



Date: 18<sup>th</sup> January, 2022

The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sir,

**Sub.: Open Offer for acquisition of 24,90,751 (Twenty-Four Lakh Ninety Thousand Seven Hundred Fifty One Only) fully paid up equity shares of Rs.10/- each from equity shareholders of KLK Electrical Limited (hereinafter referred to as "Target Company" or "KLK") by Sreenivasa Sreekanth Uppuluri, Yerradoddi Ramesh Reddy and Edvenswa Tech Private Limited (hereinafter referred to as "Acquirers") pursuant to and in accordance with Regulations 3(1) and 4 of the SEBI SAST Regulations, 2011.**

**Re: Submission of Letter of Offer.**

This is further to our letter dated 02<sup>nd</sup> November, 2021 and 11<sup>th</sup> November, 2021 & 18<sup>th</sup> November, 2021 on the captioned subject. We are enclosing herewith a copy of the Letter of Offer with regard to the open offer to the shareholders of KLK Electrical Limited made by Sreenivasa Sreekanth Uppuluri, Yerradoddi Ramesh Reddy and Edvenswa Tech Private Limited as submitted to SEBI for your information and records.

In this regard, we are also enclosing herewith the following:

1. Copy of Letter of Offer in PDF Format.

Please acknowledge receipt.

Thanking you,

Yours Sincerely,  
**For Finshore Management Services Limited**

  
(Director)  
Contact Phone: 033-22895101  
Mobile: 9831020743  
Email Id: ramakrishna@finshoregroup.com  
Encl.: As above



**FINSHORE MANAGEMENT SERVICES LIMITED**

(CIN : U74900WB2011PLC169377) ● Website : www.finshoregroup.com

Regd. Office : "Anandlok" 2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India Ph. : 033 2289 5101

*Creating Enterprise Managing Values*

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a public equity shareholder(s) of **KLK Electrical Limited**. If you require any clarification about action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in **KLK Electrical Limited**, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER ("Offer")**

**BY**

**SREENIVASA SREEKANTH UPPULURI**

residing at 1-36/13, Manju Anurag Enclave, Madhusudan Nagar, Malkajgiri, Rangareddi, Hyderabad-500047, Telangana, India (Indian Residence) & 468, Trebbiano PL, Pleasanton, CA 94566 (US Residence), Tel:+91-9100052963

(hereinafter referred to as "Acquirer 1")

**And**

**YERRADODDI RAMESH REDDY**

residing at Block-2, Flat-902, Hill Ridge Springs, Gachibowli, Rangareddi, Hyderabad- 500032, Telangana, Tel:+91-9866002244

(hereinafter referred to as "Acquirer 2")

**And**

**EDVENSWA TECH PRIVATE LIMITED**

**CIN: U72200TG2007PTC054537**

Having registered office at D.No. 1-6-149/5/B/1, Edvenswa Towers, Bowrampet, Dundigal Municipality, Medchal-Malkajgiri, Hyderabad - 500043, Telangana, India, Tel:+91 9848467845

(hereinafter referred to as "Acquirer 3")

(hereinafter collectively referred to as "Acquirers")

**TO ACQUIRE**

Upto 24,90,751\* Equity Shares of Rs.10/- each at an Offer Price per equity share of Rs. 25/- each payable in cash, representing 28.79% of the Emerging fully diluted voting Equity share capital of KLK Electrical Ltd as of the 10th working day from the closure of the tendering period of the open offer, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof, from the public shareholders.

**OF**

**KLK ELECTRICAL LIMITED**

(hereinafter referred to as "Target Company")

Registered Office: "Plot No.85, Shop No. 1, 4<sup>th</sup> Street, Ganesh Avenue, Sakthi Nagar, Porur, Chennai, Tamil Nadu-600116, India "

Corporate Identification Number (CIN): L72300TN1980PLC008230, Tel: +91-9391117891; Email: [admin@klk.co.in](mailto:admin@klk.co.in); Website: [www.klk.co.in](http://www.klk.co.in)

\*As on date total Public Shareholding is 24,90,751 Shares.

**Please Note:**

- This Offer is being made by the Acquirers pursuant to regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI SAST Regulations**") for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations, 2011.
- To the best of the knowledge of the Acquirers, there are no statutory approvals required for the purpose of this Offer except approval of BSE (Stock Exchange) and Shareholders approval for the Preferential issue of Equity Shares and Equity Share Warrants. The In-Principle approval of BSE was received on 06<sup>th</sup> January, 2022 and of shareholders vide the Extraordinary General Meeting held on 2nd December, 2021. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
- If there is any upward revision in the Offer Price/Size at any time prior to the commencement of the last one working day before the commencement of the tendering period in terms of the SEBI SAST Regulations the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement had appeared. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.
- **This Offer is not a competing bid.**
- **If there are competing bid, the public offers under all the subsisting bids shall open and close on the same date. As per the information available with the Acquirers / Target Company, no competitive bid has been announced as of the date of this Letter of Offer.**
- The Public Announcement, Detailed Public Statement and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on the website of Securities and Exchange Board of India ("**SEBI**") at [www.sebi.gov.in](http://www.sebi.gov.in)

**MANAGER TO THE OFFER**

**REGISTRAR TO THE OFFER**



**Finshore Management Services Limited,**  
Anandlok Block A, Room-207,  
227, AJC Bose Road,  
Kolkata-700020  
Tel: 91-033-22895101/9831020743  
Website: [www.finshoregroup.com](http://www.finshoregroup.com)  
Investor Grievance email id : [ramakrishna@finshoregroup.com](mailto:ramakrishna@finshoregroup.com)  
Contact Person: Mr. S Ramakrishna Iyengar  
SEBI Registration No: INM000012185  
CIN No: U74900WB2011PLC169377



**Cameo Corporate Services Limited,**  
"Subramanian Building",  
No.1, Club House Road,  
Chennai - 600 002  
Tel. : 044-40020700/044-28460390; Fax:044-28460129  
Website: [www.cameoindia.com](http://www.cameoindia.com)  
Investor Grievance email id: investor@cameoindia.com  
Contact Person: Ms. K. Sreepriya  
SEBI Registration No: INR000003753  
CIN No: U67120TN1998PLC041613

**OFFER OPENS ON: Tuesday, 25<sup>th</sup> January, 2022**

**OFFER CLOSES ON: Tuesday, 08<sup>th</sup> February, 2022**

## SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Nature of the Activity	Original schedule of activities (as disclosed in the Draft Letter of Offer)		Revised schedule of Activities	
	Date	Day	Date	Day
Date of Public Announcement	02 <sup>nd</sup> November,2021	Tuesday	02 <sup>nd</sup> November,2021	Tuesday
Publication of Detailed Public Statement in newspapers	11 <sup>th</sup> November,2021	Thursday	11 <sup>th</sup> November,2021	Thursday
Filing of draft letter of offer with SEBI along with soft copies of Public Announcement and detailed Public Statement	18 <sup>th</sup> November,2021	Thursday	18 <sup>th</sup> November,2021	Thursday
Last date for a competing offer	03 <sup>rd</sup> December,2021	Friday	03 <sup>rd</sup> December,2021	Friday
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	10 <sup>th</sup> December,2021	Friday	07 <sup>th</sup> January,2022**	Friday
Identified Date*	14 <sup>th</sup> December,2021	Tuesday	11 <sup>th</sup> January,2022	Tuesday
Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company as on the identified Date	21 <sup>st</sup> December,2021	Tuesday	18 <sup>th</sup> January,2022	Tuesday
Last date for upward revision of the Offer Price and / or the Offer Size	24 <sup>th</sup> December,2021	Friday	21 <sup>st</sup> January,2022	Friday
Last date by which the recommendation of the committee of independent directors of the Target Company will be published.	23 <sup>rd</sup> December,2021	Thursday	20 <sup>th</sup> January ,2022	Thursday
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published.	27 <sup>th</sup> December,2021	Monday	24 <sup>th</sup> January,2022	Monday
Date of Commencement of tendering period	28 <sup>th</sup> December,2021	Tuesday	25 <sup>th</sup> January,2022	Tuesday
Date of Closing of tendering period	11 <sup>th</sup> January,2022	Tuesday	08 <sup>th</sup> February,2022	Tuesday
Last date of communicating rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted Equity Shares.	25 <sup>th</sup> January,2022	Tuesday	22 <sup>nd</sup> February,2022	Tuesday

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

(\*\*) Actual date of receipt of SEBI's final observations on the Draft Letter of offer

## RISK FACTORS

The risk factors set forth below pertain to the underlying transaction, this Open Offer and are not intended to be a complete analysis of all risks in relation to this Open Offer or in association with the Acquirers or the Target Company but are only indicative. The risk factors set forth below do not relate to the present or future business or operations of the Target Company and any other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in this Open Offer but are merely indicative. Public Shareholders are advised to consult their stock brokers, tax advisers and/ or investment advisers/consultants, for analyzing all the risks with respect to their participation in this Open Offer.

### Relating to the Transaction and Open Offer:

- a. The offer is made pursuant to the Preferential Allotment of Equity Shares & Equity Share Warrants to the Acquirers which is approved by the shareholders of the Target Company vide the Extraordinary General Meeting held on 2<sup>nd</sup> December, 2021 and In - Principle approval by BSE Limited on 06<sup>th</sup> January, 2022 as per the provisions of Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Board of Directors of the Company in the Board Meeting held on 02<sup>nd</sup> November, 2021 had approved the Preferential Allotment of 60,00,000 (Sixty Lakhs) Equity Shares for consideration other than cash representing 69.36% of Emerging voting capital and 12,00,000 Equity Share warrants for cash consideration
- b. To the best of the knowledge and belief of the Acquirers, no statutory or regulatory approvals are required by the Acquirers to complete this Open Offer except approval of BSE (Stock Exchange) whose In- Principle approval was received on 06<sup>th</sup> January, 2022 for the Preferential issue of Equity Shares and Equity Share Warrants. However, in case of any statutory or regulatory approvals being required by the Acquirers at a later date, this Open Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) and 18(11A) of the SEBI SAST Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirers agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirers shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders.
- c. The acquisition of the Offer Shares from NRIs and erstwhile OCBs is subject to the approval or exemption from the RBI. Where any such statutory or regulatory approval or exemption extends to some but not all of the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory or regulatory approvals or exemptions are required in order to complete this Offer. Notwithstanding the RBI approval sought by the Acquirers, any NRIs and OCBs may also choose to apply for all requisite approvals required to tender their respective Offer Shares and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer.
- d. In the event that either (a) the statutory or regulatory approvals, if any required, are not received in a timely manner (b) there is any order of a governmental authority or litigation leading to a stay/injunction on the Open Offer or that restricts/restrains the Acquirers from performing its obligations hereunder, or (c) SEBI instructing the Acquirers not to proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of Target Company, whose Equity Shares have been accepted in the Open Offer as well as the return of Equity Shares not accepted by the Acquirers in the Open Offer, may be delayed.

- e. Public Shareholders who have lodged their acceptance to this Open Offer shall not be entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Open Offer and dispatch of consideration are delayed.
- f. The Equity Shares tendered in the Offer and documents will be held in the pool account of the broker/ in trust by the Clearing Corporation/Registrar to the Offer, till the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirers makes no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
- g. In the case of the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, acceptance will be determined by the Acquirers in consultation with the Manager to the Offer, on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in this Open Offer will be accepted.
- h. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
- i. Public Shareholders are advised to consult their respective stockbroker, legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case and further risks with respect to their participation in the Open Offer, and related transfer of Equity Shares to the Acquirers, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer, and all shareholders should independently consult their respective tax advisors.
- j. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, the DPS, and this Letter of Offer or in any advertisement or any materials issued by or at the instance of the Acquirers. Any persons placing reliance on any other source of information (not released by the Acquirers or the Manager to the Offer) will be doing so at his/her/their own risk.
- k. This Offer is subject to completion risks as would be applicable to similar transactions.

**Relating to the Acquirers:**

- a. The Acquirers and Manager to the Offer makes no assurances with respect to their investment/divestment decisions relating to her proposed shareholding in the Target Company.
- b. The Acquirers and Manager to the Offer makes no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.
- c. The Acquirers and Manager to the Offer makes no assurances with respect to the market price of the Equity Shares before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not to participate in the Offer.
- d. If the public shareholding in the Target Company falls below the prescribed minimum level required for continued listing as a result of the Open Offer and/or the underlying transaction, the Acquirers are required to take appropriate action in compliance with applicable securities laws in India to ensure compliance with the conditions of the SCRR and the SEBI LODR Regulations. Any failure to do so could have an adverse effect on the price of the Equity Shares of the Target Company.
- e. For the purpose of disclosures in the PA or DPS or this Letter of Offer in relation the Target Company and/or the Sellers, the Acquirers have relied on the information published or provided by the Target Company and/or the Sellers, as the case may be, or publicly available sources and have not independently verified the accuracy of details of the Target Company and/or the Sellers. The Acquirers does not accept any responsibility with respect to any misstatement by the Target Company and/or the Sellers in relation to such information.

**THE RISK FACTORS SET FORTH ABOVE ARE NOT A COMPLETE ANALYSIS OF ALL RISKS IN RELATION TO THE UNDERLYING TRANSACTION, THE OFFER OR IN ASSOCIATION WITH THE ACQUIRERS AND ARE ONLY INDICATIVE IN NATURE.**

**Currency of Presentation:**

- a. In this Letter of Offer, all references to "Rs."/"Rupees"/"INR" / "₹" are references to Indian Rupee(s), the official currency of India.
- b. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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## 1. DEFINITIONS AND ABBREVIATIONS

Term	Definition/Abbreviation
Acquirers or The Acquirers	Mr. Sreenivasa Sreekanth Uppuluri, Mr. Yerradoddi Ramesh Reddy and Edvenswa Tech Private Limited
Board of Directors	The Board of Directors of the Target Company
Book Value	Book Value of each Equity Share as on the date referred to
BSE	BSE Limited
Buying Broker	Stock broker appointed by the Acquirers for the purpose of this Open Offer i.e. Nikunj Stock Brokers Limited, having registered office at A-92, GF, Kamla Nagar , Delhi -110007
CDSL	Central Depository Services (India) Limited
Closure of Tendering Period	The day on which the tendering by the public share holders closes
CIN	Corporate Identification Number
Companies Act	The Companies Act, 1956, as amended and the Companies Act, 2013, as amended, as the case may be
Clearing Corporation	Clearing Corporation of Stock Exchanges
Detailed Public Statement or DPS	Detailed Public Statement of the Open Offer made by the Acquirers, which appeared in the newspapers as mentioned in para 3.2.2
Depositories	CDSL and NSDL
DIN	Director Identification Number
DP	Depository Participant
Letter of Offer /LOF	This Letter of Offer dated 10 <sup>th</sup> January,2022
Eligible Person(s) / Eligible Shareholder(s) for the Offer/Public Shareholders	All shareholders / beneficial owners (registered or otherwise) of the shares of the Target Company except the Acquirers and the Sellers. All the owners (registered or unregistered) of the Equity Shares of the Target Company
EPS	Earnings per Equity Share
Escrow Account	The account opened with Escrow Bank under the name and title "FMSL_KLK_Open Offer Escrow Account" bearing Account No.2714060967
Escrow Agreement	Escrow Agreement dated 02 <sup>nd</sup> November,2021, entered amongst the Acquirers, Escrow Bank and Manager to the Offer.
Escrow Bank	Kotak Mahindra Bank Limited
Equity Shares	Fully paid-up equity share of the Target Company of face value Rs.10/- each
Expanded capital/Emerging fully diluted voting Equity share capital/Emerging Voting Capital	The total shares of the Target Company as of the 10 <sup>th</sup> Working day from the closure of tendering period after considering all the potential increases in the number of outstanding shares during the offer period contemplated as of the date of the public announcement. The Expanded Capital has been considered as 86,50,000 shares which includes existing shares of 26,50,000 and Preferential issue of Equity shares 60,00,000 shares.
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time.
FII	Foreign Institutional Investor registered with SEBI
Finshore/FMSL/Manager to the Offer/MB/Merchant Banker	Finshore Management Services Limited, the Merchant Banker appointed by the Acquirers pursuant to Regulation 12 of the SEBI SAST Regulations, 2011 having registered office at Anandlok Block A, Room-207, 227, AJC Bose Road, Kolkata-700020
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement
FY	Financial Year
Identified Date	The date, falling on the 10 <sup>th</sup> Working Day prior to the commencement of the Tendering Period, for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent.
Income Tax Act	The Income Tax Act, 1961 as amended.
KLK Electrical Limited / KLK/ Target Company	A company incorporated under the Companies Act, 1956 and having its registered office at "Plot No.85, Shop No. 1, 4th Street, Ganesh Avenue, Sakthi



	Nagar, Porur, Chennai, Tamil Nadu-600116, India
KYC	Know Your Client
Listing Agreement	Equity Listing Agreement with each of the stock exchanges in India, as amended from time to time.
NAV	Net Asset Value per Equity Share
Negotiated Price	Rs. 25 /- (Rupees Twenty-Five only) per fully paid-up Equity Share of face value of Rs.10/- each.
NRIs	Non-Resident Indians and Persons of Indian origin residing abroad
NSDL	National Securities Depository Limited
Offer /Open Offer	This Open Offer, being made by the Acquirers to the public shareholders of the Target Company, to acquire upto 24,90,751* fully paid up equity shares of face value of Rs.10/- each, constituting 28.79% of the expanded capital/Emerging fully diluted voting Equity share capital of the Target Company. *As on date the total Public Shareholding is 24,90,751 Shares.
Offer Price	Rs.25/- (Rupees Twenty-Five only) per fully paid-up equity share of Rs.10/- each.
Offer Period	Period from the date of Public Announcement to make Open offer to the date on which the payment of consideration to the shareholders whose Equity Shares are accepted in this Open Offer, is made, or the date on which this Open Offer is withdrawn, as the case may be.
PA /Public Announcement	Public Announcement of the Open Offer issued by the Manager to the Offer, on behalf of the Acquirers on 02 <sup>nd</sup> November,2021.
PAN	Permanent Account Number
PAT	Profit after Tax
PBDIT	Profit Before Depreciation, Interest and Tax
PBT	Profit Before Tax
Promoters	V Lavakumar, Devi Lavakumar, Karthik L
Public Shareholders	All equity shareholders of the Target Company other than members of the Promoter and Promoter Group of the Target Company.
RBI	Reserve Bank of India.
Registrar/ Registrar to the Offer	Cameo Corporate Services Limited
Regulations / SEBI SAST Regulations, 2011/ SEBI SAST Regulations/ SAST Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Rs. Or Rupees or INR or ₹	Indian Rupees.
RTGS	Real Time Gross Settlement.
SCRR	Securities Contract (Regulations) Rules, 1957 and subsequent amendments thereto.
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereof
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof
Selling Broker	Respective stock brokers of all Shareholders who desire to tender their Equity Shares under the Open Offer
Stock Exchange	BSE Limited

Tendering period	Period within which shareholders may tender their shares in acceptance of this open offer i.e. from 25 <sup>th</sup> January,2022 to 08 <sup>th</sup> February,2022
TRS	Transaction Registration Slips
Working Day	A working day of SEBI, as defined in the SEBI SAST Regulations

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI SAST Regulations unless specified.

## 2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF 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 LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI SAST REGULATIONS. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF KLK ELECTRICAL LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR FOR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRERS DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, FINSHORE MANAGEMENT SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 18<sup>th</sup> NOVEMBER,2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

## 3. DETAILS OF THE OFFER

### 3.1 Background to the Offer

3.1.1 This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirers to the equity shareholders of KLK Electrical Limited in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations pursuant to allotment of 60,00,000 Equity shares for consideration other than cash and 12,00,000 Equity Share Warrants for Cash Consideration.

3.1.2 On 02<sup>nd</sup> November, 2021, the Board of Directors of Target Company in its meeting considered and approved the preferential allotment of 60,00,000 (Sixty Lakh ) equity shares at a price of Rs.25/- per equity share to Sreenivasa Sreekanth Uppuluri in consideration for purchase of entire 60,00,000 Common Stock of Edvenswa Tech INC held by him valued at Rs.25/- per common stock, in the ratio of 1:1 (i.e.,1 Equity share of KLK Electrical Limited for every 1 share of Edvenswa Tech INC) and 12,00,000 (Twelve Lakh )Equity Share Warrants at a price of Rs.25/- per Warrant on a cash consideration with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs.15/- per share warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 3,00,00,000/- (Rupees Three Crores Only) to Yerradoddi Ramesh Reddy. Pursuant to the proposed preferential allotment of equity shares, the shareholding of Acquirer 1 will increase from NIL Equity shares to 60,00,000 equity shares representing 69.36 % of the Expanded Share Capital of the Target Company, pursuant to which the acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and 4 of the SEBI SAST Regulations to the Shareholders of the target Company. 12,00,000 Equity Share warrants (convertible into Equity share in the ratio of 1:1) has been proposed to be issued to Yerradoddi Ramesh Reddy. The said share warrants is convertible into Equity share within a period of 18 months. Mr. Yerradoddi Ramesh Reddy has certified that the conversion into Equity share will be done considering the applicable SEBI SAST Regulations and other applicable laws at the time of conversion.

The price per common stock of Edvenswa Tech INC whose shares are purchased by KLK is determined as per Internationally accepted valuation methodology on arm’s length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 25 per common Stock as per the valuation Report dated 02<sup>nd</sup> November, 2021.

As a result of purchase of entire share capital of Edvenswa Tech INC("Edvenswa"), KLK will become the holding Company and Edvenswa will become the wholly owned subsidiary of the Target Company. Edvenswa Tech INC is a Company incorporated under State of Georgia (USA) having its registered office at 300 Colonial Center Parkway, Suite 100N, Roswell, Fulton, Georgia-30040, USA having 60,00,000 Common Stock of face value of \$0.001 held by Sreenivasa Sreekanth Uppuluri.

The acquirers Mr. Sreenivasa Sreekanth Uppuluri and Mr. Yerradoddi Ramesh Reddy will subscribe to the preferential issue of Equity shares & Equity Share Warrants respectively to acquire majority stake in the company and will be the Promoters of the Company. Edvenswa Tech Private Limited will also be the acquirer who will acquire shares of the Target Company along with the abovementioned acquirers offered by the Public Shareholders in the Open Offer. The same will depend on the quantum of shares tendered by the Shareholders in the Open Offer. The Acquirers are intending to become Promoters of Target Company subsequent to completion of Open Offer under Regulation 3(1) and 4 of SEBI SAST Regulations.

- 3.1.3 Upon Completion of Open Offer Formalities, a Board Meeting of the Target Company shall be called, convened and conducted to transact the following business:
- i. Recording of the allotment of Equity shares and Equity Share Warrants to the Acquirers
  - ii. the appointment of the Acquirer's nominees as Additional Directors on the Board of Directors of the Company subject to compliance with Regulation 24 of the Takeover Code;
  - iii. approval for change in bank signatories;
  - iv. approval for revocation of power of attorney (if any); and
  - v. authorize the filing of statutory forms with any Governmental Authority required under applicable Law;
- 3.1.4 The acquirers do not hold any Equity Shares in the Target Company as on date.
- 3.1.5 The Acquirers may, after completion of the acquisition of Shares and in compliance with the first proviso to Regulation 24(1) of the SEBI SAST Regulations reconstitute the Board of Directors of the Target Company by appointing its representatives, as the Acquirers may deem fit. As on date, the Acquirers have not decided on the names of persons who may be appointed on the Board of Directors of the Target Company pursuant to the acquisition of Shares.
- 3.1.6 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction under section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.7 As per Regulations 26(6) and 26(7) of the SEBI SAST Regulations, the Board of Directors of the Target Company is required, upon receipt of the Detailed Public Statement, to constitute a Committee of Independent Directors to provide their reasoned recommendations on the Offer. The reasoned recommendations are required to be published in the same newspapers in which the Detailed Public Statement was published by no later than 20<sup>th</sup> January,2022 and simultaneously a copy of such recommendations is required to be sent to SEBI, the Stock Exchange and to the Manager to the Offer.
- 3.1.8 The Acquirers will acquire control of the Target Company, and be classified as promoter.
- 3.1.9 This Offer is not pursuant to any open market purchase or a global acquisition resulting in indirect acquisition of the Target Company.

## 3.2 Details of the Proposed Offer

- 3.2.1 The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulation 15(1) of the SEBI SAST Regulations, was made on 02<sup>nd</sup> November, 2021 to the Stock Exchanges and a copy thereof was also filed with SEBI and sent to the Target Company.
- 3.2.2 A Detailed Public Statement as per Regulation 14(3) of SEBI SAST Regulations, 2011 pursuant to Public Announcement made by the Acquirers has appeared in the following Newspapers, on 11<sup>th</sup> November, 2021:

Name of the Newspaper	Language	Edition
Financial Express	English	English National Daily
Jansatta	Hindi	Hindi National Daily
Mumbai Lakshadeep	Marathi	Mumbai
Dinakural	Tamil	Chennai

The DPS was also submitted to SEBI and the Stock Exchanges and sent to the Target Company on 11<sup>th</sup> November, 2021.

- 3.2.3 A copy of the PA and DPS for the Open Offer is also available on the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in))
- 3.2.4 This Offer is being made by the Acquirers, in accordance with Regulation 3(1) and Regulation 4 of the SEBI SAST Regulations, to the Public Shareholders of the Target Company, to acquire up to 24,90,751 Equity Shares ("**Offer Shares**"), constituting 28.79% of the expanded capital/Emerging fully diluted voting Equity share capital of the Target Company, at a price of Rs. 25/- (Rupees Twenty Five only) ("**Offer Price**") aggregating to Rs. 6,22,68,775/- (Rupees Six Crores Twenty-Two Lakhs Sixty Eight Thousand Seven Hundred Seventy Five only). ("**Offer Consideration**"). The Offer Price will be payable in cash by the Acquirers, in accordance with the provisions of Regulation 9(1)(a) of the SEBI SAST Regulations. As on date the total Public Shareholding is 24,90,751.
- 3.2.5 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations and there is no competing offer.
- 3.2.6 The Open Offer is unconditional and not subject to any minimum level of acceptance from the shareholders of the Target Company, in terms of Regulation 19(1) of the SEBI SAST Regulations.
- 3.2.7 The Acquirers confirms that there are no persons acting in concert with them in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI SAST Regulations and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirers only.
- 3.2.8 The Manager to the Offer, Finshore Management Services Limited does not hold any Equity Shares in the Target Company as at the date of PA. 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.
- 3.2.9 The Acquirers vide letter dated 10<sup>th</sup> January, 2022, has confirmed that it has not acquired any Equity Shares of the Target Company after the date of PA i.e 02<sup>nd</sup> November, 2021 and up to the date of this Letter of Offer.

- 3.2.10 The Equity Shares of the Target Company acquired by the Acquirers shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.11 All Equity Shares validly tendered by the Public Shareholders will be acquired by the Acquirers in accordance with the terms and conditions contained in the DPS and this Letter of Offer. In the event that the Equity Shares validly tendered in the Open Offer by the Public Shareholders are more than the Offer Size, the acquisition of Equity Shares from each Public Shareholder will be on a proportionate basis, in consultation with the Manager to the Offer taking care to ensure that the basis of acceptance is decided in a fair and equitable manner.
- 3.2.12 Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers, will hold 84,90,751 Equity Shares constituting 98.16% of the Expanded Share Capital of the Target Company. As per Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE and read with Rule 19A of the SCRR, the Acquirers hereby undertake that their shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

### **3.3 Object of the Acquisition**

- 3.3.1 The prime object of the Offer is to comply with the applicable requirements of the SEBI SAST Regulations with respect to the substantial acquisition of shares/voting rights accompanied with the change in control and management of the Target Company.
- 3.3.2 After the completion of this Open Offer, the Acquirers will hold the majority of Equity Shares by virtue of which the Acquirers shall be in a position to exercise effective control over the management and affairs of Target Company.
- 3.3.3 The Acquirers propose to do the business as permitted in the object clause of the Target Company and may diversify its business activities in future with prior approval of the shareholders of the Target company and such statutory and/or regulatory authority, as may be applicable in due compliance with the applicable laws. The Acquirers reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with the laws applicable.
- 3.3.4 The Acquirers have no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI SAST Regulations.

## **4. BACKGROUND OF THE ACQUIRERS**

### **A.1. SREENIVASA SREEKANTH UPPULURI ("ACQUIRER 1")**

- 4.A.1.1 Sreenivasa Sreekanth Uppuluri, aged about 45 years S/o Krishna Murthy Uppuluri, is a Non Resident Indian, having his residential address at 1-36/13, Manju Anurag Enclave Madhusudan Nagar, Malkajgiri, Rangareddi, Hyderabad-500047, Telangana (Indian Address) & 468, Trebbiano PL, Pleasanton, CA 94566(US Residence)
- 4.A.1.2 Acquirer 1 is a graduate in B. Tech (Mechanical Engineering) by qualification from National Institute of

Technology, Jamshedpur and has experience of about 24 years in the field of Software Project Management, Solution Architecture etc.

- 4.A.1.3 Acquirer 1 is associated with Edvenswa Tech INC and Edvenswa Tech Private Limited as Promoter and his DIN is 1275332.  
He is also appointed as Director in Edvenswa Consultancy Services Private Limited and Edvenswa Pharmaceuticals Private Limited
- 4.A.1.4 He promoted Edvenswa Tech INC on 20-01-2012 for providing software development services specializing in rapid prototyping for start-ups /enterprises and Edvenswa Tech Private Limited on 20-06-2007 for carrying on business to provide offshore software development services to clients in US, UK and other parts in Europe.
- 4.A.1.5 Acquirer 1 has confirmed that he is not categorized as a wilful defaulter in terms of Regulation 2(1) (ze) of the SEBI SAST Regulations. His name does not appear in the “Wilful Defaulter “list of the Reserve bank of India and is not dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992 or under any other regulation made under the SEBI Act. He has not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
- 4.A.1.6 Acquirer 1 does not hold any equity shares in the Target Company and does not have any interest or relationship with the Target Company or its Promoters, Directors or its Key Managerial Personnel.
- 4.A.1.7 Acquirer 1 undertakes not to sell the Equity Shares of the Target Company held by him during the “Offer Period“ in terms of Regulation 25(4) of the Takeover Regulations.
- 4.A.1.8 P. Murali & Co., Chartered Accountants, (FRN: 007257S) signed by its Partner Mukund Vijayrao Joshi (Membership No.024784) having office at 6-3-655/2/3 Somajiguda, Hyderabad-500082, India has certified vide certificate dated 02nd November, 2021 that the Networth of Mr. Sreenivasa Sreekanth Uppuluri as on 2nd November,2021 is Rs. 31,97,50,704/- (Rupees Thirty-One Crores Ninety-Seven Lakhs Fifty Thousand Seven Hundred and Four only).
- 4.A.1.9 The Acquirer does not belong to any group

## **A.2 YERRADODDI RAMESH REDDY (“ACQUIRER 2”)**

- 4.A.2.1 Yerradoddi Ramesh Reddy (hereinafter referred to as “Acquirer 2 “) is an Indian National aged about 55 years having PAN AAHPY4543K and is residing at Block-2, Flat-902, Hillridge Springs, Gachibowli, Rangareddi, Hyderabad -500032, Telangana, India. His Mobile number is+91- 9866002244 and his email id is [reachyrr@gmail.com](mailto:reachyrr@gmail.com)
- 4.A.2.2 Acquirer 2 is a graduate in B. Tech from IIT Madras, post graduate diploma in Business Management from XLRI Jamshedpur and has about 26 years of experience in the field of Business Strategy, Merger & Acquisitions, Business Development, IPO & Investor relations, Finance Management, HR & Team building etc.
- 4.A.2.3 He is the Chief Executive Officer of Edvenswa Tech Private Limited, Hyderabad, India. He is an accomplished Business Executive with over 26 years of extensive experience in working with Board of Directors, Bank Attorneys, Merchant & Investment Bankers.
- 4.A.2.4 Acquirer 2 has confirmed that he is not categorized as a willful defaulter in terms of Regulation 2(1) (ze) of the SEBI SAST Regulations. His name does not appear in the “Wilful Defaulter “list of the Reserve bank of India and is not dealing in securities in terms of directions issued under section 11B of the SEBI Act, 1992 or under any other regulation made under the SEBI Act. He has not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018

- 4.A.2.5 Acquirer 2 does not hold any equity shares in the Target Company and does not have any interest or relationship with the Target Company or its Promoters, Directors or its Key Managerial Personnel.
- 4.A.2.6 Acquirer 2 undertakes not to sell the Equity Shares of the Target Company held by him during the “Offer Period” in terms of Regulation 25(4) of the Takeover Regulations.
- 4.A.2.7 P. Murali & Co., Chartered Accountants, (FRN: 007257S) signed by its Partner Mukund Vijayrao Joshi (Membership No.024784) having office at 6-3-655/2/3 Somajiguda, Hyderabad-500082, India has certified vide certificate dated 02nd November, 2021 that the Networth of Mr. Yerradoddi Ramesh Reddy as on 2nd November,2021 is Rs. 4,87,95,143/- (Rupees Four Crore Eighty Seven Lakh Ninety Five Thousand One Hundred Forty Three only).
- 4.A.2.8 The Acquirer does not belong to any group

### A.3 EDVENSWA TECH PRIVATE LIMITED (“ACQUIRER 3” OR “ETPL”)

- 4.A.3.1 Edvenswa Tech Private Limited, (“Acquirer 3” OR “ETPL”) is a private limited company incorporated on June 20, 2007, under Companies Act, 1956. The CIN is U72200TG2007PTC054537
- 4.A.3.2 The registered office of the ETPL is located at D.No. 1-6-149/5/B/1, Edvenswa Towers, Bowrampet, Dundigal Municipality, Medchal- Malkajgiri, Hyderabad - 500043, Telangana, India
- 4.A.3.3 ETPL is engaged in the activity of providing Software Development related Services to clients in US, UK and other parts in Europe
- 4.A.3.4 ETPL is not a part of any group.
- 4.A.3.5 The Authorized share capital of Acquirer 3 is 50,00,000 (Rupees Fifty Lakhs) divided into 5,00,000 (Five Lakh Only) Equity shares of Rs.10 (Rupees Ten Only) each and Paid-Up share Capital of the Acquirer is 10,00,000 (Rupees Ten Lakh only) divided into 1,00,000 (One Lakh Only) equity shares of Rs. 10 (Rupees Ten Only)
- 4.A.3.6 The Acquirer 3 does not hold any shares in the Target Company.

The name of promoter of acquirer along with their shareholding as of 02<sup>nd</sup> November,2021 and as on the date of Letter of Offer is as follows:

S No.	Particulars	Shareholding Pattern	
		Number of Equity shares	Percentage Holding
<b>Promoters</b>			
1	Sreenivasa Sreekanth Uppuluri	96500	96.5%
2	Anupama Uppuluri	2000	2%
3	Krishna Murthy Uppuluri	1000	1%
4	Chandra Sekhar Uppuluri	500	0.5%
	<b>Total</b>	<b>100000</b>	<b>100%</b>

- 4.A.3.7 The Board of Directors of the Acquirer comprise the following members:

S No	Name and Designation	DIN	Date of appointment	Qualification	Experience
1.	Anupama Uppuluri (Director)	03044705	20/06/2007	Doctor (BAMS)	5 years experience in the software quality management



2.	Krishna Murthy Uppuluri (Director)	03620205	14/03/2011	Master of Science	Over 30 years experience in banking, finance and accounts management
3.	Smita Kandiraju (Director)	07177855	08/06/2015	Master in Business Administration	10 years experience in software development
4.	Ratnakar Basavaraju (Director)	09111235	31/03/2021	MCA	Over 20 years experience in software development, operation management

4.A.3.8 There are no Person Acting in Concert with the Acquirer in this Open Offer.

Acquirer 3 has not been prohibited by SEBI from dealing in securities in terms of Section 11B of SEBI Act, 1992 as amended (the "SEBI Act") or under of the regulations made under the SEBI Act.

4.A.3.9 The following are the details of the shareholding pattern of the Acquirer as at January 10,2022:

Sl. No	Shareholder's Category	Number of Shares held	Percentage of Shares held
1	Promoters	1,00,000	100
2	FII/Mutual Funds/FIs/Banks	Nil	Nil
3	Public	Nil	Nil
	Total Paid Up Capital	1,00,000	100

4.A.3.10 The summary of key Financial Information of the Acquirer based on Limited Reviewed un-audited Financial Statement as at and for the period ended June 30,2021 and Audited Financial Statement for the Financial Year ended March 31,2021 ,2020 and 2019 is as set out below:

(Amount in Rs.)

Profit and Loss Statement	For the period ended 30 <sup>th</sup> June,2021 [Limited Reviewed un-Audited]	For the Financial year ended 31 <sup>st</sup> March,2021 [Audited]	For the Financial year ended 31 <sup>st</sup> March,2020 [Audited]	For the Financial year ended 31 <sup>st</sup> March,2019 [Audited]
Income from Operations	4,95,40,844	10,29,00,289	6,22,33,038	4,39,42,839
Other Income	-	12,84,547	2,98,760	20,760
<b>Total Income</b>	<b>4,95,40,844</b>	<b>10,41,84,836</b>	<b>6,25,31,798</b>	<b>4,39,63,599</b>
Total Expenditure (excluding Depreciation, Interest and Tax)	3,52,33,917	8,98,32,592	5,47,61,907	4,09,66,536
<b>Profit/(Loss) before Depreciation, Interest and Tax</b>	<b>1,43,06,927</b>	<b>1,43,52,244</b>	<b>77,69,891</b>	<b>29,97,063</b>
Depreciation	11,55,435	46,21,739	28,21,007	14,77,009
Finance Costs	3,72,721	15,45,148	1,04,636	89,256

<b>Profit before Tax , extraordinary and exceptional items</b>	<b>1,27,78,771</b>	<b>81,85,357</b>	<b>48,44,248</b>	<b>14,30,798</b>
Extraordinary and Exceptional Items	-	-	-	-
<b>Profit before Tax and after extraordinary and exceptional items</b>	<b>1,27,78,771</b>	<b>81,85,357</b>	<b>48,44,248</b>	<b>14,30,798</b>
<b>Current Tax</b>	<b>29,48,583</b>	<b>26,00,794</b>	<b>14,61,551</b>	<b>4,60,414</b>
<b>Deferred Tax</b>	<b>3,77,140</b>	<b>(4,59,098)</b>	<b>(1,88,427)</b>	<b>(78,709)</b>
<b>Profit/(loss) after tax</b>	<b>94,53,048</b>	<b>60,43,661</b>	<b>35,71,124</b>	<b>10,49,093</b>

(Amount in Rs.)

<b>Balance Sheet Statement</b>	<b>For the period ended 30th June,2021 [Limited Reviewed un-Audited]</b>	<b>For the Financial year ended 31st March, 2021</b>	<b>For the Financial year ended 31st March, 2020</b>	<b>For the Financial year ended 31st March, 2019</b>
<b>Sources of funds</b>				
Paid up Equity Share Capital	1,00,000	1,00,000	1,00,000	1,00,000
Reserves & Surplus	2,21,23,586	1,26,70,539	66,26,877	30,55,753
<b>Net Worth</b>	<b>2,22,23,586</b>	<b>1,27,70,539</b>	<b>67,26,877</b>	<b>31,55,753</b>
<b>Share Application Money pending Allotment</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Secured loans	2,73,12,870	1,58,49,563	1,70,77,964	10,30,759
Unsecured loans	77,92,594	1,01,81,254	90,17,898	21,64,978
Non-Current Liabilities	-	-	-	-
Deferred Tax Liabilities(net)	-	-	(3,52,770)	(1,64,343)
Current Liabilities	5,10,69,326	6,13,01,146	4,05,76,552	1,89,34,168
<b>Total</b>	<b>10,83,98,376</b>	<b>10,01,02,502</b>	<b>7,30,46,521</b>	<b>2,51,21,315</b>
<b>Uses of funds</b>				
Net Fixed Assets	6,34,36,265	3,07,62,156	1,74,14,378	78,39,563
Investments	-	-	-	-
Deferred Tax Assets	4,34,728	8,11,868	-	-
Current Assets	4,45,27,383	6,85,28,478	5,56,32,143	1,72,81,752
Total miscellaneous expenditure not written off	-	-	-	-
<b>Total</b>	<b>10,83,98,376</b>	<b>10,01,02,502</b>	<b>7,30,46,521</b>	<b>2,51,21,315</b>

<b>Other Financial Data</b>	<b>30<sup>th</sup> June ,2021</b>	<b>31<sup>st</sup> March,2021</b>	<b>31<sup>st</sup> March,2020</b>	<b>31<sup>st</sup> March,2019</b>
Dividend (%)	-	-	-	-
Earnings per share (Rs.)	945.30	604.37	357.11	104.91
Return on Net Worth (%)	42.54	47.33	53.09	33.24
Book Value per	2,222.36	1,277.05	672.69	315.58

Share (Rs.)				
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4.A.3.11 As on date of this LOF, the Acquirer does not have any major contingent liabilities.

4.A.3.12 Acquirer 1 is the Promoter and Acquirer 2 is the Chief Executive Officer of ETPL.

4.A.3.13 Acquirer 3 has not been categorized as a willful defaulter or fugitive economic offender.

4.A.3.14 Acquirer 3 does not hold any equity shares in the Target Company and does not have any interest or relationship with the Target Company or its Promoters, Directors or its Key Managerial Personnel.

4.A.3.15 Acquirer 3 undertakes not to sell the Equity Shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.

4.A.3.16 P. Murali & Co., Chartered Accountants, (FRN: 007257S) signed by its Partner Mukund Vijayrao Joshi (Membership No.024784) having office at 6-3-655/2/3 Somajiguda, Hyderabad-500082, India has certified vide certificate dated 02<sup>nd</sup> November, 2021 that the Networth of M/s Edvenswa Tech Private Limited as on 30th June ,2021 is Rs. 2,22,23,586 /- (Rupees Two Crores Twenty Two Lakhs Twenty Three Thousand Five Hundred Eighty Six Only).

## 5. BACKGROUND OF THE TARGET COMPANY, AS CONFIRMED BY THE TARGET COMPANY

5.1 KLK Electrical Limited (hereinafter referred to as "Target Company"/ "KLK") (CIN: L72300TN1980PLC008230) was incorporated originally as KLK Electrical Industries Private Limited on 18<sup>th</sup> April, 1980 as a Private Limited Company under the Indian Companies Act, 1956. The name of the Company was changed to KLK Electrical Industries Limited under Section 21 of the Companies Act, 1956 with effect from 26th December, 1985 upon conversion from Private to Public under the Indian Companies Act, 1956. The name was further changed to KLK Electrical Limited with effect from 11th November, 2003.

5.2 The registered office of KLK is situated at "Plot No. 85, shop No. 1,4th Street, Ganesh Avenue, Sakthi Nagar, Porur, Chennai, Tamil Nadu-600116 India.

5.3 The main objects of the Target Company as per the Memorandum of Association are as under:

- To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of electrical control and distribution equipments and navigational equipments and marine ancillaries.
- To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of high voltage & low voltage bus ducts, motor control centers, switch board, control panels, control desks, mimic panels and other process control equipments, navigational aids for both sea & air, electrical and gas lanterns, signaling equipments, navigational buoys, wave actuated generators for buoys and other marine ancillary equipments.
- To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of transmission line equipments, hardwires transformers, low & high voltage switch gear and electrical equipments required for power houses.
- To carry on the business of providing Information Technology services, IT enabled business services , Web enabled IT Applications/Software solutions , Hardware /Software and accessories , computer oriented systems, automatic test systems , IT /Management Consultancy services and to develop , organize and implement software for Computer Application, Internet and Intranet based solutions for usage in corporate , trades and all related Organizations and to carry on the business of Computer Software , providing software solutions , Enterprise Resources Planning , Website

/Portal Development, Data Warehousing , BPO , Off-shore Operations, e-commerce related services , designing & implementation of Information Technology Services for all industries & all software related activities.

- To carry on the business of Mobile Telephony Services , Mobile value Added Services both for consumers and for enterprises, Wireless, WiFi , WiMax, 3G and other next generation mobile services , Integrated Chip Design, consulting , manufacturing , Turn Key Electronic Manufacturing Services , BPO services in the area of Health Care (Medical Transcription Services, Radiology services ,Medical Claims processing and other health care related services), Financial Services (Mortgage lead generation services, Mortgage Claims processing , Debt Settlement / Consolidation lead generation and processing services , Securities and other research), Legal Services (Legal Transcription , Legal discovery , Patent research and other services ), Publishing BPO services , Other BPO services , Network implementation Services, Network design Services , CAD and other engineering services, Numerical Control Systems , Robotic Systems , Electrical, Electronic and Mobile Transmission Systems, Internet Hardware and Software design and implementation services Renewable energy Systems , wind , solar, bio fuel, Vehicle Tracking Systems , Global Positioning Systems , RFID Systems, Logistics systems and solutions.

- To acquire provide consultancy know-how for setting up of animation studios, simulation centers , and business of production ,distribution and exhibition of cartoons films, 2D & 3D animation, modeling , multimedia work , special effects , digital editing , digital film shooting ,build and operate video and audio editing suites for post-production ,digital sound effects, library of models and animation in areas like medical animation, architectural animation pc , Console game art , game development , game distribution , development of 2D and 3D models (stock art )& animation work as IP & to acquire , sell any rights in relation therein.

- To carry on business syndication, publication, printing and distribution of multimedia , 3D Characters, paintings, cartoons, caricatures, comics, stickers , greeting cards , advertising media in different formats, like hoardings, online advertising , ad films , print media , and such other special or general purpose publishing or printing activities.

- To start , takeover , operate , run , maintain , export , import , terrestrial television channels, satellite television channels, cable television network, and to run operate and maintain studios, facilitate for the production and relay of program's for own channels or for other television channels and to produce necessary software , build , develop and operate internet web sites involved in media and entertainment, social networks, multimedia downloading systems and technologies like IPTV, Video and Audio streaming Technologies, set-top-boxes for downloading multimedia streams via internet.

- To produce, Distribute Television serials, Documentaries, Live action films, in India and other languages in the domestic and international markets.

- To acquire, establish, promote and run or otherwise manage computer centers and franchisees in India and /or elsewhere in the world and to impart training and education in animation and its related areas.

**The Target Company currently is in the business of providing IT and IOT based Services to its customers.**

*Note: The present Business Activities of the Company is permissible as per the Main Object Clause of the MOA*

5.4 The Authorized Share Capital of KLK Electrical as on 30<sup>th</sup> September, 2021 is Rs.5,00,00,000 /- (Rupees Five Crores Only) comprising of 50,00,000 (Fifty Lakh) equity shares of Face Value Rs.10/- (Rupees Ten Only) each. The issued, subscribed, paid-up and voting share capital of Target Company is Rs. 2,65,00,000/-(Rupees

Two Crores Sixty Five Lakhs Only) comprising of 26,50,000 (Twenty Six Lakh Fifty Thousand) fully paid-up equity shares of Face Value of Rs.10/- (Rupees Ten only) each.

5.5 The Equity shares of Target Company are currently listed on BSE (Main Board) with effect from 02.02.1989 with Scrip Symbol: KLKELEC; Security Code: 517170 and ISIN: INE125G01014.

5.6 There are currently no outstanding partly paid-up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.

5.7 The equity shares of KLK are frequently traded on BSE in terms of Regulation 2(1)(j) of SEBI SAST Regulations

5.8 The Share Capital of the Target Company is as follows: -

<b>Paid up Equity shares of Target Company</b>	<b>No. of shares/ voting rights</b>	<b>% of shares/ voting rights</b>
Fully Paid up equity Shares	26,50,000	100
Partly Paid up equity shares	-	-
Total paid up equity shares	26,50,000	100
<b>Total Voting rights in Target Company</b>	<b>26,50,000</b>	<b>100</b>

5.9 The Board of Target Company as on the date of this Letter of Offer, comprises of 4(Four) Directors.

<b>Name &amp; Designation</b>	<b>DIN</b>	<b>Date of Appointment</b>	<b>Residential Address</b>
Rayapuraju Ravi Kumar Rao (Whole Time Director)	06432101	28/11/2016	H No 1241, Old MIG, BHEL Nallagandla, Serilingampally, Lingampally, Telangana-500019
Abbina Naveen Kumar (Non Executive Independent Director)	00191669	30/12/2020	180/1 , Thadithota Street , Kaldhari, West Godavani, Andra Pradesh-534329
Mrs. Sujata Jonnavittula (Non Executive Independent Director)	07014640	30/09/2015	HIG 25, Madhava Nagar Colony, BHEL, Road No.18 ,Ramachandrapuram, Medak-502032, Andhra Pradesh ,India
Durgaprasada Rao Macharla (Non Executive Independent Director)	07921912	29/09/2017	MIG 951, Phase-I, BHEL MIG Colony , Serilingampally, Hyderabad, Telangana -500032, India.

Note: As on the date of this Letter of Offer, there are no persons representing the Acquirers on the Board of Directors of the Target Company.

5.10 There was no merger/ demerger, spin off during last three years involving the Target Company.

5.11 The trading of Equity Shares of the Target Company has not been suspended on the BSE where Equity Shares of the Target Company are listed in last three years.

5.12 As of this date of this Letter of Offer, all the Equity Shares of the Target Company are listed on BSE.

5.13 Brief audited financials for the years ending March 31, 2021, 2020 and 2019 and unaudited financials (subject to limited review) for three months ended 30<sup>th</sup> June ,2021 are as follows: -

**Profit & Loss Account**

(Amount in Rs.)

Particulars	For the period ended 30 <sup>th</sup> June ,2021 [Limited Review]	Year ended 31 <sup>st</sup> March		
		2021 Audited	2020 Audited	2019 Audited
Income from Operations	-	1,04,12,353	-	-
Other Income	-	1,00,000	2,00,000	2,00,000
<b>Total Income</b>	-	<b>1,05,12,353</b>	<b>2,00,000</b>	<b>2,00,000</b>
Total Expenditure (excluding Depreciation, Interest and Tax)	1,27,901	1,11,93,700	10,96,172	9,08,774
<b>Profit/(Loss) before Depreciation, Interest and Tax</b>	<b>(1,27,901)</b>	<b>(6,81,347)</b>	<b>(8,96,172)</b>	<b>(7,08,774)</b>
Depreciation	-	-	-	-
Finance Costs	-	-	-	-
<b>Profit before Tax , extraordinary and exceptional items</b>	<b>(1,27,901)</b>	<b>(6,81,347)</b>	<b>(8,96,172)</b>	<b>(7,08,774)</b>
Extraordinary and Exceptional Items		-	-	
<b>Profit before Tax and after extraordinary and exceptional items</b>	<b>(1,27,901)</b>	<b>(6,81,347)</b>	<b>(8,96,172)</b>	<b>(7,08,774)</b>
Provision for Tax	-	-	-	-
<b>Profit/(loss) after tax</b>	<b>(1,27,901)</b>	<b>(6,81,347)</b>	<b>(8,96,172)</b>	<b>(7,08,774)</b>

**Balance Sheet Statement**

(Amount in Rs.)

Particulars	For the period ended 30 <sup>th</sup> June ,2021 [Limited Review]#	Year ended 31 <sup>st</sup> March		
		2021 [Audited]	2020 [Audited]	2019 [Audited]
<b>Sources of funds</b>				
Paid up Equity Share Capital	2,65,00,000	2,65,00,000	2,65,00,000	2,65,00,000
Reserves & Surplus (excluding revaluation reserves)	-84,78,697	-83,50,796	-76,69,449	-67,73,277
<b>Net Worth</b>	<b>1,80,21,303</b>	<b>1,81,49,204</b>	<b>1,88,30,551</b>	<b>1,97,26,723</b>
Secured loans	-	-	-	-
Unsecured loans	-	-	-	-
Deferred Tax Liabilities (Net)	-	-	-	-
Other Long Term Liabilities	-	-	-	-
Other Current Liabilities	-	11,72,000	9,74,838	9,28,076
<b>Total</b>		<b>1,93,21,204</b>	<b>1,98,05,389</b>	<b>2,06,54,799</b>
<b>Uses of funds</b>				

Investments	-	25,35,001	25,35,001	25,35,001
Other Intangible Fixed Assets	-	55,62,573	55,62,573	55,62,573
Non Current Assets	-	-	-	-
Current assets	-	1,12,23,630	1,17,07,815	1,25,57,225
Total miscellaneous expenditure not written off	-	-	-	-
<b>Total</b>		<b>1,93,21,204</b>	<b>1,98,05,389</b>	<b>2,06,54,799</b>

# Restricted to information available on the public domain

#### Other Financial Data

Particulars	For the period ended 30 <sup>th</sup> June ,2021	31 <sup>st</sup> March, 2021	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Dividend (%)	-	-	-	-
Earnings per share (Rs.)	-0.05	-0.26	-0.34	-0.27
Return on Net Worth (%)	-0.71	-3.75	-4.76	-4.61
Book Value per Share (Rs.)	6.80	6.85	7.11	7.44

5.14 Pre and Post-Offer shareholding pattern of the KLK is as per the following table: -

S.No	Shareholders' Category	Shareholding & voting rights prior to the agreement/ acquisition and offer		Shares / Voting Rights agreed to be acquired which triggered the Open Offer(Note)		Shares/Voting rights to be acquired in open offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and offer (Note)	
		No.	%	No.	%	No.	%	No.	%
<b>(1) Promoter Group</b>									
a.	Parties to agreement	-	-	-	-	-	-	-	-
b.	Promoters other than (a) above								
	V Lavakumar	96,549	3.64	-	-	-	-	96,549	1.12
	Devi Lavakumar	62,300	2.35	-	-	-	-	62,300	0.72
	Karthik L	400	0.02	-	-	-	-	400	0.005
	<b>Total 1 (a+b)</b>	<b>1,59,249</b>	<b>6.01</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,59,249</b>	<b>1.84</b>
<b>(2) Acquirers</b>									
a.	Sreenivasa Sreekanth Uppuluri	Nil	Nil	60,00,000	69.36				

b. Yerradoddi Ramesh Reddy	Nil	Nil	-	-	24,90,751*	28.79	84,90,751	98.16
c. Edvenswa Tech Private Limited*	Nil	Nil	Nil	Nil				
b. PACs	Nil	Nil	Nil	Nil	Nil	-	Nil	Nil
<b>Total 2(a+b)</b>	<b>Nil</b>	<b>Nil</b>	<b>60,00,000</b>	<b>69.36</b>	<b>24,90,751</b>	<b>28.79</b>	<b>84,90,751</b>	<b>98.16</b>
(3) Public (other than parties to agreement, Acquirer)								
a) Institutions (Mutual Funds / FIs/ Banks/ FIIs	-	-	-	-	(24,90,751)	(28.79)		
b) Others	24,90,751	93.99	-	-				
<b>Total (3) (a+b)</b>	<b>24,90,751</b>	<b>93.99</b>	<b>-</b>	<b>-</b>	<b>(24,90,751)</b>	<b>(28.79)</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (1+2+3)</b>	<b>26,50,000</b>	<b>100</b>	<b>60,00,000</b>	<b>69.36</b>	<b>-</b>	<b>-</b>	<b>86,50,000</b>	<b>100</b>

**Note:** The percentage has been calculated on the basis of Expanded share Capital/ Emerging fully diluted voting Equity share capital of the target company which constitutes existing Share capital of 26,50,000 equity shares and proposed Preferential issue of 60,00,000 Equity shares. 12,00,000 Equity Share warrants (convertible into Equity share in the ratio of 1:1) has been proposed to be issued to Yerradoddi Ramesh Reddy. The said share warrants is convertible into Equity share within a period of 18 months. Mr. Yerradoddi Ramesh Reddy has certified that the conversion into Equity share will be done considering the applicable SEBI SAST Regulations and other applicable laws at the time of conversion.

\* As on date the total Public Shareholding is 24,90,751. To the extent of 6,40,250 shares if any tendered in the open offer will be acquired by Edvenswa Tech Private Limited (Acquirer 3) and the excess if any will be acquired together with other acquirers. The same will depend on the quantum of shares tendered by the Shareholders in the Open Offer.

5.15 The number of shareholders in KLK Electrical Limited in public category is 1,312 as on 30<sup>th</sup> September, 2021.

#### 5.16 Compliance Officer

Gopalaswami Raghavan  
Company Secretary cum Compliance Officer  
KLK Electrical Limited  
Plot No. 85, Shop No. 01, 4th Street, Ganesh Avenue, Sakthi Nagar,  
Porur, Chennai- 600116 Tamil Nadu,  
Mob. No.+91 95534 03344  
Email: [admin@klk.co.in](mailto:admin@klk.co.in)  
Website: [www.klk.co.in](http://www.klk.co.in)

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of offer price

6.1.1 The equity shares of the Target Company are listed on BSE.

6.1.2 The trading turnover in the equity shares of the Target Company on BSE, during the twelve calendar months preceding the month in which the PA was issued (i.e., November 2020 to October 2021) is given below: -



Name of the Exchange	Number of equity shares of the Target Company traded during the Twelve Months period ("A")	Total Number of Equity Shares listed ("B")	Total Turnover (%) (A/B)
BSE	4,51,575	26,50,000	17%

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

Based on the above, the equity shares are frequently trade in terms of Regulation 2(1)(j) of the SEBI SAST Regulations, 2011.

6.1.3 The Offer Price of Rs.25/- per equity share is justified in terms of Regulation 8(2) of the SEBI SAST Regulations, 2011 being the highest of the following:

(a)	The price at which the preferential Allotment as determined in terms of Regulation 164 of SEBI (Issue of Capital and Disclosure Requirements) Regulations ,2018 of the equity shares are proposed to be allotted to the Acquirers as approved by the Board of Directors in the meeting held on 02 <sup>nd</sup> November,2021.	Rs. 25/-
(b)	The volume-weighted average price paid or payable for acquisition, by the Acquirers during the 52 weeks immediately preceding the date of the PA.	Nil
(c)	The highest price paid or payable for any acquisition, by the Acquirers, during the 26 weeks immediately preceding the date of the PA.	Nil
(d)	The volume-weighted average market price of the equity shares of the Target Company for a period of 60 trading days immediately preceding the date of the PA on BSE	20.81
(e)	Other financial parameters as at 30th June, 2021	Not Applicable as shares of Target Company are Frequently traded
	Return on networth (%)	NA
	Book value per share (Rs.)	NA
	Earnings per share (Rs.) (not annualized)	NA
	Value per share as per Profit Earning capacity method	NA

As per CA A.N Gawade, Registered Valuer, Regn no: IBBI/RV/05/2019/10746 having its office at 7, Saraswati Heights, Behind café Goodluck, Deccan Gymkhana, Pune-411004 ,the value per equity share of Target Company is Rs. 20.81/-per share.

6.1.4. In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs.25/- (Rupees Twenty Five only) per fully paid-up equity share is justified in terms of Regulation 8 of the SEBI SAST Regulations.

6.1.5 As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers shall comply with Regulation 18 and all the provisions of SEBI SAST Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.

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

6.1.7 If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at the price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference

shall be paid in the event that such acquisition is made under 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.

6.1.8 If the Acquirers acquires or agrees to acquire any equity shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price pursuant to future purchases / competing offers shall stand revised to the highest price paid or payable for any such acquisition in terms of regulation 8(8) of SEBI SAST Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

## 6.2 Details of Financial Arrangements:

6.2.1 The maximum consideration payable by the Acquirers to acquire 24,90,751 fully paid-up equity shares at the Offer Price of Rs. 25/- (Rupees Twenty Five only) per equity share, assuming full acceptance of the Offer would be Rs. 6,22,68,775 /- (Rupees Six Crores Twenty Two Lakhs Sixty Eight thousand Seven Hundred Seventy Five only).

6.2.2 The Acquirers confirms that they have made firm financial arrangements for fulfilling their payment obligations under this Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and the Acquirers are able to implement this Offer. P. Murali & Co., Chartered Accountants, (FRN: 007257S) signed by its Partner Mukund Vijayrao Joshi (Membership No.024784) having office at 6-3-655/2/3 Somajiguda, Hyderabad-500082, India, Telephone: (91-40) 2332 6666, 2331 2554, 2339 3967, 2332 1470, Fax: (91-40) 2339 2474 vide certificate dated 02nd November, 2021, have certified the adequacy of financial resources of Acquirers for fulfilling the obligations under the offer.

6.2.3 In accordance with Regulation 17 of the SEBI SAST Regulations, the Acquirers, Manager to the Offer and Kotak Mahindra Bank ("Escrow **Banker**") have entered into an escrow agreement on 02<sup>nd</sup> November, 2021. Pursuant to the escrow agreement, the Acquirers has opened an Escrow Account under the name and style of "FMSL\_KLK\_Open Offer Escrow Account" bearing account number 2714060967 with Kotak Mahindra Bank Limited, Nariman Point Branch, Mumbai and made therein a cash deposit of Rs. 1,60,06,250 (Rupees One crore Sixty Lakhs Six Thousand Two Hundred Fifty only) being more than 25% of the total consideration payable in the Open Offer, assuming full acceptance.

6.2.4 The Acquirers have authorized the Manager to the Offer to operate the Escrow Account in terms of the SEBI SAST Regulations

6.2.5 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirers to implement the Offer in accordance with the SEBI SAST Regulations.

6.2.6 In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to effecting such revision.

## 7.0 TERMS AND CONDITIONS OF THE OFFER

7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.

7.1.3 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholder(s) of the Target Company (except the Acquirers) whose name appear on the Register of

Members and whose names appear on the beneficial records of the Depository Participant, at the close of business hours on Tuesday, 11<sup>th</sup> January, 2022("Identified Date").

- 7.1.4 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance cum Acknowledgement, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.5 The acceptance of this Offer by the Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.1.6 Eligible persons can write to the Registrar to the Offer/Manager to the Offer requesting for the copy of the Letter of Offer. Alternatively, the Letter of Offer would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in).
- 7.1.7 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.8 The shareholders to whom the Open Offer is being made are free to offer their Equity Shares in whole or in part while accepting the Open Offer.
- 7.1.9 The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges, equitable interests and encumbrances and are tendered together with all rights attached thereto, including the rights to all dividends, bonus and rights offers, if any, declared thereafter and the tendering Public Shareholder shall have obtained any necessary consents (including any statutory approvals, if required) for it to sell the Equity Shares on the foregoing basis.
- 7.1.10 In terms of Regulation 18(9) of the SEBI SAST Regulations, the shareholders who have accepted this Open Offer by tendering the Equity Shares held by them and requisite documents in terms of the PA, DPS and Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Open Offer
- 7.1.11 The instructions, authorizations and provisions contained in the Form of Acceptance cum Acknowledgment constitute part of the terms of the Offer.

## **7.2 Locked in shares**

The Equity Shares of the Target Company are not subjected to lock in.

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

All the owners of the equity shares of the Target Company, registered or unregistered are eligible to participate in this Open Offer, at any time during the Tendering Period for this Open Offer.

- 7.4 There has been no revision in the Offer Price as of the date of this Letter of Offer. Further revisions in the Offer Price for any reason including competing offers shall be done prior to the commencement of the last one working day before the commencement of the tendering period and will be notified to the Shareholders by (i) notification to the Stock Exchanges, SEBI and the Target Company at its registered office, and (ii) public announcement in the same newspapers in which the DPS has been published. Such revision would be done in compliance with other formalities prescribed under the SEBI SAST Regulations, 2011.

## 7.5 Statutory and Other Approvals

- 7.5.1 The Preferential issue of Equity Shares and Equity Share Warrants by the Target Company has been approved by the shareholders in the Extraordinary General meeting held on 2<sup>nd</sup> December, 2021 and the In- Principle approval of Stock Exchange- BSE Limited was received on 06<sup>th</sup> January,2022 where shares of the Target Company are Listed(“BSE”) .
- 7.5.2 As of the date of this LOF, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to acquire the equity shares tendered pursuant to this Offer other than an approval of the Reserve Bank of India, if any, for the acquisition of the Equity Shares from the non-resident shareholders (Non-Resident Indians (“NRIs”) or Overseas Corporate Bodies (“OCBs”)/Foreign Shareholders) of the Target Company. NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI or the FIPB) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. However, in case of any statutory approvals being required by the Acquirers at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such approvals. The Acquirers will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI SAST Regulations.
- 7.5.3 In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and 18(11A) of the SEBI SAST Regulations. Provided where the statutory approvals extend to some but not all equity shareholders, the Acquirers has the option to make payment to such shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of willful default by the Acquirers in obtaining any statutory approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI SAST Regulations.

## 8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 All the shareholders, registered or unregistered, of the Target Company, except the Acquirers owning equity shares any time before the date of Closure of the Offer, are eligible to participate in the Offer.
- 8.2 The Offer is made to the Public Shareholders as defined in this Letter of Offer. While the Letter of Offer shall be dispatched to the Public Shareholders of the Target Company whose name appears in the register of members of the Target Company as of the Identified Date, all Public Shareholders holding Equity Shares in dematerialised and physical form are eligible to participate in the Offer at any time during the Tendering Period.
- 8.3 The Open Offer will be implemented by the Acquirers through a stock exchange mechanism made available by Stock Exchanges in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI SAST Regulations, 2011 and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI /HO/CFD/DCR-III/CIR/P/2021/615 dated August 13,2021 and such other terms and conditions as may be permitted by law from time to time .
- 8.4 BSE shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.

- 8.5 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of Acquisition Window.
- 8.6 The Acquirers have appointed Nikunj Stock Brokers Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:  
**Nikunj Stock Brokers Limited**  
**Address: A-92, GF, Left Portion, Kamla Nagar, Delhi-110007**  
**Email ID: [Complianceofficer@nikunjonline.com](mailto:Complianceofficer@nikunjonline.com) , Website: [www.nikunjonline.com](http://www.nikunjonline.com) ,**  
**Investor Grievance Id: [info@nikunjonline.com](mailto:info@nikunjonline.com) Contact Person: Mr. Anshul Aggarwal**  
**Tel No: 011-47030015-16, Mobile No.:98106553378 SEBI Registration No: INZ000169335**
- 8.7 All Public 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. The Acquisition Window will be provided by the Stock Exchange to facilitate placing of sell orders.
- 8.8. **Procedure for tendering shares held in Dematerialized Form.**
- a) Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer.
  - b) Public Shareholders shall submit delivery instruction slip ("**DIS**") duly filled in specifying the appropriate market type in relation to the "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.
  - c) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of BSE. Before placing the order/bid, the Public Shareholder would be required to make early pay-in as per the mechanism prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker. As per SEBI Circular ref: SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 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 to the said circular. All other procedures shall remain unchanged. The shareholders are advised to refer to the above circular of SEBI for placing of Orders. Upon placing the order, the Selling Broker shall provide TRS generated by the Stock Exchange bidding system to the holder of the Equity Shares.
  - d) modification/cancellation of orders will not be allowed during the Tendering Period of the 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 close of trading hours 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) Upon placing the order, the Selling Broker(s) shall provide TRS generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- h) The public shareholders will have to ensure that they keep the depository participant (“DP”) account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- i) The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period.
- j) All non-resident Public Shareholders (i.e. Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as “KLK Electrical Limited Open Offer”. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

**The Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement unless required by their respective Selling Broker.**

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

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI’s press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

- a) Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder’s PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- b) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the ‘Register of Members’ of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.
- c) Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (“TRS”) generated by the BSE bidding system to the Public

Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.

- d) The Selling Broker/ Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post / speed post or courier or hand delivery to the Registrar to the Offer i.e., Cameo Corporate Services Private Limited (at the following address: Subramanian Building, No 1, Club House Road, Chennai-600002, Tamil Nadu, India) so as to reach them within 2 (two) working days of offer closing date i.e. by 10<sup>th</sup> February, 2022 (by 5.00 p.m. (IST)). The envelope should be super scribed as "KLK Electrical Limited Open Offer". It is advisable to first email scanned copies of the original documents mentioned in the Letter of Offer to the Registrar to the Offer and then send physical copies to the address of the Registrar to the Offer as provided in the LOF. 1 (one) copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker / Public Shareholder.
- e) The Public Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.
- f) All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company / registrar of the Target Company.
- g) In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of having the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.

The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum-Acknowledgement. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance-cum-Acknowledgement.

#### **8.10. Procedure for Tendering the Shares in case of Non-Receipt of the 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/Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance cum Acknowledgement Form.

c) The Letter of Offer alongwith Form of Acceptance cum Acknowledgement Form will be dispatched to all the Eligible Public Shareholders of the Target Company as appearing in the list of members of the Target Company as on the Identified Date. A Public Shareholder receiving the LOF along with the Form of Acceptance through electronic mode will be entitled to be furnished with a physical copy of the said documents upon receipt of requisition, if any, by e-mail at [priya@cameoindia.com](mailto:priya@cameoindia.com) or by a letter addressed to the Registrar to the Offer. In case of non-receipt of the Letter of Offer, such Eligible Public Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares. Alternatively, you can download the soft copy from the registrar's website [www.cameoindia.com](http://www.cameoindia.com) .

d) Alternatively, in case of non-receipt of the Letter of Offer, the Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the Letter of Offer. Such Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

#### **8.11. Acceptance of Equity Shares**

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

#### **8.12. Settlement Process**

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- b) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- c) Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- d) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Shareholders. If relevant Shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI / relevant bank due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- e) 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 onwards releasing the same to the relevant Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- f) The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares under the Offer. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to them by the Clearing Corporation.



- g) Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirers and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders.
- h) Buying Broker would also issue a contract note to the Acquirers for the Equity Shares accepted under the Offer.
- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirers. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- j) In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) & 18 (11A) of the SEBI SAST Regulations, 2011 grant an extension of time to the Acquirers pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer.

## 9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the public shareholders of Target Company at the office of the Manager to the Offer, Finshore Management Services Limited, Kolkata on any day (except Saturdays, Sundays and public holidays) between 10.30 a. m. to 2.00 p.m. during the period from the Date of Commencement of the Tendering Period till the Date of Closing of the Tendering Period.

1. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company
2. Certificate of Incorporation, Memorandum and Articles of Association of the Acquirer 3 ( ETPL)
3. Audited Financials of KLK Electrical Limited for the year ended 31<sup>st</sup>March, 2021, 2020 and 2019 and unaudited financials (subject to limited review) for the period ended 30<sup>th</sup> June ,2021
4. Audited Financials of Edvenswa Tech Private Limited for the year ended 31<sup>st</sup>March, 2021, 2020 and 2019 and unaudited financials (subject to limited review) for the period ended 30<sup>th</sup> June ,2021
5. Networth certificate dated 02<sup>nd</sup> November, 2021 for Mr. Sreenivasa Sreekanth Uppuluri and Mr. Yerradoddi Ramesh Reddy as on 02<sup>nd</sup> November, 2021 and Networth certificate dated 02<sup>nd</sup> November, 2021 for Edvenswa Tech Private Limited as on 30<sup>th</sup> June,2021 issued by P. Murali & Co., Chartered Accountants, (FRN: 007257S) signed by its Partner Mukund Vijayrao Joshi (Membership No.024784) having office at 6-3-655/2/3 Somajiguda, Hyderabad-500082, certifying the adequacy of financial resources with acquirers to fulfil the open offer obligations.
6. Valuation Reports issued by Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004
7. Memorandum of Understanding dated 02<sup>nd</sup> November,2021 between Lead Manager i.e. Finshore Management Services Limited and the Acquirers.

8. Copy of Escrow Agreement amongst the Acquirers, Kotak Mahindra Bank Limited and Finshore Management Services Limited dated 02<sup>nd</sup> November, 2021.
9. Copy of Letter dated 08<sup>th</sup> November, 2021 from Kotak Mahindra Bank Limited confirming the cash deposit of Rs. 1,60,06,250(Rupees One crore Sixty Lakhs Six Thousand Two Hundred Fifty only) in the escrow account.
10. Copy of the Public Announcement dated 02<sup>nd</sup> November,2021 and published copy of the Detailed Public Statement dated 11<sup>th</sup> November,2021.
11. Copy of the recommendation made by Committee of Independent Directors of the Target Company, as required under Regulation 26(7) of SEBI SAST Regulations, 2011.
12. SEBI Observation Letter dated January 06,2022, received on January 07, 2022 bearing reference number SEBI/HO/CFD/DCR-III/OW/1023/1.

## 10. DECLARATION BY THE ACQUIRERS

10.1 The Acquirers namely, Mr. Sreenivasa Sreekanth Uppuluri, Mr. Yerradoddi Ramesh Reddy and Edvenswa Tech Private Limited accepts full responsibility for the information contained in this LOF (other than information regarding the Target Company and information compiled from publicly available sources or provided by the Target Company, which has not been independently verified by the Acquirers or the Manager to the Offer).

The Acquirers also accept full responsibility for their obligations under the Open Offer and shall be responsible for the fulfillment of obligation as laid down in the SEBI SAST Regulations.

10.2 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.

### For and on behalf of Acquirers

Acquirer 1	Acquirer 2	Acquirer 3
Sd/ Sreenivasa Sreekanth Uppuluri	Sd/ Yerradoddi Ramesh Reddy	Edvenswa Tech Private Limited  Sd/ Director

Date: Kolkata  
Place: 10<sup>th</sup> January, 2022

Encl.:

1. Form of Acceptance-cum-Acknowledgement
2. Form No. SH-4 -Securities Transfer Form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

(Capitalised terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)

(Please send this Form with TRS generated by selling broker and enclosures to Registrar to the Offer, Cameo Corporate Services Limited, at their address given in the Letter of Offer as per the mode of delivery mentioned in the Letter of Offer)

TENDERING PERIOD FOR THE OFFER	
OFFER OPENS ON	Tuesday, 25 <sup>th</sup> January, 2022
OFFER CLOSSES ON	Tuesday, 08 <sup>th</sup> February, 2022

FOR OFFICE USE ONLY

Acceptance Number	
Number of Equity Shares offered	
Number of Equity Shares accepted	
Purchase Consideration in Rupees (Rs.)	
Cheque No. / Pay Order No. / Demand Draft No	

Shareholder(s) details:

From	
Name:	
Address:	
Tel. No.	
Fax:	
Email:	

To,  
The Acquirers (Mr. Sreenivasa Sreekanth Uppuluri, Yerradoddi Ramesh Reddy, Edvenswa Tech Private Limited)  
C/o. Cameo Corporate Services Limited  
Unit: KLK Electrical Limited - Open Offer  
"Subramanian Building" No.1 Club House Road ,Chennai- 600002 , Tamil Nadu  
Tel. : 044-40020700/044-28460390

Dear Madam,

**Sub: Open Offer for acquisition of upto 24,90,751 Equity Shares, constituting 28.79% of the Issued Subscribed, Paid-up and Voting Capital of KLK Electrical Limited ("Target Company") from the Public Shareholders of the Target Company by Mr. Sreenivasa Sreekanth Uppuluri , Mr. Yerradoddi Ramesh Reddy and Edvenswa Tech Private Limited ("Acquirers") under the SEBI SAST Regulations, 2011 (" Offer").**

I/ We refer to the Letter of Offer dated 10<sup>th</sup> January, 2022 for acquiring the Equity Shares held by me in **M/s. KLK Electrical Limited.**

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

NAME (in BLOCK LETTERS)`	HOLDER	NAME OF THE SHAREHOLDER(S)	PERMANENT ACCOUNT NUMBER (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	Sole/First		
	Second		
	Third		
Contact Number(s) of the First Holder	Tel. No. (with STD Code):		Mobile No.:
Full address of the First Holder with pin code			
Email address of the First Holder:			

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

**For equity shares held in Physical form:**

I/We accept the offer and enclose the original equity share certificate(s) and duly signed transfer deed(s) in respect of my / our equity shares as detailed below:

Sr.	Folio No.	Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	

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

**For equity shares held in Demat Shareholders:**

<b>Name of Depository (Tick any one)</b>	<b>NSDL</b> <input type="checkbox"/>	<b>CDSL</b> <input type="checkbox"/>
<b>DP ID No.</b>		
<b>DP Name</b>		
<b>CLIENT ID No.</b>		

I/We note and understand that the original equity share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar to the Offer until the time the acquirers pay the purchase consideration as mentioned in the LOF.

I/We also note and understand that the acquirers will pay the purchase consideration only after verification of the documents and signatures.

**Enclosures (please provide the following and ✓ whichever is applicable):**

- i. Original equity Share Certificates
- ii. Valid share transfer deed(s) duly filled, stamped and signed by the transferor(s) (i.e by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- iii. Form of Acceptance signed by sole/joint shareholder 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.
- iv. Photocopy of the Transaction Registration slip (TRS) self-attested copy of PAN card of all the transferor(s)
- v. Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license
- vi. Any other relevant document (but not limited to) such as Power of Attorney (If any person apart from

the shareholder has signed the FOA), corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, the original shareholder has deceased etc., as applicable. Shareholders of the Target Company holding physical shares should note that physical shares will not be accepted unless the complete set of documents are submitted.

**For all shareholders (holding equity shares in demat or physical form):**

I /We, unconditionally Offer to sell to the Acquirers the following equity shares in Target Company held by me at a price of Rs.25/- (Rupees Twenty Five only) per fully paid-up equity share.

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

I /We, confirm that I am not a person acting in concert with the Acquirers.

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

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

I /We, confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me, I will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I /We, note and understand that the Equity Shares will be held in trust for me by the Registrar to the Offer/Clearing Corporation until the time the Acquirers pays the purchase consideration as mentioned in the Letter of Offer.

I /We, note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer. I authorize, the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer and I further authorize the Acquirers to return to me, Equity Shares in respect of which the Open Offer is not found valid/not accepted without specifying the reasons thereof.

I /We, confirm that my status as a shareholder is (“√” whichever is applicable)

<input type="checkbox"/> Individual	<input type="checkbox"/> Foreign Company	<input type="checkbox"/> FII/FPI - Corporate	<input type="checkbox"/> FII/FPI - Others	<input type="checkbox"/> FVCI
<input type="checkbox"/> Foreign Trust	<input type="checkbox"/> Private Equity Fund / AIF	<input type="checkbox"/> Pension/ Provident Fund	<input type="checkbox"/> Sovereign Wealth Fund	<input type="checkbox"/> Partnership/ Proprietorship Firm
<input type="checkbox"/> Financial Institution	<input type="checkbox"/> NRIs/PIOs repatriable	<input type="checkbox"/> NRIs/ PIOs - non Repatriable	<input type="checkbox"/> OCB	<input type="checkbox"/> QFI
<input type="checkbox"/> Domestic Company	<input type="checkbox"/> Domestic Trust	<input type="checkbox"/> Insurance Company	<input type="checkbox"/> Banks	<input type="checkbox"/> Others - please Specify

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

I /We, confirm that my investment status is (please provide supporting documents and “√” whichever is applicable)

- FDI Route
- PIS Route
- Any other - please specify \_\_\_\_\_

I /We, confirm that the Offer Shares tendered by me are held on (“√” whichever is applicable)

- Repatriable basis
- Non - repatriable basis

I /We, confirm that (“√” whichever is applicable)

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

I /We, confirm that (“√” whichever is applicable)

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

**BANK DETAILS**

Name of the Bank	
Branch	
Account Number	
IFSC Code	
MICR Code	
Savings/Current/(Others: Please specify)	

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

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed & Delivered:

	Full Name	PAN	Signature
First/Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

*Note: In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary Board resolutions should be attached.*

Place:

Date:

----- Tear Here -----

**Acknowledgement Receipt – KLK Electrical Limited- Open Offer**

Received from Mr./Ms./M/s \_\_\_\_\_

Address: \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement for KLK Electrical Limited - Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID / Client ID \_\_\_\_\_ for \_\_\_\_\_  
Equity Shares

Date of Receipt:

Place of Receipt:

Stamp of Selling Broker:

Signature of Official:



## INSTRUCTIONS

**PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGER TO THE OFFER**

1. This Form should be filled in English.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling broker by indicating the details of Equity Shares they intend to tender under the Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Shareholder(s) along with all the documents received at the time of submission.
6. All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.
8. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/ joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.
9. ***Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:***  
Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-cum-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or from Registrar to the Offer.
10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.
11. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgment 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 said website.
12. The Letter of Offer along with Form of Acceptance-cum-Acknowledgment will be dispatched/ sent through electronic mail to all the Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
13. The Tender Form and TRS is not required to be submitted to the Acquirer, Manager to the Offer or the Target Company. Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective Selling Broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.

14. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

15. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable.  
For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- Self-attested copy of PAN card;
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest;
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration;
- name, e-mail id, contact number;
- address in the country or specified territory outside India of which the shareholder is a resident;
- Form 10F;
- Tax Identification Number/ Unique Identification Number of the shareholder;
- Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA read with the provisions of MLI, including but not limited to a declaration of not having a permanent establishment in India;
- Certificate of lower or NIL withholding tax issued by income-tax authorities indicating the TDS rate/amount of tax to be deducted by the Acquirer;
- Self-attested declaration in respect of status of shareholder (e.g. individual, firm, company, trust, or any other - please specify) and residential status as per IT Act; and
- SEBI registration certificate for FII and FPI.

In an event of non-submission of aforesaid documents as may be applicable, tax will be deducted at the maximum rate applicable to the relevant category to which the Public Shareholder belongs, by the Acquirer.

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

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

**Form No. SH-4 - Securities Transfer Form**  
**[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution: \_\_\_/\_\_\_/\_\_\_\_\_

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

**CIN:** L 7 2 3 0 0 T N 1 9 8 0 P L 0 0 0 8 2 3 0

Name of the company (in full): **KLK ELECTRICAL LIMITED**

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

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	INR 10/-	INR 10/-	INR 10/-

No. of Securities being Transferred		Consideration received (Rs)	
In figures	In words	In words	In figures

Distinctive Number	From		
	To		

Corresponding Certificate Nos.			

**Transferor's Particulars**

\_\_\_\_\_

Registered Folio Number: \_\_\_\_\_

Name(s) in full	PAN No.	Signature(s)
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: \_\_\_\_\_

Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_

Transferee's Particulars		
Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address (3)
<b>EDVENSWA TECH PRIVATE LIMITED</b>	Not Applicable	D.No. 1-6-149/5/B/1, Edvenswa Towers, Bowrampet, Dundigal Municipality, Medchal-Malkajgiri, Hyderabad - 500043, Telangana, India
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		1. _____ 2. _____ 3. _____

Folio No. of Transferee	Specimen Signature of Transferee(s)
_____	1. _____
_____	2. _____
	3. _____

Value of Stamp affixed: \_\_\_\_\_

**Enclosures:**

**Stamps**

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

**For Office Use Only**

Checked by \_\_\_\_\_

Signature Talled by \_\_\_\_\_

Entered in the Register of Transfer on \_\_\_\_\_

\_\_\_\_\_ vide Transfer no \_\_\_\_\_

Approval Date \_\_\_\_\_

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

Registered on \_\_\_\_\_ at \_\_\_\_\_

No \_\_\_\_\_