

June 01, 2022

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

**Subject: Draft Letter of Offer to the shareholders of Advik Capital Limited ('ACL' or 'TC' or 'Target Company') in terms of Regulation 3(1) and Regulation 4 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** published by us on behalf of **Mr. Vikas Garg and Ms. Seema Garg ('Acquirers')** and **Ms. Sukriti Garg ('PAC')** to acquire 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares constituting 26.00% of paid-up equity share capital of **Advik Capital Limited ('Target Company')** at a price of INR 4.15/- (Indian Rupees Four and Fifteen Paise only) for each equity share of the Target Company, pursuant to, and in compliance with, amongst others, Regulation 3(1) and Regulation 4 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 Advik Capital 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. VIKAS GARG

Residing at H. No. 10, Road No. - 4, East Punjabi Bagh, Delhi – 110026;  
Ph. No.: +91-9811054466; Fax No.: NA, Email ID: vikas.garg4466@gmail.com  
(Hereinafter referred to as 'Acquirer 1')

### MS. SEEMA GARG

Residing at H. No. 10, Road No. - 4, East Punjabi Bagh, Delhi – 110026;  
Ph. No.: +91- 98738 44885; Fax No.: NA, Email ID: seema.garg.vikas@gmail.com  
(Hereinafter referred to as 'Acquirer 2')

### MS. SUKRITI GARG

Residing at H. No. 10, Road No. - 4, East Punjabi Bagh, Delhi – 110026;  
Ph. No.: +91- 95824 39322; Fax No.: NA, Email ID: sukritigarg15@gmail.com  
(Hereinafter referred to as 'PAC')

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

to acquire upto 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares of face value of INR 1.00/- each representing 26.00% of the paid-up equity share capital of

### ADVIK CAPITAL LIMITED

Registered Office: Plot No. 84, Khasra No.143/84, Ground Floor, Extended Lal Dora, Kanjhawla (North West), Delhi – 110081  
Ph. No.: +91-9289119980; Fax: NA

Email ID: [advikgroup@yahoo.com](mailto:advikgroup@yahoo.com) / [advikcapital@gmail.com](mailto:advikcapital@gmail.com) Website: [www.advikgroup.com](http://www.advikgroup.com)

(Hereinafter referred to as 'Target Company' or 'ACL')

At an Offer Price of INR 4.15/- (Indian Rupees Four and Fifteen Paise 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(1) and Regulation 4 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. This 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 July 06, 2022, Wednesday 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. 28 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@indiaccp.com](mailto:manoj@indiaccp.com) / [ruchika.sharma@indiaccp.com](mailto:ruchika.sharma@indiaccp.com)

SEBI Registration Number.: INM000011435

**OFFER OPENS ON: JULY 08, 2022, FRIDAY**

#### REGISTRAR TO THE OFFER



#### SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

CIN: U74899DL1995PTC071324

D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,

New Delhi – 110020

Contact Person: Mr. Alok Gautam

Ph. No.: 011-40450193-97

Email ID: [compliances@skylinerta.com](mailto:compliances@skylinerta.com)

SEBI Registration Number: INR000003241

**OFFER CLOSING ON: JULY 21, 2022, THURSDAY**

## SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	DATE AND DAY
Public Announcement (PA) Date	May 18, 2022 Wednesday
Detailed Public Statement (DPS) Date	May 25, 2022 Wednesday
Filing of draft offer document with SEBI	June 01, 2022 Wednesday
Last date for a competing offer	June 15, 2022 Wednesday
Identified Date*	June 24, 2022 Friday
Date by which Letter of Offer will be despatched to the shareholders	July 01, 2022 Friday
Issue Opening PA Date	July 07, 2022 Thursday
Last date by which Board of TC shall give its recommendations	July 05, 2022 Tuesday
Date of commencement of tendering period (Offer opening Date)	July 08, 2022 Friday
Date of expiry of tendering period (Offer closing Date)	July 21, 2022 Friday
Date by which all requirements including payment of consideration would be completed	August 04, 2022 Thursday

*(\*) 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, their persons acting in concert and the parties to any underlying agreement i.e., the Share Purchase Agreement dated May 18, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company) 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(1) and Regulation 4 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. To the best of the knowledge of the Acquirers along with PAC, for the acquisition of control and 33.89% of the total paid-up equity share capital of the Target Company under the Share Purchase Agreement ('SPA') and this Offer, by the Acquirers along with PAC, approval from Reserve Bank of India is required and in case the approval would not be received then the acquisition of 33.89% shares and control over the Target Company under SPA and this Offer would not be completed and the Open Offer would be withdrawn in terms of the provisions of Regulation 23(1)(a) of SEBI (SAST) Regulations, 2011.

### **(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 this 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 ACL, 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 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 below, 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. Public Shareholders of ACL are advised to consult their stock brokers or investment consultants, if any, for analysing all the risks with respect to their participation in this Open Offer.**

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## 1. DEFINITIONS

S. No.	Abbreviations	Particulars
1.	Acquirers	<ul style="list-style-type: none"> <li>▪ Mr. Vikas Garg</li> <li>▪ Mrs. Seema Garg</li> </ul>
2.	Board of Directors / Board	Board of Directors of <b>ADVIK CAPITAL LIMITED</b>
3.	Book Value per equity share	Net worth / Number of equity shares issued
4.	BSE	BSE Limited
5.	Buying Broker	Nikunj Stock Brokers Limited
6.	CDSL	Central Depository Services (India) Limited
7.	CIN	Corporate Identification 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 May 25, 2022, Wednesday
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 May 18, 2022 between Acquirers along with PAC, 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 1.00 each of the Target Company
18.	FEMA	The Foreign Exchange Management Act, 1999, as amended or modified from time to time
19.	Form of Acceptance	Form of Acceptance cum Acknowledgement
20.	Identified Date	The date falling on the 10 <sup>th</sup> (Tenth) Working Day prior to the commencement of the Tendering Period i.e., June 24, 2022, Friday for the purpose of determining the Shareholders to whom the Letter of Offer ('LOO') in relation to this Offer shall be sent
21.	INR	Indian Rupees

22.	Manager to the Offer or, Merchant Banker	Corporate Professionals Capital Private Limited
23.	N.A.	Not Available/Not Applicable
24.	NBFC	Non-Banking Financial Company
25.	NSDL	National Securities Depository Limited
26.	NSE	National Stock Exchange of India Limited
27.	NRI	Non-Resident Indian
28.	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
29.	Offer or The Offer or Open Offer	Open Offer to acquire upto 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares representing 26.00% of the paid-up equity share capital of the Target Company at an offer price of INR 4.15/- (Indian Rupees Four And Fifteen Paise Only) per fully paid-up equity share payable in cash
30.	Offer Period	May 18, 2022, Wednesday to August 04, 2022, Thursday
31. ,	Offer Price	INR 4.15/- (Indian Rupees Four and Fifteen Paise Only) per fully Paid up Equity Share payable in cash
32.	Paid up Equity Share Capital	INR 22,01,93,280 (Indian Rupees Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty Only) divided into 22,01,93,280 (Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty) Equity Shares of INR 1.00 (Indian Rupee One Only) each.
33.	PAT	Profit After Tax
34.	Persons eligible to participate in the Offer	All the Registered shareholders of Advik Capital Limited and unregistered shareholders who own the Equity Shares of Advik Capital Limited any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated May 18, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company
35.	Public Announcement or PA	Public Announcement submitted to BSE, SEBI and TC on May 18, 2022, Friday

36.	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 and the parties to the underlying SPA (as defined below)
37.	Registrar or Registrar to the Offer	Skyline Financial 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
38.	RBI	The Reserve Bank of India
39.	Return on Net Worth	(Profit After Tax/Net Worth) *100
40.	SCRR	Securities Contracts (Regulation) Rules, 1957, as amended or modified
41.	SEBI Act	Securities and Exchange Board of India Act, 1992
42.	SEBI	Securities and Exchange Board of India
43.	SEBI (ICDR) Regulations, 2018	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subsequent amendments thereto
44.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
45.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
46.	Seller or the Sellers	<ul style="list-style-type: none"> <li>▪ Mr. Virender Kumar Agarwal</li> <li>▪ Mr. Shakul Kumar Agarwal</li> </ul>
47.	SPA	The Share Purchase Agreement entered on May 18, 2022 by the Acquirers to acquire 1,73,84,000 (One Crore Seventy Three Lakh Eighty Four Thousand) Equity Shares representing 7.89% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 0.80/- (Indian Rupee Eighty Paise only) per Equity Share aggregating to INR 1,39,07,200/- (Indian Rupees One Crore Thirty Nine Lakh Seven Thousand and Two Hundred only).
48.	Stock Exchange	BSE
49.	Target Company/ TC/ ACL	Advik Capital Limited

50.	Tendering Period	July 08, 2022, Friday to July 21, 2022, Thursday
51.	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 ADVIK CAPITAL 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 ARE 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 MAY 31, 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(1) and Regulation 4 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. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 3.1.3. The salient features of SPA are as follows—
  - The Acquirers have entered into a SPA dated May 18, 2022 with the Sellers for acquisition of 1,73,84,000 (One Crore Seventy Three Lakh Eighty Four Thousand) Equity Shares

representing 7.89% of the Paid-up Equity Share Capital of the Target Company at an agreed price of INR 0.80/- (Indian Rupee Eighty Paise only) per Equity Share aggregating to INR 1,39,07,200/- (Indian Rupees One Crore Thirty Nine Lakh Seven Thousand and Two Hundred only) along with control over the Target Company which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.

- Since the Target Company is an NBFC, the SPA is subject to approval of RBI for the acquisition of substantial shares and change in control and management in terms of the RBI Circular.
- In case RBI approval is not received, the SPA would be rescinded and the Open Offer would be withdrawn in terms of the provisions of Regulation 23 of SEBI (SAST) Regulations.

- 3.1.4. Pursuant to the entering into SPA, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Pursuant to the triggering event, the Acquirers along with PAC have made this open offer to acquire upto 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares representing 26.00% of the paid-up equity share capital of the Target Company at an offer price of INR 4.15/- (Indian Rupees Four And Fifteen Paise Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in Public Announcement, Detailed Public Statement and this Draft Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company.
- 3.1.5. Pursuant to this Offer, the shareholding of the Acquirers along with PAC would increase from 1,48,09,223 (One Crore Forty Eight Lakh Nine Thousand Two Hundred and Twenty Three) representing 6.73% of the paid-up equity share capital of the Target Company to 8,94,43,476 (Eight Crore Ninety Four Lakh Forty Three Thousand Four Hundred and Seventy Six) representing 40.62% of the paid up equity share capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.1.6. 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.
- 3.1.7. 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.
- 3.1.8. 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.
- 3.1.9. Post to the acquisition of substantial shares and control over the Target Company, the Acquirers along with PAC will appoint their representatives on the Board of the Target Company.

3.1.10. 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 May 18, 2022 to SEBI, BSE and TC and the DPS was published on May 25, 2022 in the following newspapers:

Newspapers	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Mumbai Lakshadweep (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 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares representing 26.00% of the paid-up equity share capital of the Target Company at an offer price of INR 4.15/- (Indian Rupees Four And Fifteen Paise Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in PA, DPS and this Draft Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company.

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 ACL those are tendered in valid form in terms of this offer upto a maximum of 5,72,50,253 (Five Crore Seventy-Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares representing 26.00% of the paid-up equity share capital of the Target Company at an offer price of INR 4.15/- (Indian Rupees Four And Fifteen Paise Only).

3.2.7. The Acquirers along with PAC have not acquired any shares of Target Company after the date of PA i.e., May 18, 2022 and upto the date of this DLOO.

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. As on the date of DLOO, the Acquirers along with PAC hold 1,48,09,223 (One Crore Forty Eight Lakh Nine Thousand Two Hundred Twenty Three Only) equity shares representing 6.73% of the paid-up equity share capital of the Target Company.
- 3.2.10. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers along with PAC will hold 8,94,43,476 (Eight Crore Ninety Four Lakh Forty Three Thousand Four Hundred and Seventy Six) representing 40.62% of the Paid up Equity Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.2.11. 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 not reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015.
- 3.2.12. 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.
- 3.2.13. Pursuant to an Open Offer, the Acquirers along with PAC will be classified into Promoter and Promoter group of the Target Company and the Sellers along with the existing shareholders in the promoter and promoter group category of the Target Company, namely Mr. Virender Kumar Agarwal and Mr. Shakul Kumar Agarwal will cease to be classified into Promoter and Promoter group in pursuance with Regulation 31A of SEBI (LODR) Regulations, 2015.

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

The objective behind acquisition of substantial shares and control over the Target Company is to enter into financial business. The Acquirers will appoint certain professional representatives on the Board of the Target Company upon acquisition of substantial shares and control over the Target Company, who has substantial financial and banking experience. The Acquirers and PAC are in final discussion with proposed representatives and upon confirmation, the names would be disclosed.

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

### **4.1. MR. VIKAS GARG ('ACQUIRER 1')**

- 4.1.1 Mr. Vikas Garg S/o Mr. Nand Kishore Garg having PAN AAAPG8241P under the Income Tax Act, 1961, presently residing at H. No. 10, Road No. - 4, East Punjabi Bagh, West Delhi, Delhi – 110026; Ph. No.: +91-9811054466; Email ID: [vikas.garg4466@gmail.com](mailto:vikas.garg4466@gmail.com)
- 4.1.2 Acquirer 1 has recently received the honorary doctorate degree in Business Administration from British National University of Queen Marry. Beside this, he has done B.Com from University of Delhi and holds more than 20 years of experience in the field of petrochemical

products. He is the Managing Director of Vikas Ecotech Limited, a company whose equity shares are listed and traded on the bourses of BSE and NSE and is engaged into polymer compounds and specialty chemical additives for rubbers & Plastics.

- 4.1.3 The Net Worth of Acquirer 1 as on March 28, 2022 is INR 87,80,13,721/- (Indian Rupees Eighty Seven Crores Eighty Lakh Thirteen Thousand Seven Hundred and Twenty One only) as certified by CA Gunjan Jha (Membership No. 529511, Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN 22529511AHAPFF7756) having registered office at S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email id [jhagunjanandassociates@gmail.com](mailto:jhagunjanandassociates@gmail.com) vide its certificate dated April 14, 2022.
- 4.1.4 As on the date of DLOO, Acquirer 1 holds 6,69,776 (Six Lakh Sixty-Nine Thousand Seven Hundred and Seventy-Six) Equity Shares representing 0.30% of the Paid-up Equity Share Capital of the Target Company.
- 4.1.5 As on the date of DLOO, Acquirer 1 is a Managing Director in Vikas Lifecare Limited.
- 4.1.6 As on the date of DLOO, Acquirer 1 does not hold position of Whole Time Director in any of the companies.
- 4.1.7 As on the date of DLOO, Acquirer 1 do not hold any interest in the Target Company apart from the Equity Shares held and disclosed in para 4.1.4 above.
- 4.1.8 Acquirer 1 has not acquired shares of Target Company through open offers in past.
- 4.1.9 Acquirer 1 has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.1.10 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, 1992 (**'SEBI Act'**) as amended or under any other regulation made under the SEBI Act or by any other regulator.
- 4.1.11 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.
- 4.1.12 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.

#### **4.2. MS. SEEMA GARG ('ACQUIRER 2')**

- 4.2.1. Ms. Seema Garg W/o Mr. Vikas Garg having PAN AAJPG3268R under the Income Tax Act, 1961, presently residing at H. No. 10, Road No. - 4, East Punjabi Bagh, West Delhi, Delhi – 110026; Ph. No.: +91-9873844885 ; Email ID: [seema.garg.vikas@gmail.com](mailto:seema.garg.vikas@gmail.com)
- 4.2.2. Acquirer 2 has done graduation in Commerce from Bombay University in 1994 and holds experience of more than 15 years in her husband's business i.e. Acquirer 1 and has been involved in evolution and implementation of various strategy for the growth and business diversification.

- 4.2.3. The Net Worth of Acquirer 2 as on March 28, 2022 is INR 49,97,28,423/- (Indian Rupees Forty Nine Crores Ninety Seven Lakh Twenty Eight Thousand Four Hundred and Twenty Three only) as certified by CA Gunjan Jha (Membership No. 529511, Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN 22529511AHAPFF7756) having registered office at S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email id [jhagunjanandassociates@gmail.com](mailto:jhagunjanandassociates@gmail.com) vide its certificate dated April 14, 2022.
- 4.2.4. As on the date of DLOO, Acquirer 2 holds 4,600 (Four Thousand and Six Hundred) Equity Shares representing 0.00% of the Paid-up Equity Share Capital of the Target Company.
- 4.2.5. As on the date of DLOO, Acquirer 2 is not holding any position of Director in any listed company or any other company.
- 4.2.6. As on the date of DLOO, Acquirer 2 do not hold any interest in the Target Company apart from the Equity Shares held and disclosed in para 4.2.4 above.
- 4.2.7. Acquirer 2 has not acquired shares of Target Company through open offers in past.
- 4.2.8. Acquirer 2 has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.2.9. 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, 1992 (**'SEBI Act'**) as amended or under any other regulation made under the SEBI Act or by any other regulator.
- 4.2.10. 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.
- 4.2.11. 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.

### **4.3. MS. SUKRITI GARG ('PAC')**

- 4.3.1. Ms. Sukriti Garg D/o Mr. Vikas Garg having PAN ALWPG6413A under the Income Tax Act, 1961, presently residing at H. No. 10, Road No. - 4, East Punjabi Bagh, West Delhi, Delhi – 110026; Ph. No.: +91-9582439322 ; Email ID: [sukritigargl5@gmail.com](mailto:sukritigargl5@gmail.com)
- 4.3.2. PAC holds a degree of Bachelor of Architecture from Guru Gobind Singh Indraprastha University and is currently pursuing Master of Architecture (M Arch), Architectural Design Programme from Bartlett School of Architecture, London, United Kingdom. Besides Architectural interest, she is closely associated with her father i.e. Acquirer 1 in the businesses he is carrying and is acting as strategic investor in some of the business.
- 4.3.3. The Net Worth of PAC as on April 16, 2022 is INR 22,89,28,369/- (Indian Rupees Twenty Two Crores Eighty Nine Lakh Twenty Eight Thousand Three Hundred and Sixty Nine only) as certified by CA Gunjan Jha (Membership No. 529511, Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN 22529511AJFCTF8306) having registered office at S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-

8802147427; +91-11-22484803; Email id jhagunjanandassociates@gmail.com vide its certificate dated May 18, 2022.

- 4.3.4. As on the date of DLOO, PAC holds 1,41,34,847 (One Crore Forty-One Lakh Thirty Four Thousand Eight Hundred and Forty Seven) Equity Shares representing 6.42% of the Paid-up Equity Share Capital of the Target Company.
  - 4.3.5. As on the date of DLOO, PAC is not holding any position of Director in any listed company or any other company.
  - 4.3.6. As on the date of DLOO, PAC do not hold any interest in the Target Company apart from the Equity Shares held and disclosed in para 4.3.4 above.
  - 4.3.7. PAC has not acquired shares of Target Company through open offers in past.
  - 4.3.8. PAC has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
  - 4.3.9. As on the date of PA, PAC has 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 or by any other regulator.
  - 4.3.10. As on the date of PA, PAC 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.
  - 4.3.11. As on the date of PA, PAC has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
  - 4.3.12. PAC along with Stepping Stone Constructions Private Limited has also made a Public Announcement of open offer to acquire control and 10,75,704 (Ten Lakh Seventy Five Thousand Seven Hundred and Four) Equity shares representing 73.02% of the paid-up equity share capital of Justride Enterprises Limited on April 20, 2022 under SEBI (SAST) Regulations, 2011, which is under process with SEBI.
- 4.4.** Acquirers and PAC are immediate relatives. Acquirer 1 is husband of Acquirer 2 and father of PAC.

## **5. BACKGROUND OF THE TARGET COMPANY – ADVIK CAPITAL LIMITED**

- 5.1 The Target Company having CIN L65100DL1985PLC022505, was incorporated as a public limited company in the name and style of Quick Credit Limited on November 14, 1985 under the provisions of Companies Act, 1956 and further got registered with RBI as Non-Deposit taking Non-Banking Financial Company ('NBFC') vide Certificate of Registration number B-14.00724 in the year 2003. Thereafter, the Target Company has undergone capital restructuring and vide High Court Order in the year 2010, the name of Company was changed from 'Quick Credit Limited' to 'Du-Lite Industries Limited'. Further, the Company has changed the name from 'Du-Lite Industries Limited' to 'Advik Industries Limited' w.e.f. February 24, 2011. Subsequently, the Target Company has changed its name from 'Advik Industries Limited' to 'Advik Capital Limited' w.e.f. July 07, 2017. Initially the Target Company came out with Initial Public Offer and got listed on the bourses of Delhi Stock Exchange Limited and

later on March 28, 2016, the Target Company's equity shares got listed on the bourses of BSE Limited.

- 5.2 The registered office of the Target Company is situated at Plot No. 84, Khasra No.143/84, Ground Floor, Extended Lal Dora, Kanjhawla (North West), Delhi – 110081.
- 5.3 The Equity Shares of Target Company are listed and traded on the bourses of BSE Limited 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 as on the date of PA.
- 5.4 The authorized share capital of the Target Company is INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) constituting 25,00,00,000 (Twenty Five Crores) Equity Shares of INR 1/- each. The paid-up equity share capital of the Target Company is INR 22,01,93,280 (Indian Rupees Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty Only) divided into 22,01,93,280 (Twenty Two Crores One Lakh Ninety Three Thousand Two Hundred and Eighty) Equity Shares of INR 1.00 (Indian Rupee One Only) each.
- 5.5 Presently there are no outstanding partly paid-up shares in the Target Company.
- 5.6 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	22,01,93,280 Equity Shares of INR 10.00 each	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	22,01,93,280 Equity Shares of INR 10.00 each	100.00
Total Voting Rights in TC	22,01,93,280 Equity Shares of INR 10.00 each	100.00

- 5.7 As on the date of this DLOO, the composition of the Board of Directors of ACL is as under—

<b>S. No.</b>	<b>Name and Address of Director</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	<b>Mr. Virender Kumar Agarwal</b> <b>DIN:</b> 00531255 <b>Address:</b> H. No.-107, Plot No.44, Aravali Kunj Apartments, Rohini, Sector – 13, Delhi – 110085	Managing Director	January 14, 2010
2.	<b>Ms. Manju Agarwal</b> <b>DIN:</b> 00531255 <b>Address:</b> House No. 281-282, Pocket-B4, Ground Floor, Near Navdurga Mandir, Sector-7, Rohini, North West Delhi – 110085	Non-executive Director	August 07, 2011

3.	<b>Mr. Madhur Bansal</b> <b>DIN:</b> 07864130 <b>Address:</b> House No. 281-282, Pocket-B4, Ground Floor, Near Navdurga Mandir, Sector-7, Rohini, North West Delhi – 110085	Additional Director (Executive Category)	April 07, 2022
4.	<b>Mr. Shakul Kumar Agarwal</b> <b>DIN:</b> 03590891 <b>Address:</b> H.No.-107, Plot No.44, Aravali Kunj Apartments, Rohini, Sector-13, Delhi 110085	Whole Time Director	July 01, 2012
5.	<b>Ms. Gunjan Jha</b> <b>DIN:</b> 09270389 <b>Address:</b> House No-191, 4th Floor, School Block Shakarpur, L Corner Building, Baramad Shakarpur, East Delhi – 110092	Independent Director	December 28, 2021
6.	<b>Mr. Sony Kumari</b> <b>DIN:</b> 09270483 <b>Address:</b> E-30H, Flat No.8, 2nd Floor, Chhatarpur Extension Near Suman Chowk, Chattarpur, Delhi – 110074	Independent Director	December 28, 2021
7.	<b>Mr. Om Prakash Aggarwal</b> <b>DIN:</b> 09553402 <b>Address:</b> B-3/239, First Floor, Paschim Vihar New Delhi – 110063	Additional Director (Independent Category)	April 07, 2022

5.8 The financial information for last three financial years and for the six months ended September 30, 2021 is as follows:

**Standalone Basis**

(INR in Lacs)

Profit & Loss Statement	Year Ended 31.03.2020 (Audited)	Year Ended 31.03.2021 (Audited)	Year Ended 31.03.2022 (Audited)
Income from Operations	67.56	47.71	3949.52
Other Income	1.01	0.80	0.00
Increase/ (Decrease) in Stock	-6.01	0.00	91.63
<b>Total Income</b>	<b>62.56</b>	<b>48.51</b>	<b>4041.15</b>

<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>49.59</b>	<b>43.19</b>	<b>3984.26</b>
Profit before Depreciation, Interest & Tax	12.97	5.32	56.89
Depreciation	0.98	0.12	2.89
Interest	0.05	0.00	0.02
<b>Profit/ (Loss) before tax</b>	<b>11.94</b>	<b>5.20</b>	<b>53.98</b>
Provision for Tax	2.75	1.31	12.85
<b>Profit/ (Loss) after Tax</b>	<b>9.19</b>	<b>3.89</b>	<b>41.13</b>
<b>Balance Sheet Statement</b>	<b>Year Ended</b>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31.03.2020</b>	<b>31.03.2021</b>	<b>31.03.2022</b>
	<b>(Audited)</b>	<b>(Audited)</b>	<b>(Audited)</b>
<b>Sources of Funds</b>			
Paid up Share Capital	458.74	458.74	458.74
Other Equity (Excl. Revaluation Reserve)	448.70	452.60	493.73
Secured Loan	0	0	0
Unsecured Loan	0	0	288.7
Deferred Tax Liability (Net)	0.63	0.64	2.03
Other Liabilities	4.90	6.46	10.79
<b>TOTAL</b>	<b>912.97</b>	<b>918.44</b>	<b>1253.99</b>
<b>Uses of Funds</b>			
Net Fixed Assets	114.37	112.00	109.11
Investments	148.44	148.44	148.44
Loans	579.26	605.00	731.00
Other assets		53.00	265.44
Total miscellaneous expenses not written off	70.90	0	0
<b>TOTAL</b>	<b>912.97</b>	<b>918.44</b>	<b>1253.99</b>

<b>Other Financial Data</b>	<b>Year Ended</b>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>31.03.2020</b>	<b>31.03.2021</b>	<b>31.03.2022</b>
	<b>(Audited)</b>	<b>(Audited)</b>	<b>(Audited)</b>
Dividend (%)	NIL	NIL	NIL
Earnings Per Share (INR)	0.02	0.01	0.09
Networth (INR in Lacs)	907.44	911.34	952.47

Return On Networth (%)	1.01%	0.85%	8.97%
Book Value Per Share	1.98	1.99	2.08

**Consolidated Basis**

**(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	748.26	625.86	4645.9
Other Income	6.88	2.11	11.82
Increase/ (Decrease) in Stock	0.00	-6.99	87.06
<b>Total Income</b>	<b>755.14</b>	<b>620.98</b>	<b>4744.78</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>698.12</b>	<b>570.60</b>	<b>4637.55</b>
Profit before Depreciation, Interest & Tax	57.02	<b>50.38</b>	<b>107.23</b>
Depreciation	23.70	18.74	23.43
Interest	16.69	21.85	20.51
<b>Profit/ (Loss) before tax</b>	<b>16.63</b>	<b>9.79</b>	<b>63.29</b>
Provision for Tax	4.08	2.59	15.91
<b>Profit/ (Loss) after Tax</b>	<b>12.55</b>	<b>7.20</b>	<b>47.38</b>
<b>Attributable to:</b>			
<b>Equity Holder of the Company</b>	<b>11.13</b>	<b>5.81</b>	<b>44.76</b>
<b>Non Controlling Interest</b>	<b>1.42</b>	<b>1.39</b>	<b>2.62</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	458.74	458.74	458.74
Other Equity (Excl. Revaluation Reserve)	719.60	578.37	625.74
Secured Loan	130.47	145.09	133.12
Unsecured Loan	114.61	137.83	335.90
Other Liabilities	137.44	114.06	117.19
<b>TOTAL</b>	<b>1560.86</b>	<b>1434.09</b>	<b>1670.69</b>

<b>Uses of Funds</b>			
Net Fixed Assets	231.36	220.02	198.38
Investments	0.00	0.00	0.00
Loans	630.82	605.00	731.00
Other assets	698.58	606.49	740.21
Deferred Tax Assets (Net)	0.10	2.58	1.10
Total miscellaneous expenses not written off	0.00	0.00	0.00
<b>TOTAL</b>	<b>1560.86</b>	<b>1434.09</b>	<b>1670.69</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 (%)	NIL	NIL	NIL
Earnings Per Share (INR)	0.03	0.22	0.42
Networth (INR in Lacs)	1178.34	1037.11	1084.48
Return On Networth (%)	1.07%	0.69%	4.37%
Book Value Per Share	2.57	2.26	2.36

5.9 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 Offer i.e. (A+B+C)	
		No.	%	No.	%	No.	%	No.	%
1.	<b>Promoter Group</b>								
	a. Parties to agreement, if any	1,73,84,000	7.89	(1,73,84,000)	(7.89)	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>	<b>1,73,84,000</b>	<b>7.89</b>	<b>(1,73,84,000)</b>	<b>(7.89)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
2.	<b>Acquirers and PAC</b>								
	a. Vikas Garg	6,69,776	0.30	86,92,000	3.95	2,86,25,127	13.00	3,79,86,903	17.25

	b. Seema Garg	4,600	0.00	86,92,000	3.95	2,86,25,126	13.00	3,73,21,726	16.95
	c. Sukriti Garg	1,41,34,847	6.42	0	0.00	0	0.00	1,41,34,847	6.42
	<b>Total (a+b+c)</b>	<b>2 1,48,09,223</b>	<b>6.72</b>	<b>1,73,84,000</b>	<b>7.89</b>	<b>5,72,50,253</b>	<b>26.00</b>	<b>8,94,43,476</b>	<b>40.62</b>
<b>3.</b>	Parties to the agreement other than 1(a) & 2	0	0.00	0	0.00	0	0.00	0	0.00
<b>4.</b>	<b>Public (other than parties to agreement, acquirers &amp; PACs)</b>								
a.	FIs / MFs / FIs / Banks, SFIs	18,80,00,057	85.38	0	0.00	(5,72,50,253)	(26.00)	13,07,49,804	59.38
b.	Others								
	<b>Total (4)(a+b)</b>	<b>18,80,00,057</b>	<b>85.38</b>	<b>0</b>	<b>0.00</b>	<b>(5,72,50,253)</b>	<b>(26.00)</b>	<b>13,07,49,804</b>	<b>59.38</b>
	<b>Total (1+2+3+4)</b>	<b>22,01,93,280</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>22,01,93,280</b>	<b>100.00</b>

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1. The Acquirers along with PAC have entered into a SPA dated May 18, 2022 with the Sellers for acquisition of control and 1,73,84,000 (One Crore Seventy Three Lakh Eighty Four Thousand) Equity Shares representing 7.89% of the Paid-up Equity Share Capital of the Target Company of Face Value of INR 1.00/- (Indian Rupees One Only) at an agreed price of INR 0.80/- (Indian Rupee Eighty Paise only) per Equity Share aggregating to INR 1,39,07,200/- (Indian Rupees One Crore Thirty Nine Lakh Seven Thousand and Two Hundred only) to be paid in cash, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.

6.1.2. The Equity Shares of the Target Company are listed and traded on the bourses of BSE. 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. May 18, 2022 (May 2021 to April 2022) is as given below:

Stock Exchange	Total No. of equity shares traded during the Twelve calendar months prior to the month of PA	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	May 18, 2022 (May 2021 to April 2022)	9,08,31,166	4,58,73,600	194.75
	April 25, 2022 to April 30, 2022	13,25,184	22,01,93,280	0.01
<b>Total</b>	<b>May 2021 to April 2022</b>			<b>194.76</b>

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

6.1.3. 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' in terms of the provisions of Regulation 2(1)(j) of the SEBI (SAST) Regulations) as on PA date.

6.1.4. The Offer Price of INR 4.15/- (Indian Rupees Four and One Five Paise 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	INR 0.80
(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 PA (Refer Note 1 below)	INR 2.89
(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 PA (Refer Note 1 below)	INR 3.13
(d)	The volume-weighted average market price of shares for a period of sixty trading days (February 16, 2022 to May 17, 2022) 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 (Refer Note 2 below)	INR 4.11
(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	Not Applicable, since the equity shares are frequently traded

	<p>multiples, and such other parameters as are customary for valuation of shares of such companies.</p>	
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**Note 1 – Details of acquisitions by Acquirers along with PAC in last 52 weeks prior to the date of Public Announcement**

Date	Name	Transaction	Shares Transacted (V)	WAP	VWAP
01/09/2021	Vikas Garg	Buy	2,25,000	2.17	4,88,250
01/09/2021	Sukriti Garg	Buy	2,25,000	2.17	4,88,250
02/09/2021	Seema Garg	Buy	2,23,000	2.2	4,91,091
02/09/2021	Vikas Garg	Buy	2,20,000	2.27	4,99,356
06/09/2021	Vikas Garg	Buy	4,11,607	2.49	10,24,901
08/09/2021	Vikas Garg	Buy	5,63,515	2.69	15,15,855
09/09/2021	Vikas Garg	Buy	38,106	2.82	1,07,459
14/09/2021	Vikas Garg	Buy	4,00,000	3.1	12,39,280
17/09/2021	Vikas Garg	Buy	3,500	2.9	10,150
17/09/2021	Seema Garg	Buy	3,400	2.9	9,860
17/09/2021	Sukriti Garg	Buy	2,100	2.9	6,090
27/09/2021	Sukriti Garg	Buy	3,00,000	3.66	10,98,000
04/10/2021	Sukriti Garg	Buy	10,500	3.46	36,349
05/10/2021	Sukriti Garg	Buy	1,83,050	3.32	6,07,799
11/10/2021	Sukriti Garg	Buy	9,89,061	3.59	35,50,729
20/10/2021	Sukriti Garg	Buy	1,16,291	3.88	4,51,116
21/10/2021	Sukriti Garg	Buy	33,050	3.96	1,30,845
22/10/2021	Sukriti Garg	Buy	65,100	3.94	2,56,793
27/10/2021	Sukriti Garg	Buy	22,230	3.71	82,511
28/10/2021	Sukriti Garg	Buy	29,054	3.79	1,10,077
04/11/2021	Sukriti Garg	Buy	16,510	3.67	60,549
04/11/2021	Sukriti Garg	Buy	3,990	3.67	14,633
11/03/2022	Vikas Garg	Buy	40,000	3.13	1,25,076
19/04/2022	Sukriti Garg	Buy	1,40,50,000	2.85	4,00,42,500
<b>TOTAL</b>			<b>1,81,74,064</b>		<b>5,24,47,520</b>
<b>VWAP for the acquisitions by Acquirers and PAC in last 52 weeks</b>					<b>2.89</b>
<b>VWAP for the acquisitions by Acquirers and PAC in last 26 weeks</b>					<b>3.13</b>
26/04/2022	Vikas Garg	Gift	4,50,000	NA	NA

**Note 2 – Details of Volume Weighted Average Price for 60 trading days**

<b>VWAP for 60 trading days</b>			
<b>Date</b>	<b>WAP</b>	<b>Volume</b>	<b>VWAP</b>
17-May-22	2.97	28,44,425	84,50,863
16-May-22	2.88	1,09,01,953	3,14,20,696
13-May-22	3.01	6,27,830	18,89,768
12-May-22	3.16	1,10,920	3,50,507
11-May-22	3.32	64,560	2,14,339
10-May-22	3.49	70,346	2,45,507
9-May-22	3.67	1,13,289	4,15,770
6-May-22	3.86	2,97,134	11,46,937
5-May-22	4.06	94,046	3,81,826
4-May-22	4.27	1,17,795	5,02,984
2-May-22	4.49	1,83,164	8,22,406
29-Apr-22	4.72	1,48,954	7,03,062
28-Apr-22	4.96	1,43,798	7,13,238
27-Apr-22	5.22	94,920	4,95,482
26-Apr-22	5.49	1,87,512	10,29,440
25-Apr-22	5.77	7,50,000	43,27,500
22-Apr-22	6.04	41,19,353	2,48,65,461
21-Apr-22	5.94	27,87,577	1,65,69,421
20-Apr-22	5.74	23,81,937	1,36,66,647
19-Apr-22	5.47	23,43,061	1,28,10,378
18-Apr-22	5.21	30,41,512	1,58,45,441
13-Apr-22	4.97	1,94,970	9,69,000
12-Apr-22	5.55	14,11,668	78,40,511
11-Apr-22	5.40	8,51,617	45,97,666
8-Apr-22	5.07	11,38,585	57,73,153
7-Apr-22	4.91	3,87,955	19,04,859
6-Apr-22	4.68	6,26,592	29,32,450
5-Apr-22	4.46	5,70,220	25,43,181
4-Apr-22	4.19	10,82,643	45,39,595
1-Apr-22	3.93	9,73,198	38,25,621
31-Mar-22	3.78	6,83,147	25,79,249
30-Mar-22	3.73	7,23,100	26,97,004
29-Mar-22	3.87	2,29,176	8,87,631
28-Mar-22	3.83	2,76,367	10,57,509

25-Mar-22	3.89	3,71,690	14,44,580
24-Mar-22	3.55	4,60,467	16,34,621
23-Mar-22	3.69	1,38,913	5,11,943
22-Mar-22	3.85	2,62,879	10,12,962
21-Mar-22	4.13	6,77,165	27,96,006
17-Mar-22	3.95	6,64,580	26,28,045
16-Mar-22	3.77	8,47,912	31,94,616
15-Mar-22	3.62	57,904	2,09,612
14-Mar-22	3.45	1,20,705	4,16,432
11-Mar-22	3.17	4,39,232	13,93,848
10-Mar-22	2.89	5,31,422	15,35,178
9-Mar-22	3.62	1,88,842	6,83,821
8-Mar-22	3.87	16,42,500	63,57,419
7-Mar-22	3.87	7,15,049	27,65,019
4-Mar-22	3.57	26,93,198	96,08,339
3-Mar-22	3.52	12,93,015	45,51,412
2-Mar-22	3.36	10,60,175	35,62,188
28-Feb-22	3.20	7,63,448	24,43,033
25-Feb-22	3.05	1,13,606	3,46,498
24-Feb-22	2.91	11,02,731	32,08,947
23-Feb-22	2.78	5,73,407	15,94,071
22-Feb-22	2.65	1,30,362	3,45,459
21-Feb-22	2.51	3,32,404	8,33,681
18-Feb-22	2.47	7,97,606	19,71,919
17-Feb-22	2.46	4,48,449	11,01,692
16-Feb-22	2.48	4,55,130	11,28,159
<b>Total</b>		<b>5,74,56,115</b>	<b>23,62,94,602</b>
<b>VWAP for 60 trading days</b>			<b>4.11</b>

- 6.1.5. In view of the parameters considered and presented in table above, in the opinion of the Acquirers along with PAC and the Manager to the Offer, the Offer Price INR 4.15/- (Indian Rupees Four and One Five Paise only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- 6.1.6. 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.
- 6.1.7. 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 acquire 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.

- 6.1.8. 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 2011, 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.
- 6.1.9. 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(4) and Regulation 18(5) 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.
- 6.1.10. 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.
- 6.1.11. The completion of the acquisition of shares and control over the Target Company under SPA and this open offer is subject to the approval from RBI for the change in control and management of the Target Company and is subject to the conditions stipulated in the SPA.
- 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 Acquirers 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 5,72,50,253 (Five Crore Seventy Two Lakh Fifty Thousand Two Hundred and Fifty Three) Equity Shares from the Public Shareholders of the Target Company at an Offer Price of INR 4.15/- (Indian Rupees Four and One Five Paise Only) per fully paid up equity share is INR 23,75,88,550/- (Indian Rupees Twenty Three Crore Seventy Five Lakh Eighty Eight Thousand Five Hundred and Fifty Only) (the '**Maximum Consideration**').
- 6.2.2. By way of security for performance of obligations by the Acquirers and PAC under SEBI (SAST) Regulations, Acquirer 1 has deposited frequently traded and freely transferable equity shares, with appropriate margin, by way of Securities Escrow Agreement dated May 20, 2022 in favor of the Manager to the Offer in terms of regulation 17(3)(c) of SEBI (SAST) Regulations ('Eligible Shares'). The details of Eligible Shares are as under:

Name of the Company	No. of Equity Shares	Closing Price as on the date of Public Announcement on BSE	Closing Price as on the date of Public Announcement on NSE
Vikas Lifecare Limited	2,05,00,000	INR 4.45 per share	INR 4.30 per share

- 6.2.3. The aforesaid Eligible Shares conform to the requirements set out in Regulation 9(2) of SEBI (SAST) Regulations, 2011. The Eligible Shares are owned by Acquirer 1 and have been pledged exclusively in favor of Manager to the Offer with authority to redeem the Eligible Shares and realize the value in accordance with SEBI (SAST) Regulations, 2011. Except the pledge in favor of the Manager to the Offer, for the purpose of this Offer, the Eligible Shares are free from any Encumbrance(s). The pledge on the Eligible Shares have been confirmed in favour of Manager to the Offer by Alankit Assignments Limited vide Pledge Master Report dated May 23, 2022. The market value of the Eligible Shares as on the date of Public Announcement i.e. May 18, 2022, is equivalent to INR 9,12,25,000 (Indian Rupees Nine Crores Twelve Lakh Twenty Five Thousand Only) which is in excess of the minimum requirement of INR 5,93,97,138 (Indian Rupees Five Crores Ninety Three Lakh Ninety Seven Thousand One Hundred and Thirty Eight Only) (i.e. 25% of the Maximum Consideration) in terms of Regulation 17(1) of the SEBI (SAST) Regulations, 2011. In the event of any shortfall in the amount required to be maintained under regulation 17 of the SEBI (SAST) Regulations, 2011, the Acquirers along with PAC shall be liable to make good the shortfall.
- 6.2.4. The Acquirers along with PAC, 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 May 18, 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 and in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have deposited INR 24,00,000 (Indian Rupees Twenty Four Lakh only) in the Escrow Account under the name and style of 'CPCPL ACL OPEN OFFER ESCROW ACCOUNT' ('Escrow Account'), which is more than 1% (One percent) of the Maximum Consideration. The cash deposit in the Escrow Account has been confirmed by the Escrow Banker.

- 6.2.5. The Acquirers along with PAC 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 in terms of the SPA and this Open Offer will be financed through the internal resources of the Acquirers along with PAC.
- 6.2.6. In case of upward revision in the Offer price or Offer size, the Acquirers along with PAC shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- 6.2.7. The Acquirers along with PAC have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.8. CA Gunjan Jha (Membership No. 529511), Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN: 22529511AJFCTF8306) having registered office at S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email ID jhagunjanandassociates@gmail.com vide its certificates dated April 14, 2022 (for Acquirers) and May 18, 2022 (for PAC) has certified that the Acquirers along with PAC have sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 6.2.9. 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 the Acquirers along with PAC to fulfill their obligation 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 ACL, whose names appear in its Register of Members as on June 24, 2022, Friday 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:** There are no lock-in shares in the Target Company.

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

Registered shareholders of ACL and unregistered shareholders who own the Equity Shares of ACL any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated May 18, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company.

#### **7.4 Statutory and other Approvals:**

- 7.4.1 To the best of the knowledge of the Acquirers along with PAC, apart from the approval required from RBI for acquisition of control and 33.89% of the total paid-up equity share capital of the Target Company under SPA and this Offer, by the Acquirers along with PAC, no statutory or other approvals are required to complete the acquisition of underlying agreement 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 along with PAC 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 stage (which are not applicable on the date of DPS) before the completion of the Open Offer.
- 7.4.2 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 along with PAC 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 along with PAC from NRIs and OCBs.
- 7.4.3 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers along with PAC for payment of consideration to the public 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) of the SEBI (SAST) Regulations.
- 7.4.5 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 on the Offer Price.
- 7.4.6 The Acquirers along with PAC 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.
- 7.4.7 The Manager to the Offer i.e., Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer. They declare and undertake that they shall not deal in the Equity Shares of the Target

Company during the period commencing from the date of their appointment as Manager to the Offer until the expiry of 15 days from the date of closure of this Open Offer.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The Open Offer will be implemented by the Acquirers along with PAC 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. The Acquirers along with PAC have appointed **Nikunj Stock Brokers Limited ('Buying Broker')** to act as buying broker for the Open Offer through whom the purchases and settlement of the shares tendered under the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:  
**Name:** Nikunj Stock Brokers Limited  
**CIN:** U74899DL1994PLC060413  
**SEBI Registration Number:** INZ000169335  
**Registered Address:** A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi – 110007  
**Contact Person:** Mr. Anshul Aggarwal  
**Tel. No.:** +91-9810655378  
**Email ID:** [complianceofficer@nikunjonline.com](mailto:complianceofficer@nikunjonline.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 Acquirer 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.

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. **Skyline Financial Services Private Limited** at the address mentioned on the cover page. The envelope should be superscribed '**Advik Capital 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:**

- 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 shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers along with PAC 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 along with PAC.
- 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 along with PAC 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 along with PAC for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers along with PAC 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:

- (i) Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”)
- (ii) Others
  - Company
  - Other Than Company

### b) Non-Resident Shareholders being:

- (i) Non-Resident Indians (NRIs)
- (ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- (iii) Others
  - Company
  - Other Than Company

## 3. Classification of 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 along with PAC 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 along with PAC 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 along with PAC 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 along with PAC to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirers along with PAC 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 along with PAC 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.

b) Cess – Health and Education Cess @ 4% is currently leviable in all cases.

c) 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 by CA Gunjan Jha (Membership No. 529511), Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN: 22529511AEUXX6402) having office at S-191, Fourth Floor, Gali No – 04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email ID: [jhagunjanandassociates@gmail.com](mailto:jhagunjanandassociates@gmail.com) vide its certificate dated April 14, 2022 (for Acquirers) and May 18, 2022 (for PAC) certifying that the Acquirers and PAC has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 9.2. Audited Annual Accounts of ACL for last three years.
- 9.3. Escrow Agreement between Acquirers along with PAC, Yes Bank Limited and Manager to the Offer.
- 9.4. Copy of Share Purchase Agreement dated May 18, 2022 entered between the Acquirers along with PAC and Sellers.
- 9.5. Confirmation from Yes Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations, 2011.
- 9.6. Copy of Public Announcement filed on May 18, 2022, published copy of the Detailed Public Statement which appeared in the Newspapers on May 25, 2022, Issue Opening PA and any corrigendum to these, if any.
- 9.7. A copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers.
- 9.8. A copy of the Observation letter from SEBI.
- 9.9. Copy of Agreement between Acquirers along with PAC and the Registrar to the Offer.
- 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 and on behalf of**

**Sd/-**

**Mr. Vikas Garg**

**Acquirer 1**

**Sd/-**

**Mrs. Seema Garg**

**Acquirer 2**

**Sd/-**

**Ms. Sukriti Garg**

**PAC**

**Place: New Delhi**

**Date: June 01, 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>: JULY 08, 2022, FRIDAY</b>
<b>OFFER CLOSSES ON</b>	<b>: JULY 21, 2022, THURSDAY</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,

**Acquirers and PAC**

**C/O SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020

Dear Sir/s,

**OPEN OFFER TO THE SHAREHOLDERS OF ADVIK CAPITAL LIMITED ('ACL'/ 'TARGET COMPANY') BY MR. VIKAS GARG, MRS. SEEMA GARG AND MS. SUKRITI GARG ('ACQUIRERS ALONG WITH 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 **ADVIK CAPITAL 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 ACL held by me/ us at a price of INR 4.15 (Indian Rupees Four and One Five Paise 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 ACL</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 ACL 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 ACL:

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

-----  
 -----

**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 along with PAC is entirely at the discretion of the equity shareholder of ACL.
  - II. Shareholders of ACL to whom this Offer is being made, are free to Offer his / her / their shareholding in ACL for sale to the 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 ADVIK CAPITAL LIMITED ('ACL'/ 'TARGET COMPANY') BY MR. VIKAS GARG, MRS. SEEMA GARG AND MS. SUKRITI GARG 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**

**Skyline Financial Services Private Limited**

**CIN: U74899DL1995PTC071324**

**SEBI Registration Number: INR000003241**

**Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020**

**Contact Person: Mr. Alok Gautam**

**Ph. No.: 011-40450193-97**

**E-mail ID: [compliances@skylinerta.com](mailto:compliances@skylinerta.com)**