity Shares at any later date; and/or (c) depository receipts of the Equity Shares issued in foreign countries by the Target Company.
10. As on the date of this Letter of Offer, the Seller is the only promoter of the Target Company.
11. The Target Company does not have any Equity Shares that are locked-in.
12. As on the date of this Letter of Offer, the composition of the board of directors of the Target Company is as follows:

Name of Director	Designation	Director Identification Number (DIN)	Date of appointment in current term
Vinesh Prabhakar Sadekar	Non-Executive - Independent Director	00046815	January 1, 2021
Sandra Martyres	Non-Executive - Independent Director	00798406	May 16, 2022
Sanjiv Vasudeva	Executive Director-CEO-MD	06570945	March 1, 2022
Sanjeev Madan	Executive Director	07533471	January 1, 2021
Robbie Alphons Maria Buntinx	Non-Executive - Non Independent Director-Chairperson related to Existing Promoter	08830690	August 28, 2020

13. During the last 3 (three) years, the Target Company has not undertaken any activities with respect to a scheme of amalgamation, restructuring, merger/demerger and spin off.
14. None of the directors of the Target Company hold any shares in the Target Company.

15. The Target Company is in compliance with the applicable provisions of the listing agreement as well as the SEBI (LODR) Regulations. No punitive measures have been taken by the Stock Exchanges against it in the financial year in which the Public Announcement has been made for this Open Offer and for a period of 8 financial years preceding the financial year in which the Public Announcement has been made for this Open Offer.
16. As on date of the LoF, neither the Promoter nor the Target Company are aware of any relationship/ association with the Acquirer/ PACs.
17. The Target Company is neither categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI nor a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018). Further, there are no regulatory actions / administrative warnings, directions subsisting or proceedings pending against the Target Company and/or the Existing Promoter of the Target Company (i.e. INEOS Styrolution APAC Pte. Ltd) under the SEBI Act and regulations made thereunder or by any other regulator. Also, the Existing Promoters (i.e., the existing promoter and promoter group of the Target Company) is neither categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI nor a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).
18. As on date of the LoF, there are no outstanding penalties against the Target Company by SEBI or RBI. However, pursuant to SEBI's settlement order dated March 19, 2018, the Target Company had settled an instance of delayed compliance with Regulation 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 upon payment of INR 8,94,453, in accordance with the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014.
19. As on date of the LoF, there are no outstanding penalties against the Existing Promoter of the Target Company (i.e. INEOS Styrolution APAC Pte. Ltd) by SEBI or RBI. However, pursuant to SEBI's settlement order dated March 19, 2018, the Existing Promoter had settled instances of delayed compliance with Regulations 10(5), 10(6) and 10(7) of the SEBI (SAST) Regulations, upon payment of INR 2,97,000, in accordance with the SEBI (Settlement of Administrative and Civil Proceedings) Regulations, 2014.
20. The Existing Promoter of the Target Company has had no instances of non-compliances or delay in compliance with Chapter V of the SEBI (SAST) Regulations (including regulations 29, 30 and 31).
21. The key financial information of the Target Company based on its annual audited consolidated financial statements as on and for the financial years ended on March 31, 2020, March 31, 2021 and March 31, 2022, is as follows:

(Amount in INR Lakhs unless otherwise specified)

Statement of Profit & Loss			
Particulars	FY 2020	FY 2021	FY 2022
Revenue from Operations	1,57,899.91	1,63,148.4	2,17,901.56
Other Income	678.33	1305.18	1387.89
Total Income	1,58,578.24	1,64,453.58	2,19,289.45
Total Expense (Excluding Interest, Depreciation)	1,51,386.17	1,21,779.10	1,70,445.62
Profit before Depreciation & Interest	7,192.07	42,674.48	48,843.83
Less: Depreciation	3,156.55	3,603.02	3,762.91
Less: Interest	1,589.88	1,464.08	823.10
Profit before Tax	2,445.64	37,607.38	44,257.82

Statement of Profit & Loss			
Particulars	FY 2020	FY 2021	FY 2022
Exceptional Item	3,795.45	-	-
<u>Less: Tax expense</u>	-	-	-
Current Tax	139.42	9,367.96	11,646.06
Deferred Tax	-536.97	217.90	357.42
Profit/Loss for the period	-952.26	28,021.52	32,254.34

(Amount in INR Lakhs unless otherwise specified)

Balance Sheet Statement			
Particulars	FY20	FY21	FY22
Sources of funds			
Paid up Share Capital	1,758.56	1,758.56	1,758.56
Share Capital Pending Allotment	-	-	-
Reserves and Surplus (excluding revaluation reserves)	59,170.03	87,119.44	83,884.75
Net worth	60,928.59	88,878.00	85,643.31
Secured loans	-	-	-
Unsecured loans	6,300.00	3,319.08	952.69
Other long-term liabilities	4,745.79	4,177.99	3,828.36
Long term provisions	3,324.31	3,447.15	2,296.86
Deferred tax liabilities	817.48	1,011.12	1,379.95
Total	76,116.17	1,00,833.34	94,101.17
Uses of funds			
Net fixed assets	42,098.23	39,882.80	35,010.10
Non-Current Investments	18.08	58.14	128.65
Long term loans & advances	6.85	5.41	6.78
Other financial assets	683.72	504.26	346.44
Non current tax assets	1,723.07	-	277.96
Other Non Current assets	8,407.75	473.64	1,397.22
Net current assets	23,178.47	59,909.09	56,934.02
Total miscellaneous expenditure not written off	-	-	-
Total	76,116.17	1,00,833.34	94,101.17

Other Relevant Information			
Particulars	FY20	FY21	FY22
Earnings per share (<u>Basic</u>)	-5.42	159.34	183.41
Earnings per share (Diluted)	-5.42	159.34	183.41
Dividend (%)	-	100%	1920%
Return on net worth (%)	N.A	31.53%	37.66%
Book Value per share	346.47	505.40	487.01

22. The shareholding pattern of the Target Company before (as on October 12, 2022), unless stated otherwise and after the Open Offer is as follows:

Shareholders' category	Shareholding & voting rights prior to the agreement/acquisition and offer		Shares/voting rights agreed to be acquired which triggered the SEBI (SAST) Regulations		Shares/voting rights to be acquired in the Open Offer (assuming full acceptances)		Shareholding/voting rights after the acquisition and the Open Offer (assuming full acceptances)	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No	% ⁽¹⁾	No	% ⁽²⁾	No	% ⁽²⁾	No	% ⁽²⁾
(1) Promoter Group								
(a) Parties to the SPA								
Seller	1,07,61,178	61.19%	(1,07,61,178)	(61.19%)	-	-	-	-
(b) Promoters other than (a) above	-	-						
Total 1(a+b)	1,07,61,178	61.19%						
(2) The Acquirer & PACs								
(a) Acquirer	-	-	1,07,61,178	61.19%	45,72,263	26.00%	1,53,33,441	87.19% ⁽³⁾
(b) PAC 1	-	-	-	-	-	-	-	-
(b) PAC 2	-	-	-	-	-	-	-	-
(b) PAC 3	-	-	-	-	-	-	-	-
(3) Parties to agreement other than (1)(a) & (2)	-	-	-	-	-	-	-	-
(4) Public (other than parties to the agreement, Acquirer & PAC)								
(a) FIs/MFs/FPIs/ FII/Banks, SFIs, Insurance Companies/AIFs	10,51,531	5.98%					22,52,184	12.81%
(b) Others	57,72,916	32.83%						
Total (4) (a+b)	1,75,85,625	100.00%						
(5) Non Promoter Non Public								
Grand Total (1+2+3+4+5)	1,75,85,625	100.00%					1,75,85,625	100.00%

Notes:

- As on October 12, 2022, the total number of shareholders of the Target Company in the "public category" were 46,014.
- Computed as a % of Voting Share Capital
- Computed assuming that the entire 26.00% of the Voting Share Capital is tendered and accepted in the Open Offer
- Upon consummation of the transactions contemplated in the Share Purchase Agreement, the Acquirer will acquire sole control over the Target Company and shall become the promoter of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations. Further, the Seller intends to be reclassified as public, subject to receipt of necessary approvals required in terms of the SEBI (LODR) Regulations and the conditions prescribed therein.

VI. OFFER PRICE AND FINANCIAL ARRANGEMENTS

A. Justification of Offer Price

- The Equity Shares of the Target Company are listed on BSE and NSE.
- The trading turnover in the Equity Shares of the Target Company based on the trading volumes during the twelve calendar months prior to the calendar month in which the Public

Announcement is made, i.e., August 1, 2021 to July 31, 2022 (“**Relevant Period**”) on BSE and NSE is as under:

Stock Exchanges	Total No. of Equity Shares of the Target Company traded during the Relevant Period (A)	Total No. of Equity Shares of the Target Company during the Relevant Period (B)*	Traded turnover percentage (A/B)
NSE	1,75,21,675	17,585,625	99.64%
BSE	17,93,103	17,585,625	10.20%

*Refers to weighted average number of equity shares of the Target Company during the Relevant Period.

Source: Certificate dated August 1, 2022 issued by Vishal Laheri & Associates, Chartered Accountants (Mr Vishal R Laheri, Partner, Membership No. 115033)

- Based on the above, the Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, with NSE being the stock exchange where the maximum volume of trading in the shares of the Target Company has been recorded.
- The Offer Price of INR 848.72 (Rupees Eight Hundred Forty Eight and Seventy Two Paise) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

A	Highest negotiated price per Equity Share of the Target Company for acquisition under the agreement attracting the obligation to make a public announcement of an open offer (i.e. the above-mentioned Share Purchase Agreement)	INR 600.00
B	Volume-weighted average price paid or payable for acquisitions, whether by the Acquirer or by the PACs, during the fifty-two weeks immediately preceding the date of the public announcement i.e. August 1, 2022	NA ⁽¹⁾
C	Highest price paid or payable for any acquisition, whether by the Acquirer or by the PACs, during the twenty-six weeks immediately preceding the date of the public announcement i.e. August 1, 2022	NA ⁽¹⁾
D	Volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of the public announcement i.e. August 1, 2022 as traded on NSE, being the stock exchange where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period	INR 848.72
E	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares of the Target Company.	NA ⁽²⁾
F	Per equity share value computed under regulation 8(5) of the Takeover Regulations, if applicable	NA ⁽³⁾

Source: Certificate dated August 1, 2022 issued by Vishal Laheri & Associates, Chartered Accountants (Mr Vishal R Laheri, Partner, Membership No. 115033)

Notes:

- The Acquirer and the PACs have not acquired any shares in the Target Company in the past/ specified period.
- The equity shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations.
- Not applicable since the acquisition is not an indirect acquisition in terms of the SEBI (SAST) Regulations.

- In view of the parameters considered and presented in the table in paragraph 4, the minimum offer price per Equity Share, under Regulation 8(2) of the SEBI (SAST) Regulations, is the highest of item numbers A to F above, i.e., is 848.72 (Rupees Eight Hundred Forty Eight and Seventy Two Paise) per Equity Share, and the same has been certified by Vishal Laheri & Associates, Chartered Accountants, Membership No. 115033, by way of certificate dated August 1, 2022.

6. There have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
7. As on the date of this Letter of Offer, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer and PACs shall comply with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations and other applicable provisions of the SEBI (SAST) Regulations.
8. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period.

Also, in the event of acquisition of the Equity Shares by the Acquirer and/or the PACs, during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price per Equity Share, the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer and/or the PACs shall: (a) make corresponding increases to the Escrow Amount (*as defined below*); (b) make a public announcement in the same newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the Stock Exchanges, and the Target Company at its registered office of such revision. However, the Acquirer and the PACs shall not acquire any Equity Shares after the 3rd Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer.

9. If the Acquirer and/or the PACs acquires Equity Shares of the Target Company during the period of twenty-six weeks after the closure of the Tendering Period at a price higher than the Offer Price per Equity Share, then the Acquirer and/or the PACs shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose shares have been accepted in the Open Offer within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another offer under the SEBI (SAST) Regulations, as amended from time to time or Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended from time to time or open market purchases made in the ordinary course on the Stock Exchanges, not being a negotiated acquisition of the Equity Shares in any form.

B. Financial Arrangements

1. The total consideration for the Offer Size at the Offer Price, assuming full acceptance of the Offer, is the Maximum Consideration i.e., up to INR 388,05,71,054 (Rupees Three Hundred Eighty Eight Crore Five Lakh Seventy One Thousand Fifty Four).
2. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an escrow account under the name and title of 'SHIVA PERFORMANCE MATERIALS PVT LTD - OPEN OFFER ESCROW ACCOUNT' (the "**Escrow Account**") with ICICI Bank Limited, a banking corporation incorporated under the laws of India and having its branch office at Capital Market Division, 5th floor, 163, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai-400 020, Maharashtra, India (the "**Escrow Agent**") pursuant to an escrow agreement dated August 1, 2022 (the "**Escrow Agreement**") and has made a cash deposit in such Escrow Account of an amount of INR 97,01,42,764 (Rupees Ninety Seven Crore One Lakh Forty Two Thousand Seven Hundred and Sixty Four) on August 1, 2022) ("**Escrow Amount**"), being the amount as specified under Regulation 17(1) of the SEBI (SAST) Regulations (i.e., 25% of the first INR 500 Crore of the Maximum Consideration) in favour of the Manager to the Open Offer. In terms of the Escrow Agreement, the Manager has been authorized by the Acquirer to operate the Escrow Account in accordance with the SEBI (SAST)

Regulations. The cash deposit has been confirmed by the Escrow Agent by way of a confirmation letter dated August 2, 2022.

3. In terms of financial arrangements for the Underlying Transaction and the Open Offer (a) JM Financial Products Limited (“**JMFPL**”) has issued a Sanction Letter dated July 29, 2022 for a loan amount upto INR 950 crores to the Acquirer, in terms of the Sanction Letter; and (b) the Acquirer has also resolved to earmark INR 97 crores available with the Acquirer in cash/bank balances. The Manager (i.e. JM Financial Limited) and its nominees hold 99.71% of the equity share capital of JMFPL as on the date of the Letter of Offer.
4. Certain additional details in respect to the aforesaid loan in terms of the Sanction Letter are set out below:

- **details of loan** – INR 950.00 crores facility in the form of senior secured term loan and/or in form of secured, unrated, unlisted, redeemable bonds, at 15% p.a. payable annually.
- **details of guarantor(s)** - Mr. Rakesh Agrawal, Mr. Rahul Agrawal, and Geetganga Investment Private Limited;
- **details of security/collaterals/pledge/other encumbrance arrangement made by the Acquirer for the purpose of availing loan** - The facility will be inter alia secured by:
 - a) Pledge over all shares of Target Company acquired by the Acquirer.
 - b) Pledge over 51% equity shares of Shiva Pharmachem Limited (“**SPL Pledged Shares**”).
 - c) Charge over the proceeds account linked to the demat accounts of the pledgors in relation to the SPL Pledged Shares.
 - d) Charge over the bank account of the Acquirer linked to the demat account holding the shares of the Target Company.
 - e) 100% pledge over shares of the borrowers.
 - f) Personal Guarantee of Mr. Rakesh Agrawal and Mr. Rahul Agrawal.
 - g) Corporate Guarantee from Geetganga Investment Private Limited.

The entire proceeds received by the Acquirer in certain scenarios (including proceeds from sale of any of the security listed above) shall be mandatorily applied towards prepayment of the facilities and all outstanding dues in respect thereof.

- **details of lenders** (including relationship with Manager), - JMFPL, JM Financial Credit Solutions Limited and any other affiliates of JMFPL. As on the date of the Letter of Offer, the Manager (i.e. JM Financial Limited) and its nominees hold (i) 99.71% of the equity share capital of JMFPL; and (ii) 46.68% of the equity share capital of JM Financial Credit Solutions Limited.
 - **status of loan agreements** – the loan agreements are in the process of being finalized and executed.
5. After considering the aforementioned, Vishal Laheri & Associates, Chartered Accountants, Membership No. 115033, by way of certificate dated August 1, 2022, has certified that the Acquirer and the PACs have adequate firm financial resources and arrangements for fulfilling its obligations under the Open Offer.
 6. Based on the above, the Manager to the Offer is satisfied that firm financial arrangements have been put in place by the Acquirer to fulfil the obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

7. (a) With regards to the arrangement of funds for the acquisition of shares in the Target Company and the Open Offer, the Acquirer had appointed Avendus Capital Private Limited (“**Avendus**”) as its exclusive financial advisor including for arranging the relevant funds. In this regard, Avendus had independently reached out to multiple lending institutions and NBFCs on behalf of the Acquirer. JMFPL had, in its ordinary course of business, sanctioned a loan for an amount of up to INR 950 crores to the Acquirer, inter alia, for the purpose of acquisition of shares of the Target Company.

(b) The Manager is not a party to the aforesaid loan arrangement between JMFPL and the Acquirer, nor has the Manager advised/ is advising the Acquirer on the arrangement of funds for the transaction. The Manager is performing its role and obligations as the Manager to the Open Offer in accordance with the SEBI (SAST) Regulations, which are distinct and independent from the interest of JMFPL as a lender. The Manager has conducted independent due-diligence with regard to this Open Offer including in relation to the funding arrangements for the Open Offer. As mentioned in paragraph 6 above, the Manager, in its role as Manager to the Open Offer, has satisfied itself that firm financial arrangements have been put in place to fulfil the obligations in relation to this Open Offer through verifiable means in accordance with the SEBI (SAST) Regulations.

(c) Notwithstanding the independent loan arrangement between JMFPL and the Acquirer, the Manager is not an “associate” of the Acquirer (as defined under Regulation 21A of SEBI (Merchant Bankers) Regulations, 1992 (“SEBI MB Regulations”), in accordance with Regulation 12(1) of the SEBI (SAST) Regulations. There is no conflict of interest for the Manager in the loan transaction specified in Paragraph 3.
8. In case of any upward revision in the Offer Price or the Offer Size, corresponding increase to the Escrow Amount as mentioned above in this Part shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

VII. TERMS AND CONDITIONS OF THE OPEN OFFER

A. Operational Terms and Conditions

1. The Open Offer is being made by the Acquirer to all the Public Shareholders, to acquire up to 45,72,263 Equity Shares, representing 26.00% of the Voting Share Capital of the Target Company, subject to the terms and conditions mentioned in the Public Announcement, Detailed Public Statement, this Letter of Offer.
2. The Identified Date for this Open Offer as per the schedule of key activities is Wednesday, October 12, 2022. In terms of the schedule of key activities, the Tendering Period for the Open Offer will commence on Friday, October 28, 2022 and close on Friday, November 11, 2022 (both days inclusive).
3. The Open Offer is not conditional and is not subject to any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
4. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
5. The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer has up to 10 (ten) Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.

6. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that they have good and valid title on the Offer Shares. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that the Offer Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Offer, together with all the economic, voting and beneficial rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares.
7. The acquisition of Equity Shares under the Open Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to the Open Offer and the transfer of Equity Shares held by them to the Acquirer. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such prior approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
8. In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
9. The Target Company does not have any Equity Shares which are currently locked-in.
10. The instructions, authorisations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute an integral part of the terms and conditions of this Open Offer. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement. Alternatively, the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is also expected to be available at SEBI's website, www.sebi.gov.in, and the Public Shareholders can also apply by downloading such forms from the website.
11. Public Shareholders to whom the Open Offer is being made are free to tender their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified.
12. The marketable lot for the Equity Shares of the Target Company for the purpose of this Open Offer shall be 1 (one).
13. There has been no revision in the Offer Price or Offer Size as on the date of this Letter of Offer. The Acquirer reserves the right to revise the Offer Price and/or the number of Offer Shares upwards at any time prior to the commencement of 1 (one) Working Day prior to the commencement of the Tendering Period, in accordance with the SEBI (SAST) Regulations. In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer shall: (a) make a corresponding increase to the Escrow Amount and/or Bank Guarantee; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement was published; and (c) simultaneously notify Stock Exchanges, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer in accordance with the terms of the Letter of Offer.

14. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected.
15. All the Equity Shares validly tendered under this Open Offer to the extent of the Offer Size will be acquired by the Acquirer in accordance with the terms and conditions set forth in the PA, DPS, this Letter of Offer.
16. The Acquirer or the Manager to the Offer or the Registrar to the Offer shall not be responsible in any manner for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slips, etc.) and the Public Shareholders are advised to adequately safeguard their interests in this regard.

B. Eligibility for accepting the Open Offer

1. The Letter of Offer (along with the Form of Acceptance-cum-Acknowledgement) shall be sent to all Public Shareholders holding the Equity Shares, whether in dematerialized form or physical form, whose names appear in the records of Depositories at the close of business hours on the Identified Date. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
2. As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
3. All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Open Offer.
4. 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 i.e., the date falling on the 10th Working Day prior to the commencement of Tendering Period, 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 Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
5. The acceptance of this Offer by the Public Shareholders must be absolute and unqualified and is entirely at the discretion of the Public Shareholder(s). Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever. 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. The Acquirer, Manager to the Offer or Registrar to the Offer accept no responsibility for any loss of any documents during transit and the Public Shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

6. All Public Shareholders, (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Offer Shares.
7. For any assistance please contact the Manager to the Offer or the Registrar to the Offer.

C. Statutory and Other Approvals

1. To the best of the knowledge of the Acquirer and the PACs, there are no statutory or other approvals required by the Acquirer to complete the acquisition under the Share Purchase Agreement and the Offer as on the date of this Letter of Offer. However, in case of any statutory or other approval being required by the Acquirer and/or the PACs at a later date prior to completion of the Offer, the Offer would be subject to such other statutory or other approval(s) being obtained.
2. All Public Shareholders (including resident or non-resident Indians or overseas corporate bodies or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Offer Shares.
3. The Offer is also subject to the satisfaction of the conditions under the Share Purchase Agreement as set out in paragraph 17 of Section III(B) (*Details of the Open Offer*), which are outside the reasonable control of the Acquirer.
4. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer and the PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Offer.
5. In case of delay in receipt of any statutory approval which may be required by the Acquirer and/or the PACs at a later date, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer and/or the PACs to diligently pursue such approval, grant an extension of time for the purpose of completion of this Open Offer subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations.
6. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals, whether relating to the acquisition under the Share Purchase Agreement or the acquisition of the Offer Shares, specified in this Letter of Offer, which become applicable prior to completion

of the Offer, are not received, or the conditions to closing under the Share Purchase Agreement set out in paragraph 17 of Section III(B) (*Details of the Open Offer*), which are outside the reasonable control of the Acquirer, are not satisfied in accordance with the Share Purchase Agreement, the Acquirer and the PACs shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer and the PACs (collectively through the Manager) shall, within 2 (two) Working Days (as defined in SEBI (SAST) Regulations) of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

7. The Acquirer shall complete all procedures relating to payment of consideration under this Open Offer within 10 (Ten) Working Days from the date of closure of the Tendering Period of the Open Offer to those Public Shareholders whose Equity Shares are accepted in the Open Offer.

VIII. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER

1. The Open Offer will be implemented by the Acquirers and/or the PACs, subject to applicable laws, through an Acquisition Window, i.e., ‘stock exchange mechanism’ made available by BSE and NSE in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations and the SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 (“**Acquisition Window Circulars**”). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE and NSE in the form of the Acquisition Window.
2. All Public Shareholders, registered or unregistered, holding the shares in dematerialized form or holding locked-in shares are eligible to participate in this Open Offer at any time during the Tendering Period for this Open Offer. For details in relation to tendering of Offer Shares held in physical form, please refer to section titled “Procedure for tendering Equity Shares held in Physical form” below of this part.
3. BSE shall be the designated stock exchange (“**Designated Stock Exchange**”) for the purpose of tendering Equity Shares in the Open Offer.
4. The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on BSE and NSE in the form of a separate Acquisition Window.
5. The Letter of Offer with the Form of Acceptance is being sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as of the close of business on the Identified Date.
6. The Letter of Offer along with the Form of Acceptance would also be available on SEBI website (www.sebi.gov.in). The Letter of Offer along with the Form of Acceptance will also be available on the websites of the Registrar to the Offer at <https://web.linkintime.co.in/client-downloads.html> or Manager to the Offer at www.jmfl.com or BSE at www.bseindia.com and NSE at www.nseindia.com. In case of non-receipt of the Letter of Offer, all the Public Shareholders, including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the same from the aforesaid website 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. All the Public Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stockbrokers (“**Selling Broker(s)**”), during the normal trading

hours of the secondary market during the Tendering Period. The Buying Broker or an affiliate may also act as Selling Broker for Public Shareholders.

8. The Acquirer has appointed JM Financial Services Limited as the “Buying Broker”, being the registered broker, through whom the purchases and settlements on account of the Offer Shares tendered under the Offer shall be made. The contact details of the Buying Broker are mentioned below:

Name: JM Financial Services Limited

Address: 5th floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, India.

Tel: +91 22 6704 3000, Fax: +91 22 30243853.

Contact Person: Mr. Sanjay Bhatia

Tel: 022-6704 3000

Email: sanjay.bhatia@jmfl.com

9. The Selling Broker can enter orders for physical and dematerialised Equity Shares. The cumulative quantity tendered shall be displayed on the BSE and NSE websites throughout the trading session at specific intervals during the Tendering Period.
10. Public Shareholders have to ensure that their Equity Shares are made available to their seller brokers in order to mark the lien, before the closure of the Tendering Period.
11. Modification/cancellation of orders will not be allowed during the Tendering Period.
12. The Public Shareholders can tender their Equity Shares only through Selling Broker(s) with whom such shareholder is registered as client (and has complied with the relevant ‘Know Your Client’ procedures and guidelines).
13. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders’ sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
14. In the event the Selling Broker is not registered with BSE or NSE or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code facility through that BSE or NSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE or NSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The Public Shareholders approaching BSE or NSE registered stockbroker (with whom he does not have an account) may have to submit following details:
 - A. In case of Public Shareholder being an individual:
 - (a) If the Public Shareholder is registered with a ‘KRA’, i.e., a KYC Registration Agency, the following documents will be required to be submitted (duly filled and completed):
 - (i) CKYC form, including FATCA, IPV, OSV if applicable.
 - (ii) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
 - (iii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.

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

- (i) CKYC form, including FATCA, IPV, OSV if applicable.
- (ii) KRA form.
- (iii) KYC form and the following supporting documents required (all such documents are required to be self-attested): PAN card copy, address proof & bank account details (cancelled cheque).
- (iv) DP details where the Equity Shares are deposited (Demat master / latest Demat statement), assuming the Equity Shares are in dematerialised mode.

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

B. In case of Public Shareholder being a HUF:

(a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):

- (i) CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
- (ii) KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque).
- (iii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.

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

- (i) CKYC form of the 'KARTA' including FATCA, IPV, OSV if applicable.
- (ii) KRA form.
- (iii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account details (cancelled cheque).
- (iv) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.

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

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

(a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):

- (i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
- (ii) DP details where the Equity Shares are deposited (Demat master/latest

- Demat statement), assuming the Equity Shares are in dematerialised mode.
 - (iii) FATCA, IPV, OSV if applicable.
 - (iv) Latest list of directors / authorised signatories / partners / trustees.
 - (v) Latest shareholding pattern.
 - (vi) Board resolution.
 - (vii) Details of ultimate beneficial owner along with PAN card and address proof.
 - (viii) Last 2 (Two) years' financial statements.
- (b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
- (i) KRA form.
 - (ii) KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account details (cancelled cheque).
 - (iii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
 - (iv) FATCA, IPV, OSV if applicable.
 - (v) Latest list of directors/authorised signatories/partners/trustees.
 - (vi) PAN card copies & address proof of directors/authorised signatories/partners/trustees.
 - (vii) Latest shareholding pattern.
 - (viii) Board resolution / partnership declaration.
 - (ix) Details of ultimate beneficial owner along with PAN card and address proof.
 - (x) Last 2 (Two) years' financial statements.
 - (xi) memorandum of association/partnership deed/trust deed.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

15. Procedure for tendering Equity Shares held in Dematerialised Form

- 15.1.1 The Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- 15.1.2 The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchange. Before placing the order /bid, the seller broker will be required to mark lien on the tendered Equity Shares.
- 15.1.3 The lien shall be marked by the Selling Broker in the demat account of the Public Shareholder for the Equity Shares tendered in the Open Offer. Details of such Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by the depositories to the Clearing Corporation.
- 15.1.4 Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.

- 15.1.5 Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 15.1.6 For custodian participant, orders for Demat Equity Shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by the Stock Exchange on the last day of the offer period of the Open Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- 15.1.7 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the stock exchanges/Clearing Corporation, before the opening of the Offer.
- 15.1.8 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to successfully facilitate the tendering of the Equity Shares..
- 15.1.9 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- 15.1.10 In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.
- 15.1.11 The Public Shareholders holding shares in Demat mode are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.
- 15.1.12 All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in Demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the Letter of Offer. The envelope should be super scribed as “INEOS STYROLUTION INDIA LIMITED - OPEN OFFER 2022”. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

15.2 Procedure for Tendering the Equity Shares held in physical form

- 15.2.1 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release bearing no. 51/2018 dated December 3, 2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, in accordance with the Frequently Asked Questions issued by SEBI, “FAQs - Tendering of physical shares in buyback offer/open offer/exit offer/delisting” dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations.
- 15.2.2 The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:
- (a) Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e., by all registered shareholders in

same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Target Company, (iii) self-attested copy of the shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors, and (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.

In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card, or passport.

- (b) Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE and NSE. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip ("TRS") generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
- (c) The Selling Broker / Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the Registrar to the Offer i.e. Link Intime India Private Limited (at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India) within 2 (Two) days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be super scribed as " INEOS STYROLUTION INDIA LIMITED- OPEN OFFER 2022". 1 (One) copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker/Public Shareholder.
- (d) The Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the stock exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'. Physical share certificates and other relevant documents should not be sent to the Acquirer, PACs, Target Company or the Manager.
- (e) All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.

- (f) In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.
- (g) The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance.

15.3 **Acceptance of Shares**

- 15.3.1 Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- 15.3.2 In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers and/or the PACs shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot. The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1 (One).
- 15.3.3 In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirers and the PACs will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

15.4 **Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer**

- 15.4.1 Persons who have acquired the 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. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- 15.4.2 A Public Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender the Equity Shares in the Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance.
- 15.4.3 The Letter of Offer along with Form of Acceptance will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in). Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company.
- 15.4.4 In case of non-receipt of the LOF, such Public Shareholders of the Target Company may download the same from the website of SEBI at www.sebi.gov.in or Registrar to the Offer at <https://web.linkintime.co.in/client-downloads.html> or Manager to the Offer at www.jmfl.com or BSE at www.bseindia.com and NSE at www.nseindia.com or obtain a physical 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.

- 15.4.5 Alternatively, in case of non-receipt of the Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in LOF. Such Public Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE or NSE before the closure of the Tendering Period.
- 15.4.6 Physical share certificates and other relevant documents should not be sent to the Acquirer, PACs, Target Company or the Manager.

15.5 Settlement Process

- 15.5.1 On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the stock exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.
- 15.5.2 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of the Clearing Corporation.
- 15.5.3 For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay-out to respective Public Shareholders. If the relevant Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/relevant 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.
- 15.5.4 In case of certain client types viz. NRIs, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to their respective Public Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 15.5.5 For the Public Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Broker's settlement bank accounts for releasing the same to the respective Public Shareholder's account.
- 15.5.6 The Public Shareholders will have to ensure that they keep the DP account active and unblocked so that lien can be released in case of rejection or non-acceptance of the shares under the Open Offer. The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes.
- 15.5.7 The Public Shareholders will have to ensure that they keep the Depository Participant account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.
- 15.5.8 The direct credit of Equity Shares shall be given to the demat account of the Acquirer as indicated by the Buying Broker.
- 15.5.9 The Target Company is authorized to split the share certificate and issue a new consolidated

share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.

Once the basis of acceptance is finalised, the lien marked against unaccepted shares shall be released.

15.5.10 Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by registered post back to the Public Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders'/unregistered owners' sole risk to the sole/first Public Shareholder/unregistered owner.

15.5.11 Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer, the PACs and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.

15.5.12 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.

15.5.13 Buying Brokers would also issue a contract note to the Acquirer and/or the PACs for the Equity Shares accepted under the Offer.

15.5.14 Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number to the Acquirer and/or the PACs. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

15.5.15 The Acquirers and PACs intend to complete all formalities, including the payment of consideration to the Public Shareholders of the Target Company whose shares have been accepted in the Offer, within a period of 10 (Ten) Working Days from the closure of the Tendering Period, and for this purpose, open a special account as provided under Regulation 21(1) of the SEBI (SAST) Regulations.

IX. COMPLIANCE WITH TAX REQUIREMENTS

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE

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

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

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

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, PUBLIC 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.

1. General:

- (a) 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/her worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or is deemed to accrue or arise in India) as also income received by such person in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

- (b) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- (c) Further, the non-resident shareholder can avail beneficial treatment under the 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 Instrument (“**MLI**”) as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of General Anti-Avoidance Rule (“**GAAR**”) and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- (d) 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.
- (e) The Public 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.
- (f) In addition to income tax, as the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to Securities Transaction Tax (“**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.
- (g) The summary of income-tax implications on tendering of listed equity shares is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

2. **Classification of Shareholders:** Public 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

3. Classification of Shares:

The characterization of gains/losses, arising from sale of shares, as Capital Gains or Business Income would depend on the nature of holding in the hands of the shareholder and various other factors. Shareholders are also required to refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (“**CBDT**”). The nature of gains/loss in the foregoing cases will be as under:

- (a) Shares held as investment (Income from transfer of such shares taxable under the head “**Capital Gains**”)
- (b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head “**Profits and Gains from Business or Profession**”)

4. Taxability of Capital Gains in the hands of shareholders

- (a) Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, unless specifically exempted, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade).
- (b) As per the current provisions of the IT Act, where the shares are held as investments (i.e. capital assets), 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.
- (c) Capital Gains in the hands of shareholders would be computed as per the provisions of Section 48 of the IT Act.
- (d) 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 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “STCG”.
 - (ii) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “LTCG”.
- (e) The Finance Act, 2018, vide Section 112A, has imposed an income tax on LTCG at the rate of 10% (plus applicable surcharge and health and education cess) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (Twelve) months and have been subject to STT upon both acquisition and sale exceeding Rs. 1,00,000 (Rupees One lakh only) (without any indexation and foreign exchange fluctuation benefits). Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

- (f) As per Section 112A of the IT Act, LTCG will be computed without considering the indexation benefit as per provision of Section 48 of the IT Act. The cost of acquisition will be computed in accordance with the provisions of Section 55 read with Section 112A of the IT Act. In terms of Section 55 read with Section 112A of the IT Act, if investments were made on or before January 31, 2018, a method of determining the cost of acquisition of such investments has been specifically laid down such that gains up to January 31, 2018 are grandfathered. To clarify, if the equity shares on which STT is paid were acquired prior to January 31, 2018, the cost of acquisition of such shares should be higher of (a) actual cost of acquisition and (b) lower of (i) fair market value as on January 31, 2018 (highest quoted price on January 31, 2018 or immediately prior trading day if shares were not traded on January 31, 2018) and (ii) actual sale consideration.
- (g) If STT is not paid at the time of acquisition of the shares being acquired under the Open Offer and they do not fall within the exceptions identified under Notification No. 60/2018 dated October 1, 2018, then the entire LTCG arising to the shareholder shall be subject to tax @ 10% (plus applicable surcharge and cess) under Section 112 of the IT Act or 20% (plus applicable surcharge and cess) after claiming indexation benefit which is relevant in case of resident shareholders.
- (h) As per section 111A of the IT Act, STCG arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (plus applicable surcharge and health and education cess) (except under specific categories). Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.
- (i) 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).
- (j) 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.
- (k) Further, any gain realized on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are transferred under the Offer, will be subject to short term capital gains tax and shall be taxable at the rates prescribed in First Schedule to the Finance Act (i.e. applicable marginal tax rates applicable to different categories of persons) (plus applicable surcharge and health and education cess).
- (l) Taxability of capital gain arising to a non-resident in India from the transfer of equity shares shall be determined basis the provisions of the IT Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in para 1(c) above.
- (m) 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.
- (n) 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.

Investment Funds

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

Mutual Funds

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

5. Taxability of business income in hands of shareholders (Shares held as Stock-in-Trade):

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

(a) Resident Shareholders:

- (i) Profits of:
 - (A) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
 - (B) Domestic companies having turnover or gross receipts not exceeding Rs.400 crore in the prescribed financial year, will be taxable @ 25%.
 - (C) Domestic companies which have opted for concessional tax regime under Section 115BAA and 115BAB of the IT Act will be taxable at 22%, upon meeting certain conditions.
 - (D) For persons other than stated in (A), (B) and (C) above, profits will be taxable @ 30%.
- (ii) No benefit of indexation by virtue of period of holding will be available in any case.

(b) Non Resident Shareholders

- (i) Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant country of residence of the shareholder but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in para 1(d) above.

- (ii) Where DTAA provisions are not applicable:
- For non-resident individuals, HUF, AOP and BOI, profits (as determined in accordance with the provisions of the IT Act) will be taxable at slab rates.
 - For foreign companies, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @ 40%.
 - For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @ 30%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and Non-Resident Public Shareholders.

- (iii) In terms of Section 36(1)(xv) of the IT Act, STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for deduction from the amount of income chargeable under the head “Profit and gains of business or profession”, if the income arising from taxable securities transaction is included in such income.

6. Other matters

- (a) Minimum alternate tax (“MAT”) implications as per Section 115JB of the IT Act will get triggered in the hands of a resident corporate shareholder (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 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.
- (b) Submission of PAN and other details
- All Public Shareholders are required to submit their PAN along with self-attested copy of the PAN card for income-tax purposes.
 - In absence of PAN for non-resident Public Shareholders, as per Notification No. 53/2016, F.No.370 142/16/2016-TPL, they shall furnish self-attested copy of documents containing the following details (“**PAN Substitute Information**”):
 - (i) Name, email id, contact number;
 - (ii) Address in the country of residence;
 - (iii) Tax Residency Certificate (“**TRC**”) from the government of the country of residence, if the law of such country provides for issuance of such certificate; and
 - (iv) Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which

such non-resident is identified by the government of the country of which he claims to be a resident.

7. Tax Deduction at Source (“TDS”)

On payment of consideration

(a) *In case of Resident Shareholders*

With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q at the rate of 0.1% (plus applicable surcharge and cess) when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term “goods” has not been defined and may cover shares.

As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q is not applicable where the transactions in securities and commodities are traded through recognized stock exchange.

As such, the Acquirer is not required to deduct tax on the consideration payable to resident Public Shareholders for purchase of shares pursuant to the said Offer.

The resident Public Shareholders undertake to file their tax returns in India after inter alia considering gains arising pursuant to this Offer. The resident Public Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid etc.

(b) *In case of Non-resident Shareholders*

(i) In case of FIIs / FPIs:

- Section 196D of the IT Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs / FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs. The Acquirer would not deduct tax at source on the payments to FIIs/FPIs, subject to 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. In case a valid TDC is not submitted, the Acquirer will arrange

to deduct tax at the maximum marginal rate as may be applicable, on the gross consideration towards acquisition of shares.

(ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs covered under para 7(b)(i) above) holding Equity Shares of the Target Company:

- Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Public Shareholders provide a specific mandate in this regard.
- 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.
- Since the tendering of shares under the Open Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is on the non-resident shareholder given that practically it is not possible to withhold taxes and the Acquirer believe that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the custodians/ authorized dealers/ non-resident shareholders – with no recourse to the Acquirer. It is therefore recommended that the non-resident shareholders consult their custodians/ authorized dealers/ tax advisors appropriately. 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.
- The non-resident Public Shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/non-taxability of the proceeds pursuant to this Offer, copy of tax return filed in India, evidence of the tax paid, documents, etc.

On payment of interest for delay in payment of consideration

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 or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, 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, to withhold tax, the same shall be basis the documents submitted along with the Form of Acceptance-cum-Acknowledgement 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).

Tax shall be deducted at source on gross amount of interest for delay in payment of the consideration at the applicable tax rate in accordance with the provisions of the IT Act depending on category of the Public Shareholder. The shareholders shall be required to submit a valid TDC at a NIL/lower rate issued by the income tax authorities under the IT Act along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before payment of such interest. In the event the Acquirer is held liable for the tax liability of the Public Shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.

Other withholding related provisions

- If PAN is not furnished by a resident Public Shareholder or in case of non-resident Public Shareholders not having a PAN, the PAN Substitute Information is not furnished, the Acquirer will arrange to deduct tax at least at the rate of 20% as per Section 206AA of the IT Act or at such rate as applicable and provided above for each category of the Public Shareholders, whichever is higher.
- With effect from 1 July 2021, in terms of Section 206AB of the IT Act, where a person (i) has not filed Indian income-tax return for two consecutive financial years preceding the relevant financial year in which tax is required to be deducted; (ii) has an aggregate of tax deducted at source/tax collected at source of Rs. 50 thousand or more in each of these two financial years and (iii) the time limit for filing India income-tax return under Section 139(1) of the IT Act has expired, then the deductor is required to withhold taxes at higher of the following rates (a) at twice the rate specified in the relevant provision of the IT Act; (b) at twice the rates in force; or (c) at the rate of 5%. It is clarified that the provisions of Section 206AB of the IT Act are not applicable where the payee is a non-resident, which does not have a permanent establishment in India.
- Further, it is also clarified that where the provisions of both Section 206AA and Section 206AB of the IT Act are applicable, then taxes shall be deducted at higher of the two rates provided in Section 206AA and Section 206AB of the IT Act.

In addition to the tax deducted at source as per para 7 above, Surcharge, Health and Education Cess as applicable will be levied, as applicable.

8. Other points for consideration

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

9. Rate of Surcharge and Cess

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

(a) **Surcharge**

- In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.
- In case of domestic companies which have opted for concessional tax regime either under Section 115BAA or Section 115BAB: Surcharge @ 10% is leviable.
- In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore and @ 2% where the total income exceeds Rs.1 crore but less than Rs. 10 crore.
- In case of individuals, HUF, AOP, BOI:
 - Surcharge @10% is leviable where the total income exceeds Rs. 50 lakh but less than Rs. 1 crore;
 - Surcharge @15% is leviable where the total income exceeds Rs. 1 crore but does exceed Rs. 2 crore;
 - Surcharge @ 25% is leviable where the total income exceeds Rs. 2 crore but does exceed Rs. 5 crore;
 - Surcharge @ 37% is leviable where the total income exceeds Rs. 5 crore;
- In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

(b) **Cess**

- Health and Education Cess @ 4% is currently leviable in all cases.

10. **Tax Deducted Certificate**

The Acquirer will issue a certificate in the prescribed form to the Public Shareholders (resident and non-resident) who have been paid the consideration and interest for delay in payment of consideration, if any, after deduction of tax on the same, certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of the IT Act read with the Income-tax Rules, 1962 made thereunder.

The tax rate and other provisions may undergo changes.

THE ABOVE NOTE ON TAXATION 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.

X. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Shareholders at the registered office of the Manager to the Offer at JM Financial Limited, 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India between 10:30 AM and 5:00 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:

- (a) Copies of Memorandum and Articles of Association and certificate of incorporation of the Acquirer;
- (b) Copies of Memorandum and Articles of Association and certificate of incorporation of PAC 1;
- (c) Copies of Memorandum and Articles of Association and certificate of incorporation of the Target Company;
- (d) Copy of the Share Purchase Agreement executed between the Acquirer and the Seller;
- (e) Copy of the annual audited consolidated financial statements pertaining to the Acquirer as on and for the financial years ended on March 31, 2020, March 31, 2021 and March 31, 2022;
- (f) Copy of the annual reports of the Target Company for the financial years ending March 31, 2020, March 31, 2021 and March 31, 2022;
- (g) Certificate dated August 1, 2022 from Vishal Laheri & Associates, Chartered Accountants, Membership No. 115033) certifying the adequacy of financial resources of the Acquirer to fulfil its Open Offer obligations;
- (h) Certificates dated July 30, 2022 by Imran Shaikh & Co stating the net worth of PAC 2 and PAC 3.
- (i) Certificate dated August 1, 2022 from Vishal Laheri & Associates, Chartered Accountants (Mr Vishal R Laheri, Partner, Membership No. 115033) certifying the Offer Price computation;
- (j) Escrow Agreement between the Acquirer, ICICI Bank Limited and the Manager to the Open Offer;
- (k) Copy of the letter dated August 2, 2022 from the Escrow Agent, confirming receipt of a cash amount of INR 97,01,42,764 in the escrow account on August 1, 2022;
- (l) Copy of the Public Announcement dated August 1, 2022 submitted to the Stock Exchanges on August 1, 2022;
- (m) Copy of the DPS dated August 4, 2022 published by the Manager to the Offer in the Newspapers on behalf of the Acquirer and PACs on August 5, 2022;
- (n) Copy of the recommendation made by the committee of the independent directors of the Target Company; and

- (o) Copy of the letter number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2022/0000052105/1 from SEBI dated October 12, 2022 containing its observations on the DLoF.

Copies of the above documents will also be available for inspection to the public shareholders electronically upon prior request to the Manager, on all working days during the Tendering Period. The public shareholders interested in electronically inspecting the documents, will be able to view them by sending an email, from their registered email ids, to the Manager on ineos.openoffer@jmfl.com, and upon receipt and processing of the received request, access shall be provided to the respective shareholder.

XI. DECLARATION BY THE ACQUIRER AND THE PACs

1. The Acquirer, PACs and their respective directors accept full responsibility for the information contained in this Letter of Offer (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and/or the Seller).
2. The information pertaining to the Target Company and/or the Seller contained in the Public Announcement or the Detailed Public Statement or this Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company, as the case may be, or publicly available sources which has not been independently verified by the Acquirer and the PACs. The Acquirer, PACs and their respective directors do not accept any responsibility with respect to such information relating to the Target Company.
3. The Acquirer and the PACs accept full responsibility for their obligations under the Open Offer and shall be jointly and severally responsible for the fulfillment of obligation under the SEBI (SAST) Regulations in respect of this Open Offer.
4. The information contained in this Letter of Offer is as on the date of this Letter of Offer, unless expressly stated otherwise
5. The persons signing this Letter of Offer, are duly and legally authorized by the Acquirer and PACs to sign this Letter of Offer.

Issued by the Manager to the Open Offer

For and on behalf of the Acquirer and the PACs

Signed for and on behalf of
Shiva Performance Material Private Limited (Acquirer)
Geetganga Investment Private Limited (PAC 1)
Mr. Rakesh Agrawal (PAC 2)
Mr. Rahul Agrawal (PAC 3)

Place: Mumbai

Date: October 17, 2022

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(Public Shareholders holding shares in demat mode are not required to fill the Form of Acceptance, unless required by their respective Selling Broker. The Public Shareholders holding physical shares (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the Letter of Offer. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the Letter of Offer)

TENDERING PERIOD FOR THE OFFER	
OPENS ON	October 28, 2022
CLOSES ON	November 11, 2022

To,

The Acquirer and PACs,

C/o Link Intime India Private Limited

Unit: INEOS Styrolution India Limited - Open Offer
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai 400 083, India
Contact Person: Mr. Sumeet Deshpande
Tel: +91 810 811 4949,
Fax: +91 22 4918 6060
Email: ineos.openoffer@linkintime.co.in

Dear Sir/Madam,

SUB: OPEN OFFER FOR ACQUISITION OF UP TO 45,72,263 EQUITY SHARES OF INEOS STYROLUTION INDIA LIMITED (“TARGET COMPANY”) FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY SHIVA PERFORMANCE MATERIALS PRIVATE LIMITED (“ACQUIRER”), TOGETHER WITH, GEETGANGA INVESTMENT PRIVATE LIMITED (“PAC 1”), MR. RAKESH AGRAWAL (“PAC 2”) AND MR. RAHUL AGRAWAL (“PAC 3”) (PAC 1, PAC 2 AND PAC 3 ARE COLLECTIVELY REFERRED TO AS “PACS”)

I/We refer to the Letter of Offer dated October 17, 2022 (“**Letter of Offer**”) for acquiring the Equity Shares held by me/us in INEOS Styrolution India Limited.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement, Letter of Offer and understood their contents, terms and conditions, and unconditionally accept these terms and conditions as mentioned therein.

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

Details of Public Shareholder:

Name (in BLOCK LETTERS)	Holder	Name of the Public Shareholder (s)	Permanent Account Number (PAN)
(Please write names of the	Sole/First		

joint holders in the same order as appearing in the Equity Share certificate(s)/demat account)	Second		
	Third		
Contact Number(s) of the first holder	Tel No. (with ISD/STD Code):		Mobile No.:
Full Address of the first holder (with pin code)			
Email address of the first holder			
Date & place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL MODE:

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

- Resident
 Non-Resident

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

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

Enclosures (whichever is applicable)

- Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum- Acknowledgement or Equity Share transfer deed(s)
- Original Equity Share certificate(s)
- Valid Equity Share transfer deed(s)
- Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
- Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
- Self-attested copy of PAN card of all the transferor(s)
- Other relevant documents (please specify)

FOR ALL PUBLIC SHAREHOLDERS (DEMAT SHARES AND PHYSICAL SHARES):

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Open Offer, are not locked in and free from any pledges, liens, charges, equitable interests, non-disposal undertakings or any other form of encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

I/We confirm that the sale and transfer of the Equity shares held by me/us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I/we are a party to.

My/Our execution of this Form of Acceptance cum Acknowledgement shall constitute my/our warranty that the Equity Shares comprised in this application are owned by me/us and are sold and transferred by me/us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said Equity Shares, I/we will hold the Acquirer and the PACs, harmless and indemnified against any loss they or either of them may suffer in the event of the Acquirer acquiring these Equity Shares.

I/We have obtained any and all necessary consents to tender the Equity Shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender Equity Shares in this Open Offer and that I/we am/are legally entitled to tender the Equity Shares in this Open Offer.

I/We agree that the Acquirer and PACs will pay the consideration as per secondary market mechanism, only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance-cum-Acknowledgment by the Public Shareholders, and subject to the adherence of the aforementioned Instructions. I/We undertake to return to the Acquirer and the PACs any Open Offer consideration that may be wrongfully received by me/us.

I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Open Offer are enclosed herewith.

I/We confirm that I/We am/are not persons acting in concert or deemed to be acting in concert with the Acquirer and the PACs.

I/We give my/our consent to the Acquirer and/or the PACs, to file any statutory documents, if any, on my/our behalf in relation to accepting the Equity Shares in this Open Offer.

I/We confirm that I/we am/are in compliance with the terms of the Open Offer set out in the Public Announcement, the Detailed Public Statement, and the Letter of Offer.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirer and/or the PACs, to effectuate this Open Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in shares or securities.

I/We confirm that there are no taxes or other claims pending against me/us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, including but not limited to Section 281 of the Income Tax Act. I/We confirm that no notice has been issued by the income tax authorities impacting the rights to transfer the shares.

I/We note and understand that the Equity Shares will be held by the Registrar to the Offer/Clearing Corporation in trust for me/us till the date the Acquirer and the PACs make payment of consideration as mentioned in the Letter of Offer, or the date by which other documents are dispatched to the Public Shareholders, as the case may be.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me/us, or as a result of income tax (including any consequent interest and penalty) on the income arising from tendering of the Equity Shares, I/We will indemnify the Acquirer and the PACs for such income tax demand (including interest, penalty,

etc.) and provide the Acquirer and the PACs with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I/We authorize the Acquirer or the PACs or the Registrar to the Offer to send by Registered Post/ Ordinary Post/Courier or through electronic mode, as may be applicable, at my/our risk, the crossed account payee cheque, demand draft/pay order, or electronic transfer of funds in full and final settlement due to me/us and/or other documents or papers or correspondence to the sole/first holder at the address mentioned above.

I / We note and understand that the Equity Shares/ original share certificate(s) and the transfer deed(s) will be held by the Registrar to the Offer/ Clearing Corporation in trust for me / us till the date the Acquirer make payment of consideration as mentioned in the LOF, or the date by which original share certificate(s), transfer deed(s) and other documents are dispatched to the Public Shareholders, as the case may be. I/We also note and understand that the consideration will be paid only to those Public Shareholders who have validly tendered their Equity Shares in this Offer, in accordance with the terms of the LOF.

I/we confirm that the sale and transfer of the relevant Equity Shares will be complete on the date of the remittance of the purchase consideration by the Acquirer to me/us in any of the modes as set out above. Any delay in the receipt of the purchase consideration by me/us will not make the sale and transfer of the Equity Shares void or voidable.

I/We authorize the Acquirer and/or the PACs to acquire all the Equity Shares so tendered by me/us or such lesser number of Equity Shares, which it/they may decide to accept, in consultation with the Manager to the Offer, and in terms of the Letter of Offer and I / we further authorize the Acquirer and/or the PACs to return to me/us, Equity Shares in respect of which the offer is not found valid / not accepted without specifying the reasons thereof.

I/We, confirm that our residential status for the purposes of tax is:

Resident Non-resident, if yes please state country of tax residency: _____

(If none of the above box is ticked, the residential status of the Public Shareholder will be considered as non-resident, for withholding tax purposes).

I/We, confirm that my/our status as a shareholder is: *(Please tick whichever is applicable)*

<input type="checkbox"/> Individual	<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others
<input type="checkbox"/> QFI	<input type="checkbox"/> FVCI	<input type="checkbox"/> Partnership/Proprietorship firm/LLP	<input type="checkbox"/> Private Equity Fund/AIF	<input type="checkbox"/> Pension/Provident Fund
<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs - repatriable	<input type="checkbox"/> NRIs/PIOs - non-repatriable
<input type="checkbox"/> Insurance Company	<input type="checkbox"/> OCB	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Banks	<input type="checkbox"/> Association of person/Body of Individual
<input type="checkbox"/> Any others, please specify:	_____			

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

I/We, confirm that my/our investment status is: *(Please provide supporting documents and tick whichever is applicable)*

FDI Route
 PIS Route

Any other - please specify _____

I/We, confirm that the Equity Shares tendered by me/us are held on: *(Please tick whichever is applicable)*

- Repatriable basis
- Non-Repatriable basis

I/We, confirm that: *(Please tick whichever is applicable)*

- No RBI, erstwhile Foreign Investment Promotion Board or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Open Offer and the Equity Shares are held under the general permission of the RBI
- Copies of all approvals required by me for holding Equity Shares that have been tendered in this Open Offer are enclosed herewith
- Copy of RBI registration letter taking on record the allotment of shares to me/us is enclosed herewith

I/We, confirm that: *(Please tick whichever is applicable)*

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

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

All future correspondence, if any, should be addressed to the respective Selling Broker, or the Registrar to the Offer at:

Link Intime India Private Limited

Unit: Ineos Styrolution India Limited - Open Offer
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, India

Contact person: Mr. Sumeet Deshpande
Tel: +91 810 811 4949, Fax: +91 22 4918 6060

Email: ineos.openoffer@linkintime.co.in

Additional confirmations and enclosures for all Public Shareholders, as applicable:

I/We, have enclosed the following documents: *(Please tick whichever is applicable)*

- Self-attested copy of PAN card
- Self-declaration form in Form 15G/Form 15H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any)
- Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum- Acknowledgement
- Corporate authorization, in case of Companies along with certified copy of the Board Resolution and Specimen Signatures of Authorised Signatories
- For Mutual funds/Banks/Notified Institutions under Section 194A (3) (iii) of the Income Tax Act, attested copy of relevant registration or notification
- Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
- SEBI Registration Certificate for FIIs/FPIs (mandatory to be submitted by FIIs/FPIs).
- 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he/it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.
- NOC/Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate/NIL rate on income from sale of shares and interest income, if any, wherever applicable
- Other relevant documents (Please specify) _____

BANK DETAILS

In case of Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

In case of interest payments, if any, by the Acquirer and the PACs for delay in payment of Offer Consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer and the PACs depending on the settlement mechanism for such interest payments.

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

Name of the Bank:

Branch Address and Pin Code:

Account Number:

IFSC Code:

MICR Code:

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

In case of interest payments, if any, by the Acquirer for delay in payment of Offer Consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments.

Yours faithfully, Signed and Delivered,

	Full name(s) of the holder	PAN	Signature(s)
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the company seal should be affixed, and certified copies of the necessary Board resolutions/Corporate authorizations should be attached.

Place: _____ Date: _____

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

Acknowledgement Slip – INEOS Styrolution India Limited - Open Offer

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

Address: _____

Form of Acceptance-cum-Acknowledgement for Ineos Styrolution India Limited - Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID/Client ID/Folio No. _____ for _____

Equity Shares

Date of Receipt: _____

Place of Receipt:

Stamp of Selling Broker: _____

Signature of Official:

INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated October 17, 2022.

1. **PLEASE NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRER, THE PACs, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI LODR REGULATIONS AND SEBI PR 49/2018 DATED 3 DECEMBER 2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALIZED FORM WITH A DEPOSITORY W.E.F. 1 APRIL 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED 31 JULY 2020, SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM ARE ALLOWED TO TENDER SHARES IN AN OPEN OFFER. SUCH TENDERING SHALL BE AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**
5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:
 - a. Original share certificate(s)
 - b. Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
 - c. Self-attested copy of the Public Shareholder's PAN Card (in case of joint holders, the PAN card copy of all transferors)
 - d. Form of Acceptance cum Acknowledgement - for Public Shareholders holding Equity Shares in physical mode, duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - e. A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
 - f. Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.
6. In case of unregistered owners of Equity Shares in physical mode, the Public Shareholder should provide an additional valid share transfer deed(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer deed should be left blank, except for the signatures and witness details. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER DEED.**
7. Attestation, where required (as indicated in the share transfer deed) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a

similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.

8. In case the share certificate(s) and the transfer deed(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgment with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer deed(s).
9. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar to the Offer : i.e., Link Intime India Private Limited on or before the date of closure of the Tendering Period, at the following address: C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, Maharashtra, India.
10. The Selling Broker should place bids on the stock exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.
11. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
12. In case of Equity Shares held in joint names, names should be filled up in the same order in the On Market Form of Acceptance-cum-Acknowledgement as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting the Offer.
13. If the Equity Shares tendered are rejected for any reason, the Equity Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
14. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in Section 8 (*Procedure for Acceptance and Settlement of the Open Offer*).
15. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories and through speed post / registered post to shareholders who do not have registered email id and/or the Target Company. In case of non-receipt of the Letter of Offer, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI (www.sebi.gov.in), the Registrar to the Offer (www.linkintime.co.in), the Manager to the Offer (<https://www.jmfl.com>), BSE (www.bseindia.com) and NSE (<https://www.nseindia.com>) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
16. All the Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
17. All the Public Shareholders are advised to refer to Section 9 (*Compliance with Tax Requirements*) in the Letter of Offer. However, it may be noted that Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances, as the details provided in Section 9 (*Compliance with Tax Requirements*) as referred to above, are indicative and for guidance purposes only.
18. All documents/remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.

19. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the exchange bidding system.
20. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
21. The Tender Form and TRS is not required to be submitted to the Acquirer, the PACs, the Manager to the Offer or the Registrar to the Offer. Shareholders holding shares in demat mode are not required to fill the On Market Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective On Market Form of Acceptance-cum-Acknowledgment.
22. If non-resident Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Open Offer. Further, non-resident Public Shareholders must obtain all approvals required, if any, to tender the Equity Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer, and provide such other consents, documents and confirmations as may be required to enable the Acquirer to purchase the Equity Shares so tendered. In the event any such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in this Open Offer. If the Equity Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.
23. Interest payment, if any: In case of interest payments by the Acquirer and the PACs for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirer and the PACs depending on the settlement mechanism for such interest payments.
24. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.
25. For resident Public Shareholders:
 - Self-attested copy of PAN card
 - Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of consideration (certificate for deduction of tax at lower rate)
 - Self-declaration in Form 15G/Form 15H (in duplicate), if applicable
 - For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)
 - Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);
26. For non-resident Public Shareholders:
 - Self-attested copy of PAN card
 - Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income

Tax Act, indicating the amount of tax to be deducted by the Acquirer and the PACs before remitting the amount of interest

- Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement
- Self-attested declaration that it does not have a Permanent Establishment in India either under the IT Act or applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident
- Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)
- Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non-resident Public Shareholder is a resident for tax purposes, indicating the quantum of Overseas Tax along with any other information as may be relevant for this transaction.
- SEBI registration certificate for FII or FPI.

In an event of non-submission of NOC or certificate for deduction of tax at nil/lower rate, tax will be deducted up to the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirer.

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

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

LINKIntime

LINK INTIME INDIA PRIVATE LIMITED
Unit: INEOS Styrolution India Limited - Open Offer
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083
Tel: +91 810 811 4949 Fax: +91 22 4918 6060
Email: ineos.openoffer@linkintime.co.in
Contact Person: Mr. Sumeet Deshpande
SEBI Registration No.: INR000004058

FORM OF TRANSFER DEED

Form No. SH-4 - Securities Transfer Form

(Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014)

Date of execution: _____/_____/_____

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:

Name of the company (in full): **INEOS STYROLUTION INDIA LIMITED**

Name of the Stock Exchange where the company is listed, (if any): **BSE Limited and National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)		Nominal value of each unit of security (2)		Amount called up per unit of security (3)		Amount paid up per unit of security (4)	
Equity		₹ 10.00		₹ 10.00		₹ 10.00	
No. of Securities being Transferred				Consideration received (Rs.)			
In figures		In words		In words		In figures	
Distinctive Number	Form						
	To						
Corresponding Certificate Nos.							
Transferors' Particulars							
Registered Folio Number: _____							
Name(s) in full						Signature(s)	
1. _____							
2. _____							
3. _____							
I, hereby conform that the transferor has signed before me.							
Signature of the Witness: _____							
Name of the Witness: _____							
Address _____ of _____ the _____				Witness: _____			
Pincode: _____							
Transferees' Particulars							
Name in full (1)		Father's/Mother's/Spouse Name (2)			Address (3)		
Shiva Performance Materials Private Limited		N/A			9th floor, Abs Towers, Old Padra Road, Vadodara, Gujarat, India –390007		

Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee
ADD SPACE

Value of Stamp affixed: Rs. _____

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

STAMPS

For Office Use Only

Checked by _____

Signature Talled by _____

Entered in the Register of Transfer on _____ vide Transfer no

Approval Date _____

Power of attorney/Probate/Death certificate/Letter of Administration

Registered on _____ at No

