

August 08, 2022

To  
The Manager  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400001

**Subject: Draft Letter of Offer to the shareholders of Moongipa Securities Limited ('MSL' or 'TC' or 'Target Company') in terms of Regulation 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Madam

We, **Corporate Professionals Capital Private Limited** (hereinafter referred to as '**Manager to the Offer**'), are hereby submitting the **Draft Letter of Offer** made by us on behalf of **Mr. Rahul Gupta and Mr. Rohan Gupta** (hereinafter collectively referred to as '**Acquirers**') along with **Sudesh Business Ventures Private Limited** (hereinafter referred to as '**Person Acting in Concert**') to acquire 74,74,740 (Seventy Four Lakh Seventy Four Thousand Seven Hundred and Forty) Equity Shares constituting 26.00% of the Expanded Share Capital of Target Company at a price of INR 101/- (Indian Rupees One Hundred and One only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011').

Kindly take the above information on your records.

For **Corporate Professionals Capital Private Limited**



(Manoj Kumar)

Partner & Head – M&A and Transactions

## DRAFT LETTER OF OFFER

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

*This Draft Letter of Offer (DLOO) is sent to you as an Equity Shareholder(s) of Moongipa Securities Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this DLOO and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."*

OPEN OFFER BY

### MR. RAHUL GUPTA

Residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +91-9810086439; Fax: NA; Email ID: [contact@rahulgupta.co](mailto:contact@rahulgupta.co)  
(Hereinafter referred to as 'Acquirer 1')

### MR. ROHAN GUPTA

Residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +919999666685; Fax: NA; Email ID: [rohanbtd@yahoo.com](mailto:rohanbtd@yahoo.com)  
(Hereinafter referred to as 'Acquirer 2')

(Hereinafter collectively referred to as 'Acquirers')

### SUDESH BUSINESS VENTURES PRIVATE LIMITED

Registered Office at H. No. 37, Ground Floor Hargovind Enclave, Delhi – 110092; Ph. No.: +011-22373437;

Fax: +011-22373537; Email ID: [comsec@aplapollo.com](mailto:comsec@aplapollo.com)

(Hereinafter referred to as 'PAC')

(Hereinafter collectively referred to as 'Acquirers along with PAC')

To acquire upto 74,74,740 (Seventy Four Lakh Seventy Four Thousand and Seven Hundred and Forty) Equity Shares of face value of INR 10.00/- each representing 26.00% of the Expanded Share Capital of

### MOONGIPA SECURITIES LIMITED

Registered Office: 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005, India; Ph. No.: +91-41450121; Fax: NA;

Email ID: [moongipas@gmail.com](mailto:moongipas@gmail.com); Website: [www.moongipa.net](http://www.moongipa.net)

(Hereinafter referred to as 'Target Company')

At a price of INR 101 (Indian Rupees One Hundred and One only) per fully paid-up equity share payable in cash, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011  
And subsequent amendments thereto.

1. This offer is being made by the Acquirers along with PAC pursuant to Regulation 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares in the Target Company.
2. The Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this Draft Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirers along with PAC upto one working day prior to the commencement of the tendering period i.e., upto Friday, September 16, 2022 or in the case of withdrawal of offer, the same would be informed by way of the Offer Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers along with PAC for all the shares validly tendered anytime during the offer.
6. **THERE IS NO COMPETING OFFER TILL DATE.**
7. A copy of Public Announcement, Detailed Public Statement, and Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: [www.sebi.gov.in](http://www.sebi.gov.in).

**FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 'PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER' (PAGE NO. 30 to 45). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS DRAFT LETTER OF OFFER.**

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

#### MANAGER TO THE OFFER



**CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED**

CIN: U74899DL2000PTC104508

D-28, South Extn., Part-I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph. No.: +91-11-40622228/ +91-11-40622248/ +91-11-40622218

Fax. No.: 91-11-40622201

Email ID: [manoj@indiacp.com](mailto:manoj@indiacp.com) / [ruchika.sharma@indiacp.com](mailto:ruchika.sharma@indiacp.com)

SEBI Regn. No.: INM000011435

**Offer Opens on: September 20, 2022**

#### REGISTRAR TO THE OFFER

**BEETAL**

**BEETAL FINANCIAL AND COMPUTER SERVICES PVT. LTD.**

CIN: U67120DL1993PTC052486

BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062

Contact Person: Mr. Punit Kumar Mittal

Ph. No.: +91-11-29961281, +91-11-26051061, +91-11-26051064

Fax. No.: +91-11-29961284

Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) / [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

SEBI Regn. No.: INR 00000262

**Offer Closes on: October 03, 2022**

### SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	DATE AND DAY
Public Announcement (PA) Date	July 25, 2022 Monday
Detailed Public Statement (DPS) Date	August 01, 2022 Monday
Last date for a competing offer	August 25, 2022 Thursday
Identified Date*	September 06, 2022 Tuesday
Date by which Letter of Offer will be despatched to the shareholders	September 13, 2022 Tuesday
Issue Opening PA Date	September 19, 2022 Monday
Last date by which Board of TC shall give its recommendations	September 15, 2022 Thursday
Date of commencement of tendering period (Offer opening Date)	September 20, 2022 Tuesday
Date of expiry of tendering period (Offer closing Date)	October 03, 2022 Monday
Date by which all requirements including payment of consideration would be completed	October 18, 2022 Tuesday

*(\*) Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers along with PAC) are eligible to participate in the Offer any time before the closure of the Offer.*

## **RISK FACTORS**

**Given below are the risks related to the transaction, proposed Offer and those associated with Acquirers along with PAC:**

### **(A) Relating to Transaction:**

1. This Offer is a Triggered/ Mandatory offer in terms of Regulation 3(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011').
2. In terms of Regulation 23(1) of SEBI (SAST) Regulations, 2011, there may be an event which warrants withdrawal of the Offer. The Acquirers along with PAC make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
3. Since the Target Company is an Non-Banking Financial Company ('NBFC'), the prior approval of Reserve Bank of India ('RBI') is required in terms of RBI Circular No. DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015 for the acquisition of more than 26% shares in the Target Company and the Acquirers have sought an approval from RBI for the change in control and management over the Target Company and for the acquisition of 82.25% shares in the Target Company. The said approval was received on June 20, 2022 and is valid upto 6 months from the date of approval. Pursuant to the Share Purchase Agreement entered on August 20, 2021, the Acquirers have acquired control and 56.25% shares of the Target Company, thus for the acquisition of 16.80% shares under preferential issue and for the acquisition of 26.00% shares under this Open Offer, the Acquirers would not require any further approval from RBI, if shares acquired within 6 months from the date of approval i.e., June 20, 2022. In case the acquisition of shares under preferential issue and Open Offer would not be completed within validity of RBI approval period i.e., 6 months from June 20, 2022, then an application for seeking extension would be filed with RBI by the Acquirers and the Target Company and the acquisition under preferential issue and Open Offer would be subject to the extension of RBI.
4. To the best of the knowledge of the Acquirers and PAC, apart from the shareholder approval for the Preferential Issue of Equity Shares and Preferential Issue of Warrants, no statutory and other approval(s) are required to complete the acquisition of Preferential Issue of Equity Shares and Preferential Issue of Warrants and acquisition under this Open Offer other than as indicated in Para 7.4 (Statutory and other Approvals). In case the acquisition of shares under preferential issue and Open Offer would not be completed within validity of RBI approval period i.e., 6 months from June 20, 2022, then an application for seeking extension would be filed with RBI by the Acquirers and the Target Company and the acquisition under preferential issue and Open Offer would be subject to the extension of RBI.
5. However, in case the Acquirers along with PAC would require any statutory approval(s) which may become applicable at a later date but before the closure of the Tendering Period, then this Offer

shall be subject to such further statutory approvals being obtained. In terms of clause (a) of sub-regulation (1) of Regulation 23 of SEBI (SAST) Regulations, if the statutory approvals are not received or refused, the offer would stand withdrawn.

**(B) Relating to the Offer:**

1. This Offer is subject to the provisions of SEBI (SAST) Regulations, 2011, and in case of non-compliance by the Acquirers along with PAC with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirers along with PAC shall not act upon the acquisition of equity shares under the Offer.
2. In the event that either (a) the regulatory approvals are not received in a timely manner; or (b) there is any court or regulatory order to stay the offer; or (c) SEBI instructs Acquirers along with PAC not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of MSL, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers along with PAC, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers along with PAC for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and Regulation 18(11A) of the SEBI (SAST) Regulations, 2011.
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The Acquirers along with PAC make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer.
5. The tendered physical shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and the shareholders who will tender their equity shares would not be able to trade such equity shares held in trust by the Registrar to the Offer during such period. The Acquirers along with PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the Draft Letter of Offer (DLOO)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers along with PAC) would be doing so at his / her / its own risk.
6. This DLOO has not been filed, registered with or approved in any jurisdiction outside India. Recipients of the DLOO who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirers along with PAC or the Manager to the Offer to any new or additional registration/approval requirements.

7. The Shareholders should note that, under the SEBI (SAST) Regulations, 2011, once the Shareholders have tendered their Equity Shares, they will not be able to withdraw their Equity Shares from the Offer during the Tendering Period even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the payment of consideration.

**(C) Relating to Acquirers along with PAC:**

1. The Acquirers along with PAC make no assurance with respect to the financial performance of the Target Company and expressly disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2. The Acquirers along with PAC make no assurance with respect to their investment/ divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirers along with PAC will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

**The risk factors set forth above, pertains to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of MSL are advised to consult their stock brokers or investment consultants, if any, for analysing all the risks with respect to their participation in the Offer.**

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## 1. DEFINITIONS

S. No.	Abbreviations	Particulars
1.	Acquirers or The Acquirers	<ul style="list-style-type: none"> <li>▪ Mr. Rahul Gupta</li> <li>▪ Mr. Rohan Gupta</li> </ul>
2.	Board of Directors / Board	Board of Directors of <b>MOONGIPA SECURITIES LIMITED</b>
3.	Book Value per equity share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	Buying Broker	Integrated Master Securities (Private) Limited
6.	CDSL	Central Depository Services (India) Limited
7.	CIN	Corporate Identity Number
8.	Companies Act, 2013	The Companies Act, 2013, as amended from time to time
9.	Detailed Public Statement or DPS	The Detailed Public Statement which appeared in the newspapers on August 01, 2022, Monday
10.	Depositories	CDSL and NSDL
11.	DLOO or Draft Letter of Offer	This Draft Letter of Offer is the document filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations, 2011
12.	DP	Depository Participant
13.	EPS/ Earning Per Share	Profit after Tax / Number of Equity Shares issued
14.	Escrow Agreement	Escrow Agreement dated July 25, 2022 between Acquirers, Escrow Agent and Manager to the Offer
15.	Escrow Bank/ Escrow Agent	YES Bank Limited having its branch office at D-12, South Extension, Part – II, New Delhi – 110049
16.	Equity Shareholders	All holders of Equity Shares, including Beneficial Owners
17.	Equity Shares or Shares	Fully paid-up equity shares of face value of INR 10.00 each of the Target Company
18.	Expanded Share Capital	It means the paid-up Equity Share Capital of the Target Company post to the Preferential Issue of Equity Shares i.e., INR 28,74,90,000 (Indian Rupees Twenty Eight Crores Seventy Four Lakhs Ninety Thousand Only) divided into 2,87,49,000 (Two Crores Eighty Seven Lakhs and Forty Nine Thousand) Equity Shares of INR 10 (Indian Rupees Ten only) each. This does not envisage the conversion of warrants into equity shares because as per the confirmation received from the Target Company, conversion of warrants into equity shares shall be done only upon expiry of six (6)



		months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
19.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
20.	Form of Acceptance	Form of Acceptance cum Acknowledgement
21.	Identified Date	The date falling on the 10 <sup>th</sup> (Tenth) Working Day prior to the commencement of the Tendering Period i.e., September 06, 2022, Tuesday for the purpose of determining the Shareholders to whom the Letter of Offer in relation to this Offer shall be sent
22.	INR	Indian Rupees
23.	LOO/ Letter of Offer	Letter of Offer is the document which shall be dispatched to the shareholders of the Target Company post receipt of observation letter from SEBI
24.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
25.	N.A.	Not Available/Not Applicable
26.	NBFC	Non-Banking Financial Company
27.	NSDL	National Securities Depository Limited
28.	NRI	Non-Resident Indian
29.	Offer or The Offer or Open Offer	Open Offer for acquisition of upto 74,74,740 (Seventy Four Lakh Seventy Four Thousand and Seven Hundred and Forty) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company at a price of INR 101/- (Indian Rupees One Hundred and One Only) per fully paid-up equity share payable in cash
30.	Offer Period	July 25, 2022, Monday to October 18, 2022 Tuesday
31.	Offer Price	INR 101/- (Indian Rupees One Hundred and One only) per fully paid up Equity Share payable in cash
32.	PAC	Sudesh Business Ventures Private Limited
33.	PAT	Profit After Tax
34.	Pre-Issue Paid-up Share Capital	It means the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue of Equity Shares i.e. INR 5,01,02,000 (Indian Rupees Five Crores One Lakh and

		Two Thousand Only) representing 50,10,200 (Fifty Lakh Ten Thousand and Two Hundred) equity shares of INR 10 (Indian Rupees Ten only) each
35.	Persons eligible to participate in the Offer	All the Registered shareholders of MOONGIPA SECURITIES LIMITED and unregistered shareholders who own the Equity Shares of MOONGIPA SECURITIES LIMITED any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, persons acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company and person acting in concert with the member of promoter and promoter group of the Target Company
36.	Pre-Issue Paid-up Share Capital	INR 5,01,02,000 (Indian Rupees Five Crores One Lakh and Two Thousand Only) representing 50,10,200 (Fifty Lakh Ten Thousand and Two Hundred) equity shares of INR 10.00 each
37.	Preferential Issue of Equity Shares	Preferential issue of fully paid up 2,37,38,800 (Two Crore Thirty Seven Lakh Thirty Eight Thousand and Eight Hundred) Equity Shares of INR 10 (Indian Rupees Ten only) each Equity Shares as approved by the Board of Directors of the Target Company at their meeting held on July 25, 2022, subject to the approval of the members and other regulatory approvals required if any
38.	Preferential Issue of Warrants	Preferential issue of 72,51,000 (Seventy Two Lakh and Fifty One Thousand) Warrants which are convertible into equal number of Equity Shares of face value of INR 10 (Indian Rupees Ten only) each as approved by the Board of Directors of the Target Company at their meeting held on July 25, 2022, subject to the approval of the members and other regulatory approvals required if any. The conversion of warrants into equity shares shall be done only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
39.	Public Announcement or PA	Public Announcement submitted to BSE, SEBI and TC on July 25, 2022, Monday

40.	Public Shareholders	All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group.
41.	Registrar or Registrar to the Offer	Beetal Financial and Computer Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time
42.	RBI	The Reserve Bank of India
43.	Return on Net Worth	(Profit After Tax/Net Worth) *100
44.	SCRR	Securities Contracts (Regulation) Rules, 1957, as amended or modified
45.	SEBI Act	Securities and Exchange Board of India Act, 1992
46.	SEBI	Securities and Exchange Board of India
47.	SEBI (ICDR) Regulations, 2018	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
48.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
49.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
50.	Target Company/ TC/ MSL	Moongipa Securities Limited
51.	Tendering Period	September 20, 2022 Tuesday to October 03, 2022 Monday
52.	Working Days	Working Days of SEBI as defined under the SEBI (SAST) Regulations, 2011

## 2. DISCLAIMER CLAUSE

**“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR**

**FINANCIAL SOUNDNESS OF ACQUIRERS ALONG WITH PAC OR THE TARGET COMPANY WHOSE SHARES IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ALONG WITH PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS ALONG WITH PAC DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED AUGUST 08, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011. THE FILING OF THE DLOO DOES NOT, HOWEVER, ABSOLVE ACQUIRERS ALONG WITH PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”**

### **3. DETAILS OF THE OFFER**

#### **3.1. Background of the Offer**

- 3.1.1 This Open Offer is a Triggered/ Mandatory offer in terms of Regulation 3(2) of SEBI (SAST) Regulations, 2011 for the acquisition of substantial shares and control over the Target Company by the Acquirers along with PAC.
- 3.1.2 The Board of Directors of the Target Company, at its meeting held on July 25, 2022, subject to, inter alia, receipt of approval from the shareholders of the Target Company, fulfillment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, approved the issuance of Preferential Issue of Equity Shares and Preferential Issue of Warrants in the Target Company. As on date of this Draft Letter of Offer, the Acquirers already holds 56.25% shares in the Target Company and pursuant to the Preferential Issue of Shares, the shareholding of Acquirers will increase from 56.25% of Pre-Issue Paid-up Share Capital of the Target Company to 73.05% of the Expanded Share Capital of the Target Company, triggering the requirement to make an Open Offer under Regulation 3(2) of SEBI (SAST) Regulations.
- 3.1.3 This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 3.1.4 Pursuant to this Offer, the shareholding of the Acquirers would increase from 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of Pre-Issue Paid-up Share Capital of the Target Company to 2,10,00,000 (Two Crore Ten Lakh) Equity Shares representing 73.05% of the Expanded Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period.

- 3.1.5 As on the date of PA, the Acquirers along with PAC have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (**'SEBI Act'**) as amended or under any other regulation made under the SEBI Act.
- 3.1.6 As on the date of PA, the Acquirers along with PAC have not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 3.1.7 As on the date of PA, the Acquirers along with PAC have not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.1.8 As on the date of PA, Acquirers were appointed as the Additional Directors on the Board of Target Company and presently exercise control over management of the Target Company.
- 3.1.9 The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

### 3.2. Details of the proposed offer

- 3.2.1 In accordance with Regulations 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers along with PAC have made a PA on July 25, 2022 to SEBI, BSE and TC and the DPS was published on August 01, 2022 in the following newspapers:

Newspapers	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Pratahkal (Marathi)	Mumbai Edition

The DPS is also available on the website of SEBI [www.sebi.gov.in](http://www.sebi.gov.in), BSE [www.bseindia.com](http://www.bseindia.com), and on the website of Manager to the Offer [www.corporateprofessionals.com](http://www.corporateprofessionals.com)

- 3.2.2 The Acquirers along with PAC have made this Takeover Open Offer in terms of SEBI (SAST) Regulations, 2011 to the Public Shareholders of the Target Company to acquire upto 74,74,740 (Seventy Four Lakh Seventy Four Thousand and Seven Hundred and Forty) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company at a price of INR 101/- (Indian Rupees One Hundred and One Only) per fully paid-up equity share payable in cash subject to the terms and conditions set out in the PA, DPS and this Draft Letter of Offer.
- 3.2.3 There are no partly paid-up shares in the Target Company.
- 3.2.4 There is no differential pricing in the Offer.
- 3.2.5 This is not a Competitive Bid in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 3.2.6 The Offer is not a conditional offer and is not subject to any minimum level of acceptance from the shareholders. The Acquirers along with PAC will accept the Equity Shares of MSL those are tendered in valid form in terms of this offer upto a maximum 74,74,740 (Seventy

- Four Lakh Seventy Four Thousand and Seven Hundred and Forty) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company.
- 3.2.7 After the date of PA i.e., July 25, 2022 and upto the date of this DLOO, the Acquirers have acquired 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to the execution of the Share Purchase Agreement dated August 20, 2021 with the erstwhile promoters of the Target Company. The Acquirers has completed the acquisition of all the shares as contemplated under the SPA on August 04, 2022.
- 3.2.8 The Equity Shares of the Target Company will be acquired by the Acquirers along with PAC free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9 Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers along with PAC will hold 2,84,74,740 (Two Crore Eighty Four Lakh Seventy Four Thousand Seven Hundred and Forty only) Equity Shares representing 99.05% of the Expanded Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.2.10 As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the SCRR, the Acquirers along with PAC are required to maintain at least 25 percent public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to this Open Offer, the public shareholding in the Target Company will reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015, the Acquirers along with PAC undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of SCRR, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations, 2011 and will reduce the non-public shareholding within the time period mentioned therein.
- 3.2.11 The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

### **3.3. Object of the Acquisition/ Offer**

The objective behind acquisition of the shares in the Target Company is to increase the shareholding of Acquirers upto the level of maximum permissible promoter shareholding and to infuse funds in the Target Company for the expansion of the existing business of the Target Company.

## **4. BACKGROUND OF THE ACQUIRERS ALONG WITH PAC**

### **4.1. MR. RAHUL GUPTA ('ACQUIRER 1')**

- 4.1.1. Acquirer 1 having PAN BDIPG3993A under the Income Tax Act, 1961 is the son of Mr. Sanjay Gupta, presently residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +91-9810086439; Fax: NA; Email ID: [contact@rahulgupta.co](mailto:contact@rahulgupta.co)
- 4.1.2. Acquirer 1 has completed B.Com (Hons) from Delhi University and has also completed executive courses in the field of Management from reputed B-Schools like London School of Economics, Indian Institute of Management, Ahmedabad (IIM-A). He is an entrepreneur with an experience of more than 6 years in Steel Tubes manufacturing business and has handled operational management, marketing and institutional sales. He is the recipient of 'Young Achiever Award' for Organisation Building at Global HR Summit 2017.
- 4.1.3. The Net Worth of Acquirer 1 as on July 25, 2022 is INR 221.11 crores (Indian Rupees Two Hundred Twenty One Crores and Eleven Lakh Only) as certified by CA Ashish Niraj (Membership No.: 517934), Partner of ASN & Company, Chartered Accountants having corporate office at F-106, Plot No. 6, Pocket-7, Vardhman Bahnhof Plaza, Dwarka, Sector - 12, Delhi – 110075; Ph. No.: +91-9650333560, +91-8700636192, +011-43466605; Email ID: [ashish.fca@gmail.com](mailto:ashish.fca@gmail.com) vide its certificate dated July 25, 2022 having UDIN – 22517934ANTKWA6585.
- 4.1.4. As on the date of PA, Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or under any other regulation made under the SEBI Act.
- 4.1.5. As on the date of PA, Acquirer 1 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 4.1.6. As on the date of PA, Acquirer 1 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.1.7. As on the date of PA, Acquirer 1 is the director on the boards of following listed companies i.e., APL Apollo Tubes Limited and Apollo Tricoat Tubes Limited.
- 4.1.8. As on the date of PA, Acquirer 1 does not hold any shares in the Target Company.
- 4.1.9. After the date of PA and prior to the this DLOO, Acquirer 1 has acquired 14,09,077 (Fourteen Lakh Nine Thousand and Seventy-Seven) equity shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to the execution of the Share Purchase Agreement entered on August 20, 2021 with the erstwhile promoters of the Target Company.
- 4.1.10. The Acquirers had entered into Share Purchase Agreement on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to which an Open Offer was made to acquire 13,02,652 (Thirteen Lakh Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the Pre-Issue Paid-up Share Capital of the Target

Company in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. Under the said Open Offer, Nil shares were tendered by the Public Shareholders and thus Acquirers didn't acquire any shares of the Target Company under the Open Offer. The said Open Offer process was duly completed on July 22, 2022.

4.1.11. As on the date of PA, Acquirer 1 was classified as the Promoter of the Target Company, holds position on the Board of the Target Company and control the management and affairs of the Target Company.

#### **4.2. MS. ROHAN GUPTA ('ACQUIRER 2')**

4.2.1. Acquirer 2 having PAN CFAPG2443C under the Income Tax Act, 1961 is the son of Mr. Sanjay Gupta, presently residing at G-8, Maharani Bagh, New Delhi – 110065; Ph. No.: +919999666685; Fax: NA; Email ID [rohanbtld@yahoo.com](mailto:rohanbtld@yahoo.com)

4.2.2. Acquirer 2 is a young and dynamic entrepreneur and has done his Bachelors of Business Administration ('BBA') from Amity University, Noida. Presently, he holds an experience of more than 1 year in Marketing and Branding in manufacturing industry.

4.2.3. The Net Worth of Acquirer 2 as on July 25, 2022 is INR 112.07 Crores (Indian Rupees One Hundred Twelve Crores and Seven Lakh Only) as certified by CA Ashish Niraj (Membership No.: 517934), Partner of ASN & Company, Chartered Accountants having corporate office at F-106, Plot No. 6, Pocket-7, Vardhman Bahnhof Plaza, Dwarka, Sector -12, Delhi – 110075; Ph. No.: +91-9650333560, +91-8700636192, +011-43466605; Email ID: [ashish.fca@gmail.com](mailto:ashish.fca@gmail.com) vide its certificate dated July 25, 2022 having UDIN – 22517934ANTLHV4885.

4.2.4. As on the date of PA, Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

4.2.5. As on the date of PA, Acquirer 2 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.

4.2.6. As on the date of PA, Acquirer 2 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.2.7. As on the date of PA, Acquirer 2 does not hold any shares in the Target Company.

4.2.8. After the date of PA and prior to this DLOO, Acquirer 2 has acquired 14,09,076 (Fourteen Lakh Nine Thousand and Seventy Six) equity shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to the execution of the Share Purchase Agreement entered on August 20, 2021 with the erstwhile promoters of the Target Company.

4.2.9. The Acquirers had entered into a Share Purchase Agreement on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to which an Open



Offer was made to acquire 13,02,652 (Thirteen Lakh Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the Pre-Issue Paid-up Share Capital of the Target Company in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. Under the said Open Offer, Nil shares were tendered by the Public Shareholders and thus Acquirers didn't acquire any shares of the Target Company under the Open Offer. The said Open Offer process was duly completed on July 22, 2022.

4.2.10. As on the date of PA, Acquirer 2 was classified as the Promoter of the Target Company, holds position on the Board of the Target Company and control the management and affairs of the Target Company.

#### 4.3. SUDESH BUSINESS VENTURES PRIVATE LIMITED ('PAC')

4.3.1. PAC is the private limited company having CIN U27109DL2021PTC377932, incorporated on March 04, 2021 under the provisions of the Companies Act, 2013. The registered office of PAC is situated at H. No. 37, Ground Floor, Hargovind Enclave, Delhi – 110092.

4.3.2. PAC is not engaged in any major business activity.

4.3.3. The present authorized share capital of the PAC is INR 1,00,000 (Indian Rupees One Lakh Only) divided into 10,000 (Ten Thousand) Equity Shares of INR 10 (Indian Rupees Ten Only) each. The paid-up share capital of the PAC is INR 1,00,000 (Indian Rupees One Lakh Only) divided into 10,000 (Ten Thousand) Equity Shares of INR 10 (Indian Rupees Ten Only) each.

4.3.4. The persons in control/ promoters of the PAC along with their shareholding are mentioned below:

S. No.	Name of the Shareholders	No. of shares held	%
1.	Acquirer 1	5,000	50.00
2.	Acquirer 2	5,000	50.00
<b>Total</b>		<b>10,000</b>	<b>100.00</b>

4.3.5. PAC was incorporated on March 04, 2021, thus the financial information for the financial year ended March 31, 2021, March 31, 2022 and for the period ended April 01, 2022 to July 25, 2022 is provided hereunder:

(INR in Lacs)

Profit & Loss Statement	Year Ended 31.03.2021 (Audited)	Year Ended 31.03.2022 (Unaudited)	For the period ended April 01, 2022 to July 25, 2022 (Provisional)
Income from Operations	0.00	0.00	0.00
Other Income	0.00	0.00	(1,954.55)
Increase/ (Decrease) in Stock	0.00	0.00	0.00

<b>Total Income</b>	<b>0.00</b>	<b>0.00</b>	<b>(1,954.55)</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>(0.25)</b>	<b>(0.25)</b>	<b>72.14</b>
Profit Before Depreciation Interest and Tax	0.00	(0.25)	(2,026.70)
Depreciation	0.00	0.00	0.00
Interest	0.00	0.00	0.00
<b>Profit/ (Loss) Before Tax</b>	<b>(0.25)</b>	<b>(0.25)</b>	<b>(2,026.70)</b>
<b>Provision for Tax</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Profit/ (Loss) After Tax</b>	<b>0.00</b>	<b>0.00</b>	<b>(2,026.70)</b>

<b>Balance Sheet Statement</b>	<b>Year Ended 31.03.2021 (Audited)</b>	<b>Year Ended 31.03.2022 (Unaudited)</b>	<b>For the period ended April 01, 2022 to July 25, 2022 (Provisional)</b>
<b>Sources of funds</b>			
Paid up share capital	1.00	1.00	1.00
Reserves and Surplus (Excl. Revaluation Reserve)	(0.25)	(0.50)	(2,027.20)
Secured loans	0.00	0.00	0.00
Unsecured loans	0.00	0.50	15,000.50
Deferred Tax Liability (Net)	0.00	0.00	0.00
Other Liability	0.37	0.33	0.33
<b>Total</b>	<b>1.12</b>	<b>1.32</b>	<b>12,974.62</b>
<b>Uses of funds</b>			
Net fixed assets	0.00	0.00	0.00
Investments	0.00	0.00	0.00
Net Current Assets	1.12	1.32	2,342.02
Total miscellaneous expenditure not written off	0.00	0.00	0.00
<b>Total</b>	<b>1.12</b>	<b>1.32</b>	<b>2,342.02</b>

(INR in Lacs)

<b>Sr. No.</b>	<b>Particulars</b>	<b>Year Ended 31.03.2021 (Audited)</b>	<b>Year Ended 31.03.2022 (Unaudited)</b>	<b>For the period ended</b>
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				April 01, 2022 to July 25, 2022 (Provisional)
1.	Total Revenue	0.00	0.00	(1,954.55)
2.	Net Income	(0.25)	(0.25)	(2,026.70)
3.	Earnings Per Share (In INR)	0.00	0.00	0.00
4.	Net worth/ Shareholders' funds	0.75	0.50	(2,026.20)

Source – As certified by CA Amit Bansal (Membership No. 506269, Proprietor of Bansal Amit and Associates, Chartered Accountants (UDIN -22506Z69ANYBRT1965) having office at Office: 203, New Shivalik CGHSL, Plot No. 4, Sec – 51, Gurugram, Haryana; Ph. No.: +91-9910944011; Email id [abansal.fca@akqca.com](mailto:abansal.fca@akqca.com) vide its certificate dated July 25, 2022.

4.3.6. There are no contingent liabilities.

4.3.7. As on the date of the Public Announcement, PAC does not hold any shares or interest in the Target Company.

4.3.8. The details of Board of Director (BOD) of PAC are as follows -

Particulars	Details of BOD of PAC
<b>Name of Director</b>	Mr. Rahul Gupta
<b>DIN</b>	07151792
<b>Qualification and Experience</b>	Mr. Rahul Gupta has completed B. Com (Hons) from Delhi University and has also completed executive courses in the field of Management from reputed B-Schools like London School of Economics, Indian Institute of Management, Ahmedabad (IIM-A). He is an entrepreneur with an experience of more than 6 years in Steel Tubes manufacturing business and has handled operational management, marketing and institutional sales. He is the recipient of 'Young Achiever Award' for Organisation Building at Global HR Summit 2017.
<b>Date of Appointment</b>	March 04, 2021
<b>Number of Shares held Target Company</b>	14,09,077 (Fourteen Lakh Nine Thousand and Seventy Seven) equity shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company
<b>Whether Director in Target Company</b>	Yes
<b>Other Directorships</b>	– Blue Ocean Projects Private Limited

	<ul style="list-style-type: none"> <li>– Greenera Farms Villas Private Limited</li> <li>– Homedge Infracon Private Limited</li> <li>– SG Realtor Private Limited</li> <li>– SG Air Travel Private Limited</li> <li>– Apollo Tricoat Tubes Limited</li> <li>– APL Apollo Tubes Limited</li> <li>– APL Apollo Mart Limited</li> <li>– APL Apollo Foundation Limited</li> </ul>
<b>Name of Director</b> <b>DIN</b> <b>Qualification and Experience</b>  <b>Date of Appointment</b> <b>Number of Shares held</b> <b>Target Company</b>  <b>Whether Director in Target Company</b> <b>Other Directorships</b>	Mr. Rohan Gupta 08598622 Mr. Rahul Gupta is a young and dynamic entrepreneur and has done his Bachelors of Business Administration ('BBA') from Amity University, Noida. Presently, he holds an experience of more than 1 year in Marketing and Branding in manufacturing industry. March 04, 2021 14,09,076 (Fourteen Lakh Nine Thousand and Seventy Six) equity shares representing 28.12% of the Pre-Issue Paid-up Share Capital of the Target Company. Yes <ul style="list-style-type: none"> <li>– Homedge Infracon Private Limited</li> <li>– SG Air Travel Private Limited</li> </ul>

#### 4.4. ABOUT THE ACQUIRERS

4.4.1. The Acquirers had entered into a Share Purchase Agreement on August 20, 2021 with the erstwhile promoters of the Company for acquisition of control and 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to which an Open Offer was made to acquire 13,02,652 (Thirteen Lakh Two Thousand Six Hundred and Fifty Two) Equity Shares representing 26.00% of the Pre-Issue Paid-up Share Capital of the Target Company in terms of the provisions of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations. The said acquisition of shares under SPA and said Open Offer was subject to the approval from Reserve Bank of India ('RBI') pursuant to its Circular No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 9, 2015. The RBI approval for the acquisition of control and 82.25% shares of Target Company by the Acquirers was received on June 20, 2022. Under the last Open Offer, Nil shares were tendered by the Public Shareholders and thus the Open

Offer process was duly completed on July 22, 2022. On July 25, 2022, the Board of the Target Company has effected the change in control and management in the Target Company, by appointing the Acquirers as the Directors of the Target Company.

- 4.4.2. As on the date of PA, Acquirers were classified as the Promoter of the Target Company, holds position on the Board of the Target Company and control the management and affairs of the Target Company.

#### 4.5. ABOUT THE ACQUIRERS AND PAC

- 4.5.1. Acquirer 1 and Acquirer 2 are brothers. PAC is a private company controlled by Acquirers together.

#### 5. BACKGROUND OF THE TARGET COMPANY – MOONGIPA SECURITIES LIMITED ('MSL')

5.1. The Target Company having CIN L74899DL1994PLC057941, was incorporated under the provisions of Companies Act, 1956 with the name and style of Moongipa Securities Private Limited on March 18, 1994. Subsequently, the Target Company got itself converted into a Public Limited Company in the name and style of Moongipa Securities Limited on November 13, 1995. The Target Company came out with Initial Public Offer ('IPO') in year 1996 and the equity shares of the Target Company got listed on the bourses of Ahmedabad Stock Exchange Limited, Jaipur Stock Exchange Limited and Delhi Stock Exchange Limited. Further, on July 08, 2015, the Target Company got directly listed on the bourses of BSE. The Target Company was registered as Stock Broker with SEBI since 1996, however, further surrendered its license in year 2008. Thereafter, the Target Company started carrying out the operations of trading into the equity shares of the various listed companies with its own funds. Then, in the year 2018, the Target Company applied for the registration as a NBFC with the RBI and has obtained the certificate of registration numbered N-14.03416 dated May 16, 2018.

5.2. The registered office of the Target Company is situated at 18/14, W.E.A. Pusa Lane, Karol Bagh, New Delhi – 110005, India.

5.3. Share capital structure of the Target Company as on the date of DLOO is as follows—

<b>Paid up Shares of Target Company</b>	<b>No. of Shares/ voting rights</b>	<b>% of voting rights</b>
Fully paid-up equity shares	50,10,200 Equity Shares of INR 10.00 each	100.00
Partly paid-up equity shares	Nil	Nil
Total paid up equity shares	50,10,200 Equity Shares of INR 10.00 each	100.00
Total Voting Rights in TC	50,10,200 Equity Shares of INR 10.00 each	100.00

- 5.4. The equity shares of Target Company are listed and traded on BSE and are frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations, 2011 as on the date of PA.
- 5.5. Presently, the authorized share capital of the Target Company is INR 6,00,00,000/- (Indian Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of INR 10.00 (Indian Rupees Ten Only) each. The paid-up equity share capital of the Target Company is INR 5,01,02,000/- (Indian Rupees Five Crores One Lakh and Two Thousand Only) divided into 50,10,200 (Fifty Lakh Ten Thousand and Two Hundred) Equity Shares of INR 10.00/- (Indian Rupees Ten Only) each.
- 5.6. Presently, there are no outstanding convertible instruments and no outstanding partly paid up shares in the Target Company except the Preferential Issue of Warrants.
- 5.7. The equity shares of the Target Company are not currently suspended for trading on any Stock Exchange.
- 5.8. As on the date of this DLOO, the composition of the Board of Directors of MSL is as under:

<b>S. No.</b>	<b>Name and Address of Director</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Mr. Rohan Gupta <b>DIN:</b> 08598622 <b>Address:</b> G-8, Maharani Bagh, New Delhi – 110065	Additional Director	July 25, 2022
2.	Mr. Rahul Gupta <b>DIN:</b> 07151792 <b>Address:</b> G-8, Maharani Bagh, New Delhi – 110065	Additional Director	July 25, 2022
3.	Mr. Anil Kumar Bansal <b>DIN:</b> 06752578 <b>Address:</b> S-34, Greater Kailash, New Delhi – 110048	Additional Director	July 25, 2022
4.	Ms. Preeti Srivastava <b>DIN:</b> 07035595 <b>Address:</b> D-28, Vijay Nagar, Mohan Garden Uttam Nagar, Dwarka, West Delhi – 110059	Independent Director	March 28, 2015
5.	Mr. Sanjay Jain <b>DIN:</b> 00096938 <b>Address:</b> 61/2, Ramjas Road, Karol Bagh, New Delhi – 110005	Non-Executive Director	March 18, 1994

- 5.9. There has been no merger/ de-merger, spin off during last 3 years involving the Target Company.

5.10. The financial information of Target Company based on the audited standalone financial statements for the financial year ended March 31, 2020, March 31, 2021 and March 31, 2022 are as follows:

(INR in Lacs)

<b>Profit &amp; Loss Statement</b>	<b>Year Ended 31.03.2020 (Audited)</b>	<b>Year Ended 31.03.2021 (Audited)</b>	<b>Year Ended 31.03.2022 (Audited)</b>
Income from Operations	4.57	171.43	192.14
Other Income	44.54	68.07	27.32
Increase/ (Decrease) in Stock	0.00	0.00	0.00
<b>Total Income</b>	<b>49.11</b>	<b>239.5</b>	<b>219.46</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>135.94</b>	<b>69.73</b>	<b>106.57</b>
Profit Before Depreciation Interest and Tax	(86.83)	169.77	112.89
Depreciation	1.64	1.21	0.94
Interest	6.66	3.49	0.19
<b>Profit/ (Loss) Before Tax</b>	<b>(95.13)</b>	<b>165.07</b>	<b>111.76</b>
<b>Provision for Tax</b>	<b>(4.62)</b>	<b>(7.15)</b>	<b>33.32</b>
<b>Profit/ (Loss) After Tax</b>	<b>(99.75)</b>	<b>157.92</b>	<b>78.44</b>

<b>Balance Sheet Statement</b>	<b>Year Ended 31.03.2020 (Audited)</b>	<b>Year Ended 31.03.2021 (Audited)</b>	<b>Year Ended 31.03.2022 (Audited)</b>
<b>Sources of funds</b>			
Paid up share capital	501.02	501.02	501.02
Reserves and Surplus (Excl. Revaluation Reserve)	150.09	308.01	386.45
Secured loans	106.69	0.00	5.94
Unsecured loans	0.00	0.00	4.35
Provisions	0.00	0.00	0.92
Deferred Tax Liability (Net)	0.00	0.00	6.88
Financial Liability	3.96	3.86	0.00
Non-Financial Liability	0.82	4.29	0.00
<b>Total</b>	<b>762.58</b>	<b>817.18</b>	<b>905.56</b>
<b>Uses of funds</b>			
Net fixed assets	1.27	1.25	1.47

Investments	291.23	264.84	311.67
Net Current Assets	470.08	551.09	592.42
Total miscellaneous expenditure not written off	0.00	0.00	0.00
<b>Total</b>	<b>762.58</b>	<b>817.18</b>	<b>905.56</b>

<b>Other Financial Data</b>	<b>Year Ended 31.03.2020 (Audited)</b>	<b>Year Ended 31.03.2021 (Audited)</b>	<b>Year Ended 31.03.2022 (Audited)</b>
Dividend (%)	0.00	0.00	0.00
Earnings Per Share (INR)	-1.99	3.15	1.57
Net worth (INR In Lacs)	651.11	809.03	887.47
Return on Net worth (%)	-15.32%	19.52%	8.86
Book Value Per Equity Share (INR)	13.00	16.15	17.71

The financial information of the Target Company are based on the information available in the respective Annual Reports for the financial years.

5.11. Pre and Post-Offer shareholding pattern of the Target Company as on the date of Draft Letter of Offer is as follows:

Sr. No.	Shareholder Category	Shareholding & voting rights prior to the Agreement/ acquisition and Offer (A)*		Shares/ voting rights agreed to be acquired which triggered off the Regulations (B)**		Shares/ voting rights to be acquired in the Open Offer (assuming full acceptance) (C)**		Shareholding/ voting rights after the acquisition and Open Offer i.e. (A+B+C)**	
		No.	%	No.	%	No.	%	No.	%
<b>1.</b>	<b>Promoter Group</b>								
	a. Parties to agreement, if any	0	0.00	0	0.00	0	0.00	0	0.00
	b. Promoters other than (a) above	0	0.00	0	0.00	0	0.00	0	0.00
	<b>Total 1 (a+b)</b>	0	0.00	0	0.00	0	0.00	0	0.00
<b>2.</b>	<b>Acquirers and PAC</b>								
	a. Mr. Rahul Gupta	14,09,077#	28.12	90,90,924	31.62	37,37,370	13.00	1,42,37,371	49.52
	b. Mr. Rohan Gupta	14,09,076#	28.12	90,90,923	31.62	37,37,370	13.00	1,42,37,369	49.52
	c. Sudesh Business Ventures Private Limited @	0	0.00	0	0.00	0	0.00	0	0.00



	<b>Total 2 (a+b)</b>	<b>28,18,153</b>	<b>56.25</b>	<b>1,81,81,847</b>	<b>63.24</b>	<b>74,74,740</b>	<b>26.00</b>	<b>2,84,74,740</b>	<b>99.05</b>
3.	Parties to the agreement other than 1(a) & 2	0	0.00	0	0.00	0	0.00	0	0.00
4.	<b>Public (other than parties to agreement, acquirers &amp; PACs)</b>								
a.	FIs / MFs / FIs / Banks, SFIs	21,92,047	43.75	0	0.00	(74,74,740)	(26.00)	2,74,260	0.95
b.	Others								
	<b>Total (4) (a+b)</b>	<b>21,92,047</b>	<b>43.75</b>	<b>0</b>	<b>0.00</b>	<b>(74,74,740)</b>	<b>(26.00)</b>	<b>2,74,260</b>	<b>0.95</b>
	<b>Total (1+2+3+4)</b>	<b>50,10,200</b>	<b>100.00</b>	<b>1,81,81,847</b>	<b>63.24</b>	<b>0</b>	<b>0.00</b>	<b>2,87,49,000</b>	<b>100.00</b>

\* % based on Pre-Issue Paid-up Share Capital of the Target Company.

\*\* % based on Expanded Share Capital of the Target Company.

# These shares are acquired by the Acquirers pursuant to completion of acquisition of shares under the Share Purchase Agreement dated August 20, 2021.

@ PAC will not acquire any equity shares of the Target Company pursuant to conversion of warrants issued on July 25, 2022 till 10<sup>th</sup> working day after closing of tendering period, as the conversion of warrants into equity shares shall be done only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of Offer Price

6.1.1 The Board of Directors of the Target Company, at its meeting held on July 25, 2022, subject to, inter alia, receipt of approval from the shareholders of the Target Company, fulfilment of certain conditions precedent and receipt of other statutory/ regulatory approval, as may be required, approved the issuance of Preferential Issue of Equity Shares and Preferential Issue of Warrants in the Target Company. As on date of this Draft Letter of Offer, the Acquirers already holds 56.25% shares in the Target Company and pursuant to the Preferential Issue of Shares, the shareholding of Acquirers will increase from 56.25% of Pre-Issue Paid-up Share Capital of the Target Company to 73.05% of the Expanded Share Capital of the Target Company, triggering the requirement to make an Open Offer under Regulation 3(2) of SEBI (SAST) Regulations.

6.1.2 The Equity Shares of the Target Company are listed and traded on BSE.

6.1.3 The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA date i.e., July 25, 2022 (July 2021 to June 2022) is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of PA date	Total No. of Equity Shares	Annualised Trading Turnover (as % of Total Equity Shares)
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BSE	July 2021 to June 2022	12,51,470	50,10,200	24.98
<b>Total</b>			<b>50,10,200</b>	<b>24.98</b>

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

- 6.1.4 The equity shares of the Target Company are listed and traded on BSE and are frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) on BSE.
- 6.1.5 The Offer Price of INR 101 (Indian Rupees One Hundred and One only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S. No.	Particulars	Price
(a)	The highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	Not Applicable
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirers along with PAC during 52 weeks immediately preceding the date of Public Announcement	Not Applicable
(c)	The highest price paid or payable for any acquisition by the Acquirers along with PAC during 26 weeks immediately preceding the date of the Public Announcement	Not Applicable
(d)	The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded	INR 94.44/-
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirers along with PAC and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	Not Applicable as the shares of the Target Company are frequently traded

- 6.1.6 In view of the parameters considered and presented in table above, in the opinion of the Acquirers along with PAC and Manager to the Offer, the Offer Price of INR 101 (Indian Rupees One Hundred and One only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- 6.1.7 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.

- 6.1.8 In the event of further acquisition of Equity Shares of the Target Company by the Acquirers along with PAC during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then 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. However, the Acquirers along with PAC shall not be acquiring any equity shares of the Target Company between one working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.9 If the Acquirers along with PAC acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers along with PAC shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.10 As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, the Acquirers along with PAC shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.11 If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working day before the date of commencement of the tendering period and would be notified to the shareholders.
- 6.1.12 In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to i.e. extension of time to Acquirers along with PAC for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer along with PAC agreeing to pay interest at such rate as may be specified.
- 6.1.13 In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers along with PAC would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirers along with PAC shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest.
- 6.1.14 Further, in case the delay occurs because of willful default by the Acquirers along with PAC in obtaining any statutory approval in time, the amount lying in the escrow account shall be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of the SEBI (SAST) Regulations.

## 6.2 Financial Arrangement

- 6.2.1 The total fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 74,74,740 (Seventy Four Lakh Seventy Four Thousand Seven Hundred and Forty) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company at an Offer Price of INR 101/- (Indian Rupees One Hundred and One Only) per fully paid up equity share is INR 75,49,48,740/- (Indian Rupees Seventy Five Crores Forty Nine Lakh Forty Eight Thousand Seven Hundred and Forty Only) (the 'Maximum Consideration').
- 6.2.2 The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The additional fund requirement, if any, for acquisition under this Open Offer will be financed through the internal resources of the Acquirers.
- 6.2.3 The Acquirer, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at D-12, South Extension Part – II, New Delhi – 110049, have entered into an Escrow Agreement dated July 25, 2022 for the purpose of the Offer (the '**Offer Escrow Agreement**') in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Offer Escrow Agreement in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have deposited cash of INR 18,87,37,185 (Indian Rupees Eighteen Crores Eighty Seven Lakh Thirty Seven Thousand One Hundred and Eighty Five Only) ('**Security Deposit**') being 25% of the Maximum Consideration in an Escrow Account bearing name and style as '**MSL OPEN OFFER ESCROW ACCOUNT**', (the '**Escrow Account**') opened with YES Bank Limited.
- 6.2.4 The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5 In case of upward revision in the Offer price or Offer size, the Acquirers shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- 6.2.6 CA Ashish Niraj (Membership No.: 517934), Partner of ASN & Company, Chartered Accountants having corporate office at F-106, Plot No. 6, Pocket-7, Vardhman Bahnhof Plaza, Dwarka, Sector – 12, Delhi – 110075; Ph. No.: +91-9650333560, +91-8700636192, +011-43466605; Email ID: [ashish.fca@gmail.com](mailto:ashish.fca@gmail.com) vide its certificate dated July 25, 2022 has certified that the Acquirers have sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 6.2.7 Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations.

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

### **7.1 Operational terms and conditions**

- 7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2 The Letter of Offer will be dispatched to all the equity shareholders of MSL, whose names appear in its Register of Members on September 06, 2022 Tuesday, the Identified Date.
- 7.1.3 The Offer is subject to the terms and conditions set out in this Draft Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.4 Copies of PA and DPS are available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and copies of DLOF and LOF will be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).
- 7.1.5 The Letter of Offer along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the website.
- 7.1.6 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this Draft Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.7 While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.8 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
- 7.1.9 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.10 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from 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.
- 7.1.11 All the Equity Shares validly tendered under this Open Offer to the extent of the Offer Size will be acquired by the Acquirers along with PAC in accordance with the terms and conditions set forth in the PA, DPS, this Draft Letter of Offer and the Letter of Offer.
- 7.1.12 The Acquirers along with PAC 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.

**7.2 Locked in shares:** All the shares acquired by the Acquirers i.e., 28,18,153 (Twenty Eight Lakh Eighteen Thousand One Hundred and Fifty Three) Equity Shares representing 56.25% of the Pre-Issue Paid-up Share Capital of the Target Company, pursuant to the execution of the Share Purchase Agreement ('SPA') entered on August 20, 2021 with the erstwhile promoters of the Target Company are under lock-in in accordance with the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018, as the Acquirers being the allottee under the Preferential Issue of Equity Shares as approved by the Board of Director of Target Company on July 25, 2022. Also note that Pre-Preferential Holding of all other Acquirers, if any are also under lock-in in accordance with the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018.

**7.3 Persons eligible to participate in the Offer**

Registered shareholders of MSL and unregistered shareholders who own the Equity Shares of MSL any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group.

**7.4 Statutory and other Approvals:**

7.4.1 Shareholders of the Target Company who are either Non-Resident Indians ('NRIs') or Overseas Corporate Bodies ('OCBs') and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from RBI that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals are not submitted, the Acquirers reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.

7.4.2 In case of acquisition of more than 26% shares in a NBFC, the prior approval of RBI is required in terms of RBI Circular No. DNBR (PD) CC. No. 065/03.10.001/2015-16 dated July 09, 2015 and since the Target Company is an NBFC, the Acquirers have sought an approval from RBI for the change in control and management over the Target Company and for the acquisition of 82.25% shares in the Target Company. The said approval was received on June 20, 2022 and is valid upto 6 months from the date of approval. Pursuant to the SPA, the Acquirers have acquired control and is in the process of completing the acquisition of 56.25% shares of the Target Company, thus for the acquisition of 16.80% shares under preferential issue and for the acquisition of 26.00% shares under this Open Offer, the Acquirers would not require any further approval from RBI, if acquired within 6 months from the date of approval i.e., June 20, 2022.

7.4.3 In case the acquisition of shares under preferential issue and Open Offer would not be completed within validity of RBI approval period i.e., 6 months from June 20, 2022, then an

application for seeking extension would be filed with RBI by the Acquirers and the Target Company and the acquisition under preferential issue and Open Offer would be subject to the extension of RBI.

- 7.4.4 As of the date of this DLOO, to the best of the knowledge of the Acquirers, apart from the approval required from RBI for acquisition of 82.25% shares and control over the Target Company, no statutory or other approvals are required to acquire shares under the Open Offer as on the date of this DPS. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Offer would also be subject to such other statutory or other approval(s) being obtained. Acquirers will not proceed with the Offer in the event such approval of RBI or other statutory approvals that are required if refused, in terms of Regulation 23(1)(a) of SEBI (SAST) Regulations. This Offer is subject to all other statutory approvals that may become applicable at the later (which are not applicable on the date of DPS) before the completion of the Open Offer.
- 7.4.5 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.6 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 7.4.7 In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price.
- 7.4.8 Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

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

- 8.1. The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ('Acquisition Window') as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular dated December 09, 2016, as per further amendment vide SEBI circular numbered SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021.
- 8.2. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.

- 8.3.** The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window ('Acquisition Window').
- 8.4.** Acquirers have appointed Integrated Master Securities (Private) Limited ('Buying Broker') for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:
- Name:** Integrated Master Securities (Private) Limited  
**CIN:** U74899DL1995PTC070418  
**SEBI Registration Number:** INZ000175931  
**Communication Address:** 303, New Delhi House, 27, Barakhamba Road, New Delhi – 110001  
**Contact Person:** Mr. Kunal Khaneja  
**Tel. No.:** +91-11-43074317  
**Email ID:** [compliance@integratedmaster.com](mailto:compliance@integratedmaster.com)
- 8.5.** Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during the Tendering Period.
- 8.6.** Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders.
- 8.7.** The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.
- 8.8.** Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- 8.9.** Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).
- 8.10.** Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirers or the Target Company.
- 8.11. Procedure for tendering Equity Shares held in dematerialised Form:**
- a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.
  - b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in



mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.

- c) Upon placing the order, the Selling Broker shall provide Transaction Requisition Slip ('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.
- d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- e) 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 time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- f) 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.
- g) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Open Offer.
- h) The cumulative quantity tendered shall be made available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

**The shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledgement copy of the Delivery Instruction Slip ('DIS') and the TRS till the completion of the Offer Period.**

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

- a) The Public Shareholders holding physical shares and who wish to tender their Equity Shares in this Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
  - i. Form of Acceptance 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;
  - ii. Original share certificates;
  - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place;

- iv. Self-attested copy of the Shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors);
  - v. Any other relevant document such as powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)); and
  - vi. Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
- b) The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker (s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.
- c) The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in paragraph (a) above along with the TRS to the Registrar i.e. **BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED** at the address mentioned on the cover page. The envelope should be superscribed '**Moongipa Securities Limited - Open Offer**'. Share certificates for physical shares must reach the Registrar within 2 (two) days of bidding by the Selling Broker.
- d) The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph (a) above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.
- e) In case any person has submitted physical shares 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 this Offer by or before the closure of the Tendering Period.

**The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Public Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.**

**8.13. Procedure for tendering the shares in case of non-receipt of Letter of Offer (Holders of Physical shares):**

- a. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

- b. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement.
- c. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)) or Merchant Banker website ([www.corporateprofessionals.com](http://www.corporateprofessionals.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.
- d. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

#### **8.14. Acceptance of Shares**

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat shares, physical) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers 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, or the entire holding if it is less than the marketable lot.

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

#### **8.15. Settlement Process**

- a) On closure of the Offer, 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.
- b) While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- c) For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- d) In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- e) The Equity Shareholders will have to ensure that they keep the depository participant ('DP') account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non –acceptance of the shares under the Offer.
- f) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- g) Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Open Offer. If Equity Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Equity Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.
- h) Equity Shareholders who intend to participate in the Open 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 Open Offer (secondary market transaction). The Open Offer

consideration received by the Equity Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Equity Shareholders.

- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirers.
- j) Any excess physical shares, to the extent tendered but not accepted, will be returned by registered post back to the Shareholder(s) directly by Registrar to the Offer.
- k) The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- l) For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds payout to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- m) The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker / custodian participant will receive funds payout in their settlement bank account.
- n) The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder / Selling Broker (s) as per secondary market pay out mechanism.
- o) Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- p) In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

#### **8.16. Note on taxation**

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT, 2021) 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 ACQUIRERS ALONG WITH PAC 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 EQUITY SHARES IN OPEN OFFER OFF 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 TAXADVISORS 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.
- b) 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, 1961 (the "IT Act") as amended from time to time.
- c) 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.
- d) 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 nonresident on transfer of such shares should be taxable in India under the IT Act.
- e) Further, the non-resident shareholder can avail beneficial treatment under the **Double Taxation Avoidance Agreement ("DTAA")** between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the **Multilateral 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.
- f) 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.
- g) 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.
- h) 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
- i) The summary of income-tax implications on tendering of equity shares is set out below.

## 2. Classification of Shareholders

Public Shareholders can be classified under the following categories:

- a) Resident Shareholders being:

- a. Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”)
  - b. Others
    - Company
    - Other Than Company
  - b) Non-Resident Shareholders being:
    - a. Non-Resident Indians (NRIs)
    - b. Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
    - c. Others
      - Company
      - Other Than Company
- 3. Classification of Income:** Shares can be classified under the following two categories:
- 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 hand 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).
- f) 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 01, 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.
- g) 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).
- h) As per the seventh proviso to Section 48 of the IT Act, no deduction of amount paid on account of STT will be allowed in computing the income chargeable to tax as Capital Gains
- i) LTCG arising from tendering of Equity Shares in the Offer shall be subject to tax as follows:
  - i. LTCG will be chargeable to tax at the rate of up to 20% (plus applicable surcharge and health and education cess) in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.
  - ii. 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).
  - iii. 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.
  - iv. For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation.
- j) Further, any gain realized on the sale of 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).

- k) 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(d) above.
- l) 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.
- m) 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 54 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.

## **5. Other Matters**

- 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 analyzed depending on the facts of each case.
- 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"):
  - Name, email id, contact number;
  - Address in the country of residence;
  - 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

- 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.

## **6. Tax Deducted at Source**

**Resident shareholders:** As of the date of filing of this document, in the absence of any provisions under the IT Act casting an obligation on the buyer to deduct tax on income arising in the hands of the resident seller on transfer of any property (other than immovable property), the Acquirers are not required to withhold tax on the consideration payable to eligible shareholders pursuant to tendering of shares under the Open Offer. With effect from July 01 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds INR 50,00,000 and the buyer had a business turnover of more than INR 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. Therefore, the Acquirers are not required to withhold tax under Section 194Q on consideration payable to resident shareholders. The resident shareholders must file their tax return in India inter alia considering gains arising pursuant to this Open Offer. The resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

**Non-resident shareholders (FIIs):** Section 196D of IT Act, provides for a specific exemption from withholding tax at source from any income, by way of Capital Gains arising to an FII from the transfer of securities referred to in Section 115AD of the IT Act. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs.

### **Non-resident FIIs shareholders (other than FIIs):**

Section 195(1) of the IT Act provides that any person responsible for paying to a nonresident, any sum chargeable to tax under the provisions of the IT Act is required to deduct tax at source at applicable rates in force. However, the Acquirers 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 Acquirers to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirers to the nonresident 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 Acquirers believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the 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 Acquirers along with PAC are held liable for the tax liability of the shareholder, the same shall be to the account of the nonresident shareholder and to that extent the Acquirers along with PAC should be indemnified. The non-resident shareholders must file their tax return in India inter alia considering gains arising pursuant to this Open Offer. The non-resident shareholders also undertake to provide the Acquirers along with PAC, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

#### **7. Remittance/Payment of Interest**

- In case of interest, if any, paid by the Acquirers along with PAC 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 Acquirers along with PAC 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 or such additional documents as may be called for by the Acquirers along with PAC.
- 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 categorization of the interest, whether as capital gains or as other income). In the event the Acquirers along with PAC are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers along with PAC should be indemnified. The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer.
- The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

#### **8. Rate of Surcharge and Cess In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under: 1**

##### **a) Surcharge–**

**In case of domestic companies:**

- Surcharge @ 12% is leviable where the total income exceeds INR 10 crore and @ 7% where the total income exceeds INR 1 crore but less than INR 10 crores.
- In case of domestic companies liable to pay tax 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 INR 10 crore and @ 2% where the total income exceeds INR 1 crore but less than INR 10 crore.

**In case of individuals, HUF, AOP, BOI:**

- Surcharge at the rate of 10% is leviable where the total income exceeds INR 50 lakh but does not exceed INR 1 crore.
- Surcharge at the rate of 15% is leviable where the total income exceeds INR 1 crore but does not exceed INR 2 crore.
- Surcharge at the rate of 25% is leviable where the total income exceeds INR 2 crore but does not exceed INR 5 crore.
- Surcharge at the rate of 37% is leviable where the total income exceeds INR 5 crore.
- However, for the purpose of income chargeable under section 111A, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

**In case of Firm and Local Authority:**

- Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.
- Cess – Health and Education Cess @ 4% is currently leviable in all cases.
- Others
- Notwithstanding the details provided above, all payments will be made to the shareholders subject to compliance with prevailing tax laws.
- The tax deducted by the Acquirers along with PAC while making payment to a shareholder may not be the final tax liability of such shareholder and shall in no way discharge the obligation of the shareholder to appropriately disclose the amounts received by it, pursuant to this Open Offer, before the income-tax authorities.
- The Acquirers along with PAC will deduct tax (if required) as per the information provided and representation made by the shareholders. 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 the shareholder, such shareholder will be responsible to pay such income-tax demand under the IT Act and provide the Acquirers along with PAC with all information/documents that may be necessary and co-operate in any proceedings before income tax/ appellate authority in India.

- The Acquirers along with PAC 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. DOCUMENTS FOR INSPECTION**

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi – 110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer:

- 9.1. The net worth certificate as certified by CA Ashish Niraj (Membership No.: 517934), Partner of ASN & Company, Chartered Accountants having corporate office at F-106, Plot No. 6, Pocket-7, Vardhman Bahnhof Plaza, Dwarka, Sector -12, Delhi – 110075; Ph. No.: +91-9650333560, +91-8700636192, +011-43466605; Email ID: [ashish.fca@gmail.com](mailto:ashish.fca@gmail.com) vide its certificate dated July 25, 2022 has certified that the Acquirers have sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 9.2. Audited Annual Reports of MSL for last three years.
- 9.3. Escrow Agreement between Acquirers, Yes Bank Limited and Manager to the Offer.
- 9.4. Confirmation from Yes Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations, 2011.
- 9.5. Copy of Public Announcement filed on July 25, 2022, Published copy of the Detailed Public Statement which appeared in the Newspapers on August 01, 2022 Issue Opening PA and any corrigendum to these, if any.
- 9.6. A copy of SPA dated August 20, 2021 between Acquirers and erstwhile promoters of the Target Company.
- 9.7. A copy of RBI approval dated June 20, 2022.
- 9.8. A copy of the Recommendation made by the Board of MSL.
- 9.9. A copy of the Observation letter from SEBI.
- 9.10. Consent letter of Registrar to the Offer.

## **10. DECLARATION BY ACQUIRERS ALONG WITH PAC**

The Acquirers along with PAC accept full responsibility for the information contained in this Draft Letter of Offer and also for the obligations of Acquirers along with PAC as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirers along with PAC would be responsible for ensuring compliance with the concerned Regulations.

**For Sudesh Business  
Ventures Private Limited**

**Sd/-  
Mr. Rahul Gupta**

**Sd/-  
Mr. Rohan Gupta**

**Sd/-  
Mr. Rahul Gupta**

**Place: New Delhi**

**Date: August 08, 2022**

**11. ENCLOSURES**

11.1. Form of Acceptance cum Acknowledgement

11.2. Blank Share Transfer

## FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(For physical shares being tendered)

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

<b>THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION</b> <b>(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)</b>	
<b>OFFER OPENS ON</b>	<b>: September 20, 2022 Tuesday</b>
<b>OFFER CLOSES ON</b>	<b>: October 03, 2022 Monday</b>
<b>Please read the Instructions overleaf before filling-in this Form of Acceptance</b>	

<b>FOR OFFICE USE ONLY</b>	
Acceptance Number	
Number of equity shares Offered	
Number of equity shares accepted	
Purchase consideration (Rs.)	
Cheque/Demand Draft/Pay Order No.	

**From:**

Tel. No.:

Fax No.:

E-mail:

To,

**The Acquirers**

**C/O BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062

Dear Sir/s,

**REG.: OPEN OFFER TO THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED ('MSL'/ 'TARGET COMPANY') BY MR. RAHUL GUPTA, MR. ROHAN GUPTA ('ACQUIRERS') ALONG WITH SUDESH BUSINESS VENTURES PRIVATE LIMITED ('PAC') PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

I / we, refer to the Letter of Offer dated \_\_\_\_\_ for acquiring the equity shares held by me / us in **MOONGIPA SECURITIES LIMITED**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to Acquirers along with PAC the following equity shares in MSL held by me/ us at a price of INR 101 (Indian Rupees One Hundred and One only) per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).



<b>Ledger Folio No.....Number of share certificates attached.....</b>			
<b>Representing ..... equity shares</b>			
<b>Number of equity shares held in MSL</b>		<b>Number of equity shares Offered</b>	
<b>In figures</b>	<b>In words</b>	<b>In figures</b>	<b>In words</b>

<b>Sr. No.</b>	<b>Share Certificate No.</b>	<b>Distinctive Nos.</b>		<b>No. of equity shares</b>
		<b>From</b>	<b>To</b>	
1				
2				
3				
<b>Total No. of Equity Shares</b>				

2. I / We confirm that the Equity Shares of MSL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize Acquirers along with PAC to accept the Equity Shares so offered or such lesser number of equity shares that Acquirers along with PAC may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise Acquirers along with PAC to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize Acquire to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are 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 Acquire, harmless and indemnified against any loss they or either of them may suffer in the event of Acquirers along with PAC acquiring these equity shares. I / We agree that Acquirers along with PAC may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
5. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date Acquirers along with PAC make payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time Acquirers along with PAC make payment of purchase consideration as mentioned in the Letter of Offer.

7. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
8. I / We irrevocably authorise Acquirers along with PAC to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with MSL:

**Name and complete address of the Sole/ First holder (in case of member(s), address as registered with MSL):**

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**Place:** ----- **Date:** -----

**Tel. No(s) :** ----- **Fax No.:** -----

**So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS**

Bank Account No.: ----- Type of Account: -----

(Savings /Current /Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFCS Code of Bank-----

The Permanent Account Number (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

	1 <sup>st</sup> Shareholder	2 <sup>nd</sup> Shareholder	3 <sup>rd</sup> Shareholder
PAN / GIR No.			

Yours faithfully,

Signed and Delivered:

	FULL NAME (S) OF THE HOLDERS	SIGNATURE (S)
First/Sole Shareholder		
Joint Holder 1		
Joint Holder 2		

**Note:** In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

## **INSTRUCTIONS**

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
  - I. The acceptance of the Offer made by Acquirers is entirely at the discretion of the equity shareholder of MSL.
  - II. Shareholders of MSL to whom this Offer is being made, are free to Offer his / her / their shareholding in MSL for sale to Acquirers along with PAC, in whole or part, while tendering his / her / their equity shares in the Offer.

**ACKNOWLEDGEMENT SLIP**

**SHARES IN PHYSICAL FORM**

**OPEN OFFER TO THE SHAREHOLDERS OF MOONGIPA SECURITIES LIMITED ('MSL'/  
'TARGET COMPANY') BY MR. RAHUL GUPTA, MR. ROHAN GUPTA ('ACQUIRERS') ALONG  
WITH SUDESH BUSINESS VENTURES PRIVATE LIMITED ('PAC') PURSUANT TO SEBI  
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

Received from Mr. / Ms.....

Ledger Folio No/ -----Number of certificates enclosed ..... under the Letter of Offer dated \_\_\_\_\_, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1.				
2.				
3.				
<b>Total no. of Equity Shares</b>				

Stamp

Authorised Signatory

Date

**Note:** All future correspondence, if any, should be addressed to

**Registrar to the Offer**

**Beetal Financial & Computer Services Private Limited**

**CIN: U67120DL1993PTC052486**

Beetal House, 3rd Floor, 99 Madangir, Behind LSC, New Delhi – 110062

**Contact Person:** Mr. Punit Kumar Mittal

**Ph. No.:** +91-11-29961281, +91-11-26051061, +91-11-26051064

**Fax No.:** +91-11-29961284