

February 22, 2023

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref.: Rotographics (India) Limited (Scrip Code: 539922)

Dear Sir,

SUBJECT: OPEN OFFER FOR ACQUISITION OF UPTO 9,36,338 EQUITY SHARES FROM THE SHAREHOLDERS OF ROTOGRAPHICS (INDIA) LIMITED (HEREINAFTER REFERRED TO AS "TC" OR "TARGET COMPANY" OR "ROTOGRAPHICS") BY MR. ASHOK KUMAR SINGHAL (HEREINAFTER REFERRED TO AS "ACQUIRER")

We are pleased to submit Copy of Draft Letter of Offer ("DLOF") dated February 22, 2023 pursuant to, and in compliance with applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the above information on your records and disseminate the DLOF on the website of BSE Limited.

Thanking You,
Yours faithfully

For Fintellectual Corporate Advisors Private Limited



Amit Puri
Director

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Shareholder(s) of Rotographics (India) Limited (hereinafter referred to as "Target" or "Target Company" or "RGIL"). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the Company, please hand over this Draft Letter of Offer and the accompanying Form of Acceptance cum Acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected.

Open Offer By

Ashok Kumar Singhal

Address: House No. 1269, Sector-8 C, Chandigarh- 160009
Tel no: +91 9814027955; Email Id: herbalindiahp1@gmail.com
(Hereinafter referred to as the "Acquirer")

to the shareholder(s) of

Rotographics (India) Limited

Registered office: Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076

Telephone No.: 011-47366600/22444014, **Email ID:** info@rotoindia.co.in, **Website:** www.rotoindia.co.in

To acquire upto 9,36,338 (Nine Lakh Thirty Six Thousand Three Hundred Thirty Eight) Equity Shares of the face value of ₹10 each ("Offer Shares"), representing in aggregate 26% of voting share capital of the Target Company at a price of ₹ 14/- (Rupees Fourteen Only) per fully paid up Equity Share of ₹10 each, payable in cash.

Please Note:

1. This Offer is being made by the Acquirer pursuant to regulation 3(1) and regulation 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations").
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of SEBI (SAST) Regulations.
3. **This Open Offer is not a competing offer in terms of regulation 20 of the SEBI (SAST) Regulations.**
4. **There has been no Competing Offer as on the date of this Draft Letter of Offer.**
5. The Offer is subject to the receipt of statutory and other approvals as mentioned in Paragraph 7.3 of this Draft Letter of Offer.
6. If there is any upward revision in the Offer Price by the Acquirer at any time up to 1 (One) Working Day prior to the commencement of the Tendering Period i.e. up to Wednesday, April 05, 2023 or in the case of withdrawal of offer, the same would be informed by way of the Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirer for all the Offer Shares validly tendered anytime during the Tendering Period of the Open Offer.
7. A copy of the Public Announcement, the Detailed Public Statement, Draft Letter of Offer and Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on SEBI's website (www.sebi.gov.in).

MANAGER TO THE OFFER



FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED

SEBI Regn. No.: INM000012944

Regd. Off.: 204, Kanishka Shopping Complex, Mayur Vihar, Phase 1 Extension, Delhi -110091

Tel No.: +91-11- 48016991;

Contact Person: Mr. Amit Puri

E-mail: info@fintellectualadvisors.com

Website: - www.fintellectualadvisors.com

REGISTRAR TO THE OFFER



Skyline Financial Services Private Limited

SEBI Regn. No.: INR000003241

Regd. Off.: D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110020

Tel No.: 011-40450193-97

Fax No.: 011 - 26812682

Contact Person: Mrs. Rati Gupta

Email id.: ipo@skylinerta.com

Website: www.skylinerta.com

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

| Nature of Activity | Day and Date |
|--|-----------------------------|
| Date of the Public Announcement | Thursday, February 09, 2023 |
| Date of publication of the Detailed Public Statement | Thursday, February 16, 2023 |
| Last date of filing of the draft Letter of Offer with SEBI | Thursday, February 23, 2023 |
| Last date for a Competing Offer | Friday, March 10, 2023 |
| Identified Date* | Tuesday, March 21, 2023 |
| Last Date by which Letter of Offer will be dispatched to the Shareholders | Wednesday, March 29, 2023 |
| Last date by which an independent committee of the Board of Target Company shall give its recommendation | Monday, April 03, 2023 |
| Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper | Thursday, April 06, 2023 |
| Date of commencement of tendering period (Offer Opening Date) | Monday, April 10, 2023 |
| Date of expiry of tendering period (Offer Closing Date) | Monday, April 24, 2023 |
| Date by which all requirements including payment of consideration would be completed | Wednesday, May 10, 2023 |

*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 owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in the Offer any time before the closure of the Offer.

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RISK FACTORS

RISKS RELATED TO THE TRANSACTION, THE PROPOSED OPEN OFFER AND THE PROBABLE RISKS INVOLVED IN ASSOCIATING WITH THE ACQUIRER

(A) Risk relating to the Underlying transaction

1. To the best of knowledge of the Acquirer, no statutory approvals are required however it will be subject to all statutory approvals that may become applicable at a later date. The Acquirer reserves the right to withdraw the offer in accordance with Regulation 23(1)(a) of the SEBI (SAST) Regulations, 2011 in the event the requisite statutory approvals for the purpose of this offer or those that may be necessary at a later date are refused.

(B) Risk relating to the Offer

1. This Offer is subject to the provisions of SEBI (SAST) Regulations, 2011, and in case of non-compliance by the Acquirer with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirer shall not act upon the acquisition of equity shares under this Offer.
2. In the event that either (a) the regulatory approvals are not received in a timely manner; or (b) there is any court or regulatory order to stay the offer; or (c) SEBI instructs Acquirer not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of Rotographics (India) Limited, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and Regulation 18(11A) of the SEBI (SAST) Regulations, 2011.
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The Acquirer make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer. Equity Shares, once tendered through the Form of Acceptance-cum-Acknowledgement in the Offer, cannot be withdrawn by the Eligible Shareholders, even if the acceptance of Equity Shares under the Offer and dispatch of consideration are delayed.
5. The tendered physical shares and the documents would be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of Offer formalities and the shareholders who will tender their equity shares would not be able to trade such equity shares during such period. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Draft Letter of Offer (DLOO)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk. The Acquirer and the Manager to the Offer accept no responsibility for the statements made otherwise than in the Draft Letter of Offer/Detailed Public Statement/Public Announcement/ advertisements or any materials issued by or at the instance of the Acquirer. Anyone placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) will be doing so at his/her/their own risk.

6. This Draft Letter of Offer has not been filed, registered with or approved in any jurisdiction outside India. Recipients of the Draft Letter of Offer who resident in jurisdictions outside India are should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration/approval requirements. The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, and the appropriate course of action that they should take. The Acquirer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
7. The Shareholders should note that, under SEBI (SAST) Regulations, 2011, once the Shareholders have tendered their Equity Shares, they will not be able to withdraw their Equity Shares from the Offer during the Tendering Period even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the payment of consideration.

(C) Probable risk involved in associating with the Acquirer

1. The Acquirer makes no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
2. The Acquirer make no assurance with respect to their investment/disinvestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.
4. The Acquirer do not accept any responsibility for statements made otherwise than in the Letter of Offer (LOF)/Draft Letter of Offer (DLOF)/Detailed Public Statement (DPS)/Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his/her/its own risk.
5. The Acquirer does not accept the responsibility with respect to the information contained in the PA or DPS or DLOF or LOF that pertains to the Target Company and has been compiled from publicly available resources.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Shareholders of Target Company are advised to consult their Stock Brokers or Investment Consultants, if any, for analyzing all the risks with respect to their participation in the Offer.

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to “₹ “, “Rs.” are to the reference of Indian National Rupees (“INR”). Throughout this Draft Letter of Offer, all figures have been expressed in “Lakh” unless otherwise specifically stated. In this Draft Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

1. DEFINITIONS

| | |
|---------------------------------|---|
| Acquirer | Mr. Ashok Kumar Singhal, son of Mr. Hukam Chand, aged 67 years, Indian Inhabitant bearing PAN ‘AFNPS5604L’ under the Income Tax Act, 1961, and residing at House No. 1269, Sector-8 C, Chandigarh- 160009. |
| Acquisition Window | The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on BSE Limited, in the form of a separate window. |
| Acquisition Window Circulars | Stock exchange mechanism as provided under SEBI (SAST) Regulations and the SEBI circulars bearing reference number ‘CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015’, ‘CFD/DCR2/CIR/P/2016/131 dated December 09, 2016’ and ‘SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021’ and on such terms and conditions as may be permitted by law from time to time. |
| Agreement | The Share Purchase Agreement are hereinafter referred to as the Agreement. |
| Board of Directors | The board means the Board of Directors of the Target Company. |
| BSE/ Stock Exchange | BSE Limited is the stock exchange where presently the Equity shares of the Target Company are Listed. |
| Date of Opening of Offer | Monday, April 10, 2023 |
| Date of Closure of Offer | Monday, April 24, 2023 |
| Detailed Public Statement/DPS | Detailed Public Statement dated Wednesday, February 15, 2023, made by the Manager to the Offer on behalf of the Acquirer to the shareholders of Rotographics (India) Limited, which was published on Thursday, February 16, 2023 in all editions of Business Standard (English) and Business Standard (Hindi) and in Pratahkal (Marathi). |
| Draft Letter of Offer/DLOF/DLOO | The Draft Letter of Offer dated Wednesday, February 22, 2023 submitted to SEBI for its observations. |

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| Eligible Person(s)/Eligible Shareholder(s) for the Offer | All owners (registered or unregistered) of Equity Shares of the Target Company (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in the Offer any time before the closure of the Offer. |
| Escrow Agreement | Escrow Agreement, dated Thursday, February 09, 2023, entered amongst and between the Acquirer, the Escrow Banker and the Manager to the Offer. |
| Escrow Account | Escrow account opened on Friday, February 10, 2023, in accordance with Regulation 17 of the SEBI (SAST) Regulations, under the name and style of ' RGIL OPEN OFFER ESCROW ACCOUNT ' with Yes Bank Limited, the Escrow Banker. |
| Escrow Amount | The amount aggregating to ₹1,31,08,732/- (Rupees One Crore Thirty-One Lakh Eight Thousand Seven Hundred and Thirty Two Only) deposited on Friday, February 10, 2023, by the Acquirer with the Escrow Banker, in accordance with the Escrow Agreement and in compliance with the provisions of Regulation 17 of the SEBI (SAST) Regulations. |
| Escrow Banker | Yes Bank Limited. |
| Equity Shares | Equity Shares shall mean the fully paid-up equity shares of the face value of ₹ 10.00/- (Rupees Ten Only) each. |
| FIPB | Foreign Investment Promotion Board |
| FEMA | Foreign Exchange Management Act, 1999, as amended from time to time |
| FIIIs | Foreign Institutional Investors registered with SEBI |
| Form of Acceptance/FOA | Form of Acceptance cum Acknowledgement |
| Identified Date | Identified date means the date falling on the 10th (Tenth) Working Day prior to the commencement of the Tendering Period for the Offer, to determine the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before the expiry of the Tendering Period. |
| ISIN | International Securities Identification Number |
| Letter of Offer/LOO/LOF | The Letter of Offer dated [●] |
| Manager/Manager to the Offer/MB/Merchant Banker | Fintellectual Corporate Advisors Private Limited, the Merchant Banker appointed by the Acquirer pursuant to regulation 12 of the SEBI (SAST) Regulations. |
| Negotiated Price | A negotiated price of ₹ 14.00/- (Rupees Fourteen Only) per Sale Share, aggregating to an amount of ₹ 2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two Hundred Only) for the sale of 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, representing 51.10% of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of the Share Purchase Agreement. |
| NRI | Non Resident Indian |
| NSDL | National Securities Depository Limited |
| Offer Documents | Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager. |
| Offer Period | The period from the date of entering into an agreement to acquire the Equity Shares and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Thursday, February 09, 2023, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be. |
| Offer Price | An offer price of ₹ 14/- (Rupees Fourteen Only) per Offer Share. |
| Offer Shares | 9,36,338 (Nine Lakh Thirty Six Thousand Three Hundred Thirty Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company. |
| Public Announcement/PA | Public Announcement dated Thursday, February 09, 2023 made by the Manager to the Offer on behalf of the Acquirer. |
| Promoter/Promoter Group | The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo), and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Mr. Pratap Burman, Mrs. Chanchala Burman, Pratap Burman HUF, Praxton Associates Private Limited, Flow Pack (India) Private Limited and Arms Advisory Services Private Limited. |
| Promoter Sellers | The existing Promoters of the Target Company who have entered in a Share Purchase Agreement with the Acquirer, in this case, namely being, Mr. Pratap Burman, Mrs. Chanchala Burman, Pratap Burman HUF, Praxton Associates Private Limited, Flow Pack (India) Private Limited and Arms Advisory Services Private Limited. |

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| Public Shareholders | All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer and the parties to the Share Purchase Agreement, pursuant to and in compliance with the SEBI (SAST) Regulations. |
| Registrar/Registrar to the Offer/RTA | Skyline Financial Services Private Limited as the Registrar to the Offer having office at D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 |
| Regulations/ SEBI (SAST) Regulations /SAST Regulations/Takeover Code | Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof. |
| RBI | The Reserve Bank of India |
| SEBI | Securities & Exchange Board of India |
| SEBI Act | Securities & Exchange Board of India Act, 1992, and subsequent amendments thereof. |
| SCRR | Securities Contracts (Regulation) Rules, 1957, as amended or modified |
| SEBI (ICDR) Regulations, 2018 | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subsequent amendments thereto |
| SEBI (LODR) Regulations, 2015 | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto |
| SEBI (SAST) Regulations, 2011 | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto. |
| Share(s) | Equity Shares of Rotographics (India) Limited |
| Share Purchase Agreement/ SPA | The Share Purchase Agreement dated Thursday, February 09, 2023, executed between the Acquirer and the promoter Sellers, pursuant to which the Acquirer has agreed to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, representing 51.10% (Fifty One Point One Zero Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹ 14.00/- (Rupees Fourteen Only) per Sale Share, aggregating to an amount of ₹ 2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two Hundred Only). |
| Stock Exchange | BSE Limited, is the stock Exchanges on which the Equity Shares of the Target Company are presently listed. |
| Target Company/RGIL | Rotographics (India) Limited a public limited Company incorporated under the provision of the Companies Act, 1956, having its registered office at Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi-110076 and bearing Corporate Identification Number-L74899DL1976PLC008036. |
| Tendering period | A period of 10 (Ten) working days period from the date of opening of offer on Monday, April 10, 2023 to closing of offer on Monday, April 24, 2023. |
| TRS | Transaction Registration Slip. |
| Underlying Transaction | The transaction for sale and purchase of the Sale Shares as contemplated under the Share Purchase Agreement. |
| Voting Share Capital | The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10th (Tenth) working day from the closure of the Tendering Period |
| Working Day | The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations. |

Note: All terms beginning with a capital letter used in this Draft 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 DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF ROTOGRAPHICS (INDIA) LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE COMPANY WHOSE SHARES/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 ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 22, 2023 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011 AND SUBSEQUENT AMEUREMENT(S) THEREOF. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

- 3.1.1 The Offer is being made under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for substantial acquisition of shares and voting rights, accompanied with a change in management control and affairs of the Target Company and the Acquirer shall become the promoter of the Target Company.
- 3.1.2 The Acquirer has entered into the Share Purchase Agreement ("SPA") with the promoter Sellers, on Thursday, February 09, 2023, for acquisition of 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) fully paid up equity shares ("Sale Shares") of ₹10/- each representing 51.10% of the paid up and voting equity share capital of Target Company at a price of ₹14/- (Rupees Fourteen Only) per equity share aggregating to ₹ 2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two Hundred Only), payable in cash along with acquisition of control over the Target Company.
- 3.1.3 By the above proposed acquisition, the Acquirer will be holding substantial stake and will be in control of the Target Company pursuant to the Share Purchase Agreement (as explained in paragraphs 3.1.2 to 3.1.5 of this Section 3 (Background of the Offer) of this Draft Letter of Offer) is referred to as the "**Underlying Transaction**". Accordingly, this offer is being made in terms of regulation 3(1) and 4 read with regulation 13(2)(g) and other applicable provisions of the SEBI (SAST) Regulations.
- 3.1.4 The salient features of the Share Purchase Agreement are as follows:
- i. The promoter sellers are holding 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares constituting 51.10% of the voting share capital of the Target Company.
 - ii. The sellers have agreed to sell 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares and the Acquirer has agreed to acquire 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) Equity Shares, constituting 51.10% of the equity share capital/voting share capital of the Target Company, at a negotiated price of ₹14/- (Rupees Fourteen Only) per equity share aggregating to ₹ 2,57,64,200/- (Rupees Two Crore Fifty Seven Lakhs Sixty Four Thousand Two Hundred Only), payable in accordance with terms and conditions stipulated in the Share Purchase Agreement.
 - iii. The shares sold are free from all charges, encumbrances, pledges, lien, attachments, and litigations are not subjects to any lock in period.
 - iv. Within 30 working days from the date of the Post Offer Public Announcement under SEBI (SAST) Regulations, 2011, the acquisition of said shares will be completed and the shares would be transferred into the name of the Acquirer. The transaction of the Sale Shares will be either through the stock exchange settlement process (in term of the Regulations) or as an off market transaction.
 - v. Upon completion of acquisition of the Sale Shares of the Company and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer shall be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Sellers shall cease to be promoters of the Target Company.
 - vi. The Sellers shall not buy such number of Equity Shares of the Target Company which increases their shareholding beyond 10% in compliance with the SEBI (SAST) Regulations / SEBI (LODR) Regulations.
 - vii. After completion of this Offer and consummation of the Share Purchase Agreement, the sellers does not hold any Equity Shares and voting share capital in the Target Company, and hence shall be no longer be the shareholder of the Target Company in any capacity.
 - viii. The seller shall sell, convey and deliver to the Acquirer the Offer Shares and the Acquirer shall purchase, acquire, and accept the said shares sold from the Seller.

3.1.5 A tabular summary of the Underlying Transaction is set out below:

| S. No | Name and Address of the Promoter Sellers | Nature of Entity | Part of Promoter/ Promoter group (Yes/No) | Details of Shares/ Voting Rights held by the Promoter Sellers | | | |
|-------|---|------------------|---|---|--------|------------------|-----|
| | | | | Pre Transaction | | Post Transaction | |
| | | | | No. of shares | % | No. of shares | % |
| 1 | Pratap Burman C-6/60, Safdarjung Development Area, New Delhi-110016 | Individual | Yes | 5,78,600 | 16.07% | Nil | Nil |
| 2 | Chanchala Burman C-6/60, Safdarjung Development Area, New Delhi-110016 | Individual | Yes | 3,21,700 | 8.93% | Nil | Nil |
| 3 | Pratap Burman HUF C-6/60, Safdarjung Development Area, New Delhi-110016 | Individual | Yes | 46,300 | 1.29% | Nil | Nil |
| 4 | Praxton Associates Private Limited Plot No. 93, Basement PKT-2, Jasola Near DAV School, Delhi- 110025 | Body Corporate | Yes | 4,08,700 | 11.35% | Nil | Nil |
| 5 | Flow Pack (India) Private Limited C-6/60, Safdarjung Development Area, New Delhi-110016 | Body Corporate | Yes | 2,96,600 | 8.24% | Nil | Nil |
| 6 | Arms Advisory Services Private Limited 11/20, West Patel Nagar, New Delhi-110008 | Body Corporate | Yes | 1,88,400 | 5.23% | Nil | Nil |

- 3.1.6 Pursuant to the completion of the SPA transaction and compliance of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"), the Acquirer shall be replaced as the promoter of the Company and will exercise the control over the management and affairs of the Company and the Promoter Sellers shall cease to be promoters of the Target Company.
- 3.1.7 The Acquirer are making an Open Offer to acquire 9,36,338 (Nine Lakh Thirty-Six Thousand Three Hundred Thirty Eight) fully paid-up Equity Shares of ₹10/- (Rupees Ten Only) each representing 26.00% of Voting Share Capital of the Target Company, at a price of ₹14/- (Rupees Fourteen Only) per equity share payable in cash, subject to the terms and conditions mentioned hereinafter.
- 3.1.8 Apart from 18,40,300 (Eighteen Lakhs Forty Thousand Three Hundred) equity shares of ₹10/- each representing 51.10% of Voting Share Capital of the Target Company which the Acquirer has agreed to acquire pursuant to SPA dated Thursday, February 09, 2023, the Acquirer has not acquired any Equity Shares of the Target Company during the 52 (Fifty-Two) week's period prior to the date of the Public Announcement.
- 3.1.9 As on the date of this Draft Letter of Offer, the Acquirer does not hold any Equity Shares in the Target Company.
- 3.1.10 The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.
- 3.1.11 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.12 Based on the information available, the Acquirer is not in the list of 'willful defaulters' issued by any bank, financial institution, or consortium thereof in accordance with guidelines on willful defaulters issued by RBI and are in compliance with Regulation 6A of SEBI (SAST) Regulations, 2011.
- 3.1.13 Based on the information available, the Acquirer has not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) and are in compliance with Regulation 6B of SEBI (SAST) Regulations, 2011.

- 3.1.14 The Acquirer may, subsequent to successful completion of this Open Offer or in accordance with regulation 22(2) of SEBI (SAST) Regulations, reconstitute the Board of Directors of the Target Company. As on date, the Acquirer has not decided on the names of persons who may be appointed on the Board of Directors of the Target Company.
- 3.1.15 The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy thereof shall be sent to SEBI, Stock Exchange and the Manager to the Offer and in case of a competing offer(s) to the manager(s) to the open offer for every competing offer.

3.2 Details of the Proposed Offer

- 3.2.1 In accordance with Regulations 13(1) and 15(1) of SEBI (SAST) Regulations, 2011, the PA was issued on Thursday, February 09, 2023 by the Manager to the Offer for and on behalf of the Acquirer. A copy of the said Public Announcement was filed with BSE, SEBI and sent to the Target Company on Thursday, February 09, 2023.
- 3.2.2 In accordance with regulation 13(4) of the SEBI (SAST) Regulations, the Acquirer has made a Detailed Public Statement within 5 (five) working days from the date of Public Announcement. In accordance with regulation 14(3) of the SEBI (SAST) Regulations, the Detailed Public Statement has been published in the following newspapers:

| Name of the Newspaper | Edition | Date |
|-----------------------------|--------------|-----------------------------|
| Business Standard (English) | All Editions | Thursday, February 16, 2023 |
| Business Standard (Hindi) | All Editions | Thursday, February 16, 2023 |
| Pratahkal (Marathi) | Mumbai | Thursday, February 16, 2023 |

- 3.2.3 A copy of the Detailed Public Statement has been filed with BSE and sent to SEBI and the Target Company on Thursday, February 16, 2023. A copy of DPS is also available on the SEBI website at www.sebi.gov.in, BSE website at www.bseindia.com and on the website of the Manager to the Offer at www.fintellectualadvisors.com.
- 3.2.4 The Acquirer is making an Offer to acquire up to 9,36,338 (Nine Lakh Thirty-Six Thousand Three Hundred Thirty-Eight) equity shares of face value of ₹10/- (Rupees Ten Only) each ("Offer Shares"), representing 26% of the Paid-up Share Capital of the Target Company ("Offer Size") at a price of ₹14/- (Rupees Fourteen Only) per fully paid up equity share ("Offer Price"), payable in cash.
- 3.2.5 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.
- 3.2.6 This is not a competing Offer in terms of regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this Draft Letter of Offer.
- 3.2.7 This Offer is not conditional upon any minimum level of acceptance in terms of regulation 19 of the SEBI (SAST) Regulations.
- 3.2.8 The Acquirer will acquire upto 9,36,338 equity shares that are validly tendered in accordance with the terms of the Offer at the offer price. In the event the equity shares tendered in the Offer are more than the equity shares proposed to be acquired under the Offer, the acquisition of equity shares from the eligible shareholders will be on a proportionate basis, as detailed in paragraph 8 of this Draft Letter of Offer.
- 3.2.9 The entire equity shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other persons / entities propose to participate in the acquisition.
- 3.2.10 The equity shares of the Target Company will be acquired by the Acquirer 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 The Acquirer has not acquired any shares of the Target Company from the date of the PA i.e. Thursday, February 09, 2023 upto the date of this Draft Letter of Offer.
- 3.2.12 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Fintellectual Corporate Advisors Private Limited as the Manager to the Offer.

- 3.2.13 As on the date of this Draft Letter of Offer, the Manager to the Offer, Fintellectual Corporate Advisors Private Limited, does not hold any Equity Shares in the Target Company, further, the Manager to the Offer is not related to the Acquirer and the Target Company in any manner whatsoever. 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.
- 3.2.14 As per Regulation 38 of SEBI (LODR) Regulations, 2015 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 continuous basis for listing. Pursuant to the completion of this Offer, the Public Shareholding in the Target Company may fall below the minimum level required as per Rule 19A of the SCRR. Acquirer hereby undertakes to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

3.3 Object of the Acquisition/Offer

- 3.3.1 The prime object of this Offer is to acquire substantial acquisition of Equity Shares and voting rights accompanied with the change in control and management of the Target Company.
- 3.3.2 The Acquirer' objective and intent for acquiring substantial acquisition and control of the Target Company is primarily to revive the business performance and to strengthen the competence of the Target Company with its experience and expertise. The Acquirer will continue the existing line of business of the Target Company and may diversify its business activities in future only with the prior approval of shareholders. However, depending on the requirements and expediency of the business situation and subject to the provisions of the Companies Act, 2013, Memorandum and Articles of Association of the Target Company and all applicable laws, rules and regulations, the Board of Directors of the Target Company will take appropriate business decisions from time to time in order to improve the performance of the Target Company. The Acquirer cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.
- 3.3.3 The Acquirer does not have any intention to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI (SAST) Regulations.
- 3.3.4 The Acquirer has reserved the right to streamline or restructure, pledge, or encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, later in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.5 Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirer shall become the Promoter of the Target Company and, the Promoters will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

4. BACKGROUND OF THE ACQUIRER

4.1 Information about the Acquirer: Mr. Ashok Kumar Singhal

- i. Nature of Entity: Individual
- ii. Mr. Ashok Kumar Singhal, S/o Mr. Hukam Chand, aged 67 years, Indian Resident, bearing Permanent Account Number 'AFNPS5604L' under the Income Tax Act, 1961, resident House No. 1269, Sector-8 C, Chandigarh- 160009. His email id is herbalindiahp1@gmail.com.
- iii. The Acquirer is metric passed by qualification. He began his career in Indian Air Force and he served there for 15 years. He also has an experience in the field of manufacturing of Herbal Extracts, Active Pharmaceutical Ingredients & Nutraceuticals, Phytochemicals products.
- iv. Mr. Ashok Kumar Singhal does not belong to any group.
- v. As on the date of this Draft Letter of Offer, Acquirer is not acting as Whole Time Director in any public limited company and is not on the Board of any listed company.

- vi. As on the date of this Draft Letter of Offer, Acquirer does not hold of equity share capital/Voting Share Capital of the Target Company and has not acquired any Equity shares of the Target Company during the 12 (Twelve) months period prior to the date of Public Announcement.
- vii. The Acquirer has not been prohibited by the SEBI, from dealing in securities, in terms of directions issued by SEBI under Section 11B of the Securities and Exchange Board of India Act, 1992, as amended (the "SEBI Act") or any other regulations made under the SEBI Act.
- viii. The Acquirer is not categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI"), in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- ix. The Acquirer is not categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), in terms of Regulation 2(1)(ja) of the SEBI (SAST) Regulations.
- x. The Acquirer undertakes that he will not sell any Equity Shares of the Target Company during the Offer period in terms of Regulation 25(4) of SEBI (SAST) Regulations.
- xi. The Acquirer has not acquired any Equity Shares from the date of Public Announcement till the date of this Draft Letter of Offer.
- xii. The provisions of Chapter V of the SEBI (SAST) Regulations, 2011 are not applicable to the Acquirer as he does not hold any shares in the Target Company.
- xiii. The Acquirer has no interest in the Target Company, except to the extent of acquiring the Shareholding, Voting Share Capital and control over the Target Company.
- xiv. There are no Persons Acting in Concert in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- xv. The Net Worth of Mr. Ashok Kumar Singhal as on January 31, 2023, is ₹ 6,54,19,840.83/- (Rupees Six Crore Fifty Four Lakh Nineteen Thousand Eight Hundred Forty and Eighty Three Paise Only) as certified bearing unique document identification number '23417886BGVGNX3131' on February 09, 2023, by Chartered Accountant, Mr. Manish Kumar bearing membership number '417886', proprietor of M/s Manish K Ramawati and Company, (Chartered Accountants) bearing firm registration number '0135914W' having their office located at office No. 30, Agarwal Trade Centre CHSL, Sector -11, CBD Belapur, Navi Mumbai, Maharashtra- 400614, with contact details being '09930199084, and E-mail Address being camanishkumar2334@gmail.com.

5. BACKGROUND OF ROTOGRAPHICS (INDIA) LIMITED (HEREINAFTER REFERRED TO AS "TARGET" OR "TARGET COMPANY" OR "RGIL"):

(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)

- 5.1 Rotographics (India) Limited was originally incorporated under the Companies Act, 1956 as a Private Limited Company with the name and style as "Rotographics (India) Private Limited" vide Certificate of Incorporation no. 55-8036 dated January 16, 1976, issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently, the Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent upon change of name on conversion to Public Limited Company was issued the Registrar of Companies, NCT of Delhi & Haryana on December 19, 1994.

Presently, the registered office of the Target Company is situated at Unit No 8, Ground Floor, Pocket M, Sarita Vihar, New Delhi- 110076. (Source: www.mca.gov.in; www.bseindia.com).

- 5.2 As on date of this Draft Letter of Offer, Target Company is engaged in the business of trading of paper, steel, heavy machinery and fabric. (Source: <http://rotoindia.co.in/Company-Profile.html> and Auditors' Report).
- 5.3 As on date of this Draft Letter of Offer, the Authorized Share Capital of the Company is ₹5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs Only) Equity Shares of ₹10/- each and the Issued, Subscribed and Paid-up Capital of the Target Company is ₹3,60,13,000/- (Rupees Three Crore Sixty Lakh Thirteen Thousand Only) divided into 36,01,300 (Thirty Six Lakh One Thousand Three Hundred Only) equity shares of ₹10/- (Indian Rupees Ten Only) each. (Source: www.mca.gov.in; www.bseindia.com).

5.4 The share capital structure of the Target Company is as under:

| Paid up Equity shares of Target Company | No. of shares/ voting rights | % of shares/ voting rights |
|--|-------------------------------------|-----------------------------------|
| Fully Paid up Equity Shares | 36,01,300 | 100.00 |
| Partly Paid up Equity Shares | Nil | Nil |
| Total Paid up Equity Shares | 36,01,300 | 100.00 |
| Total voting rights in the Target Company | 36,01,300 | 100.00 |

5.5 The equity shares of the Target Company are listed on BSE Limited having a Scrip Code of 539922 and Symbol RGIL. The ISIN of Equity Shares of Target Company is INE364S01014. (Source: www.bseindia.com).

5.6 The equity shares of Target Company were initially listed at Delhi Stock Exchange Limited (“DSE”), Ahmedabad Stock Exchange Limited (“ASE”) and Jaipur Stock Exchange Limited (“JSE”). The equity shares of the Target Company are not listed on the DSE, ASE and JSE anymore as SEBI vide its Order No. WTM/SR/SEBI /MRD-DSA/04/01/2017 dated January 23, 2017 had issued an exit order in respect of Delhi Stock Exchange Limited, SEBI vide its Order No. WTM/MPB/MRD/160 /2018 dated April 02, 2018, had issued an exit order in respect of Ahmedabad Stock Exchange Limited and SEBI vide its Order No. WTM/RKA /MRD/20/ 2015 dated March 23, 2015, had issued an exit order in respect of Jaipur Stock Exchange Limited respectively. The Target Company has made an application to BSE Limited for Direct Listing of its equity shares on the said Stock Exchange and its securities got listed on June 15, 2016.

5.7 Based on the information available, the Equity Shares of the Target Company are infrequently traded on BSE Limited (“BSE”) (within the meaning of definition of “frequently traded shares” under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations).

5.8 The Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instrument, convertible into equity shares at a later stage. As on the date of this Draft Letter of Offer, there are no locked in shares in the Target Company.

5.9 Neither the Target Company nor its promoters/members of the promoter group are categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI and are in compliance with Regulation 6A of the SEBI (SAST) Regulations.

5.10 Neither the Target Company nor its promoters/members of the promoter group are categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), and are in compliance with Regulation 6B of the SEBI (SAST) Regulations.

5.11 As per the information provided by the Target Company have it has complied with the provisions of SEBI (LODR) Regulations in the preceding 8 (Eight) Financial Years and no penalties had been or have been levied by SEBI or any other regulatory body against the Target Company and its Promoters, including existing Promoter Sellers in the preceding 8 (Eight) Financial Years, except as stated below:

- During the financial year 2018-19, the Company had received a notice bearing reference no. LIST/ COMP/539922/Reg.29(2)-Nov18/1034/2018-19 dated December 10, 2018 from BSE Ltd. regarding Delay in furnishing prior intimation of meeting of Board of Directors convened on November 14, 2018 as per the provision of Regulation 29(2)/29(3) and levied a penalty of ₹10,000 (₹10,000 plus GST amounting ₹1800) and the target Company has deposited such penalty with BSE.
- The Company received a notice bearing reference no. SOP-CReview-Nov20 dated November 20, 2020 from BSE Limited for non-compliance with requirement of Regulation 6(1) to appoint a qualified company secretary as the compliance officer and imposing a penalty of ₹7,080 (6,000 plus GST amounting ₹1080) and the target Company deposited such penalty with BSE.
- During the financial year 2021-2022, the Company had received a notice bearing reference no. SOP-CReview-December 2022 dated December 14, 2022 from BSE Ltd. regarding Delay in furnishing prior intimation of meeting of Board of Directors convened on November 14, 2022 as per the provision of Regulation 29(2)/29(3) and levied a penalty of ₹11,800 (₹10,000 plus GST amounting ₹1800) and the target Company has deposited such penalty with BSE.

5.12 As on the date of this Draft Letter of Offer, the Board of Directors of the Target Company comprises of 06 (Six) Directors. The details of the Board of Directors are as below:

| Name of Directors | DIN | Designation | Date of Appointment |
|--------------------------|------------|------------------------|----------------------------|
| Naresh Kumar Bansal | 00681525 | Director | 24/03/2014 |
| Chanchala Burman | 00720455 | Director | 24/03/2014 |
| Bapi Karmakar | 02404342 | Director | 30/05/2008 |
| Pratap Burman | 00595389 | Non-Executive Director | 16/01/1976 |

| | | | |
|---------------------|----------|----------------------|------------|
| Pankaj Kumar Bansal | 08773057 | Independent Director | 30/09/2020 |
| Rohit Kumar | 09043471 | Independent Director | 05/02/2021 |

5.13 There has been no merger, de-merger and spin off in the last three years involving the Target Company.

5.14 The financial information of the Target Company based on its unaudited financial results for the Six months' period ended September 30 2022 (limited review by the statutory auditor of the Target Company as per SEBI (LODR) Regulations) and audited financial statements as on and for the financial years ended on March 31 2022, March 31 2021 and March 31 2020 are as follows:

(Figures in Rupees Lakh)

| Profit & Loss Statement | 6 Months period ending (Un-audited) | 12 Months period ending March 31 | | |
|---|-------------------------------------|----------------------------------|--------------|--------------|
| | September 30, 2022 | 2022 | 2021 | 2020 |
| Income from Operations | 4.00 | 15.00 | 14.90 | 14.64 |
| Other Income | 2.55 | 1.51 | 0.61 | 0.08 |
| Total Income | 6.55 | 16.51 | 15.51 | 14.72 |
| Total Expenditure (excluding Depreciation & Interest) | 6.53 | 14.55 | 13.42 | 12.69 |
| Profit before Depreciation, Interest & Tax | 0.02 | 1.96 | 2.09 | 2.03 |
| Depreciation | 0.01 | 0.02 | 0.06 | 0.13 |
| Interest | - | - | - | - |
| Profit before Tax & Extra Ordinary Items | 0.01 | 1.94 | 2.03 | 1.91 |
| Extra Ordinary Items | - | 0.01 | 0.01 | 0.02 |
| Profit Before Tax | 0.01 | 1.95 | 2.04 | 1.93 |
| Provision for Tax | - | 0.80 | 0.46 | 0.45 |
| Deferred Tax | - | 0.07 | 0.07 | 0.08 |
| Profit After Tax | 0.01 | 1.08 | 1.51 | 1.40 |

| Balance Sheet Statement | 6 Months period ending (Un-audited) | 12 Months period ending March 31 | | |
|--|-------------------------------------|----------------------------------|---------------|---------------|
| | September 30, 2022 | 2022 | 2021 | 2020 |
| Sources of Funds | | | | |
| Paid-up Share Capital | 360.13 | 360.13 | 360.13 | 360.13 |
| Reserves & Surplus (Excluding Revaluation Reserve) | (0.67) | (0.68) | (1.77) | (3.28) |
| Reserves set apart for disputed liabilities | - | - | - | - |
| Provisions | - | - | - | - |
| Other Non-Current Financial Liabilities | - | - | - | - |
| Other Non-Current Liabilities | - | - | - | - |
| Secured Loan | - | - | - | - |
| Unsecured Loan | - | - | - | - |
| Current Liabilities | 8.55 | 11.53 | 13.88 | 8.00 |
| Deferred Tax Liability | 0.43 | 0.43 | 0.37 | 0.29 |
| Total | 368.44 | 371.41 | 372.61 | 365.14 |
| Uses of Funds | | | | |
| Net Fixed Assets | 0.12 | 0.12 | 0.15 | 0.21 |
| Investment – Long Term | 0.46 | 0.46 | 0.44 | 0.43 |
| Investment-Current | | | | |
| Current Assets, Loan & Advances | 20.75 | 22.37 | 25.11 | 21.73 |
| Miscellaneous Expenses not written off | 11.45 | 11.45 | 14.31 | 17.17 |
| Deferred Tax Asset (Net) | - | - | - | - |
| Other Financial Assets | 335.66 | 337.01 | 332.60 | 325.60 |
| Total | 368.44 | 371.41 | 372.61 | 365.14 |

| Other Financial Data | 6 Months period ending (Un-audited) | 12 Months period ending March 31 | | |
|--------------------------------------|-------------------------------------|----------------------------------|--------|--------|
| | September 30, 2022 | 2022 | 2021 | 2020 |
| Net Worth (in Rs. Lakh) | 359.46 | 359.45 | 358.36 | 356.85 |
| Dividend (in %) | - | - | - | - |
| Earning Per Share (in Rs. per Share) | - | 0.03 | 0.04 | 0.04 |
| Return on Net worth (in %) | - | 0.30% | 0.42% | 0.39% |
| Book Value (in Rs. per Share) | 9.98 | 9.98 | 9.95 | 9.91 |

(Source- as certified by Mr. Dilip Kumar Singh (Membership No. 523877) Partner of M/s A P T & Co. LLP, Chartered Accountants, (UDIN: : 23523877BGQPAF1447 having office at 601, 6th Floor, Krishna Apra Plaza, Sector- 18, Noida- 201301, Uttar Pradesh, Mobile No. +91-9868655891, Tel. No. 0120-4105001, Email Id: dilipsinghca@gmail.com, vide certificate dated February 11, 2023).

5.15 The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Share capital and Voting Share capital), is as per the shareholding pattern filed for the quarter ending December 31, 2022, and assuming full acceptance under this Offer is as specified below:

| Shareholders' Category | Shareholding & voting rights prior to the Agreement/ acquisition and Offer | | Shares/ voting rights agreed to be acquired which triggered off the Regulations | | Shares/voting rights to be acquired in open offer (Assuming full acceptances) | | Shareholding / voting rights after the acquisition and offer | |
|--|--|----------------|---|--------------|---|--------------|--|----------------|
| | (A) | | (B) | | (C) | | (A)+(B)+(C)=(D) | |
| | No. | % | No. | % | No. | % | No. | % |
| (1) Promoter Group | | | | | | | | |
| a. Parties to agreement, if any | 0 | 0 | 0 | 0 | 0 | 0.00 | 0 | 0.00 |
| b. Promoters other than (a) above | 18,40,300 | 51.10 | 0 | 0 | 0 | 0.00 | 0 | 0.00 |
| Total 1 (a+b) | 18,40,300 | 51.10 | 0 | 0 | 0 | 0.00 | 0 | 0.00 |
| (2) Acquirer | | | | | | | | |
| a. Acquirer | | | | | | | | |
| Ashok Kumar Singhal | 0 | 0.00 | 18,40,300 | 51.10 | 9,36,338 | 26.00 | 27,76,638 | 77.10 |
| Total 2a | 0 | 0.00 | 18,40,300 | 51.10 | 9,36,338 | 26.00 | 27,76,638 | 77.10 |
| (3) Parties to agreement other than (1)& (2) | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Total 3 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| (4) Public (other than parties to agreement, Acquirers) | | | | | | | | |
| a) Individuals | 12,89,848 | 35.82 | 0 | 0.00 | (9,36,338) | 26.00 | 8,24,662 | 22.90 |
| b) Any Others | 4,71,152 | 13.08 | 0 | 0.00 | | | | |
| Total (4) (a + b) | 17,61,000 | 48.90 | 0 | 0.00 | (9,36,338) | 26.00 | | |
| Total No. of Shareholders in Public category (except the Acquirer) | 602 | - | - | - | - | - | - | - |
| GRAND TOTAL (1+2+3+4) | 36,01,300 | 100.00% | 18,40,300 | 51.10 | 0 | 0.00 | 36,01,300 | 100.00% |

Notes:

- All percentages are calculated on the Total Equity Paid up Shares Capital of the Target Company, as on 10th working day after closing of tendering period.
- Acquirer has not acquired any shares from the date of PA till the date of this Draft Letter of Offer.
- Pursuant to this Offer and the transactions contemplated in the SPA, the Acquirer shall become the promoter of the Target Company and the Selling Shareholders will cease to be the promoter of the Target Company in accordance with the provisions of Regulation 31A of the SEBI (LODR) Regulations, 2015.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 This Open Offer is pursuant to Direct Acquisition.

6.1.2 The Equity Share Capital of the Target Company is currently listed on BSE Limited ("BSE"). Currently, the equity shares of Target Company.

6.1.3 The total trading turnover in the Equity Shares of the Target Company on the Stock Exchange based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e., from February 01, 2022 to January 31, 2023) is as under:

| Name of the Stock Exchange | Total No. of Equity Shares traded during the Twelve months prior to the month of PA | Total No. of Equity Shares listed | Total Trading Turnover (as % of total Equity Shares listed) |
|----------------------------|---|-----------------------------------|---|
| BSE Limited | 8,120 | 36,01,300 | 0.22% |

6.1.4 Based on the above information available on the website of BSE, Equity Shares of Target Company are infrequently traded on the Stock Exchange within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of ₹14/- (Rupees Fourteen Only) per Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) as it is higher of the following:

| | | |
|---|--|--|
| A | Negotiated Price per Equity Share under the Share Purchase Agreement attracting the obligation to make a Public Announcement of an open offer; | ₹14.00 per share |
| B | The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA | Not Applicable |
| C | Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA | Not Applicable |
| D | The Volume-Weighted Average Market Price of shares for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period, provided such shares are frequently traded | Not Applicable, as the equity shares are not frequently traded |
| E | Where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; | ₹9.98 per share* |

*IBBI Registered Valuer Mr. Manish Manwani, bearing IBBI Registered Valuer Registration number 'IBBI/RV/03/2021/14113' and having his office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 with the Email address being 'manwanimanish@yahoo.in', dated February 09, 2023, has certified that the fair value of the Equity Share of Target Company is ₹9.98/- (Rupees Nine and Ninety Eight Paise Only) per Equity Share.

6.1.5 In view of the parameters considered and presented in the table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹14/- (Rupees Fourteen Only) per Equity Share as mentioned above is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

6.1.6 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters. The Offer Price is subject to adjustment in accordance with Regulation 8(9) of the Takeover Regulations if any corporate actions fall prior to three working days before commencement of the Tendering Period.

6.1.7 The Acquirer shall disclose during the offer period, every acquisition made by them of any equity shares of the Target Company, to the Stock Exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6).

6.1.8 If the Acquirer acquires Equity Shares during the period of twenty-six weeks after the closure of tendering period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in this Open Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021 or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of Equity Shares of the target company whether by way of bulk deals, block deals or in any other form.

6.1.9 There has been no revision in the Offer Price or to the size of this Offer as on the date of this Draft Letter of Offer.

6.1.10 An upward revision to the Offer Price or to the Offer Size, if any, on account of future purchases/ competing Offer or otherwise, may be done at any time prior to the commencement of the last 1 working days before the date of commencement of the tendering period of this Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirer shall (i) make further deposit into the Escrow Account; (ii) make a public announcement in the same newspapers in which the DPS has been published; and (iii) simultaneously with the issue of such announcement, inform BSE, SEBI and the Target Company at its Registered Office of such revision.

6.1.11 In case the Acquirer acquire or agree to acquire any 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 shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations. However, the Acquirer shall not acquire

any equity shares of the Target Company after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

6.1.12 In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to i.e. extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer agreeing to pay interest at such rate as may be specified.

6.1.13 In terms of the provisions of Regulation 18(11) of SEBI (SAST) Regulations, if the Acquirer would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, then the Acquirer shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at such rate as may be specified by SEBI, however, if the situation warrants, waiver may be granted by SEBI for payment of interest.

6.2 Financial Arrangements:

6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of upto 9,36,338 (Nine Lakh Thirty-Six Thousand Three Hundred Thirty Eight) Equity Shares at a price of ₹14/- (Rupees Fourteen only) per Equity Share is ₹1,31,08,732/- (Rupees One Crore Thirty One Lakh Eight Thousand Seven Hundred and Thirty Two Only). ("**Maximum Consideration**").

6.2.2 The Acquirer has adequate financial resources and has made firm financial arrangements for the implementation of the Offer in full, out of their own sources/net worth and no borrowings from any Bank and/or Financial Institutions are envisaged.

6.2.3 Mr. Manish Kumar bearing membership number '417886', Proprietor of M/s Manish K Ramawati and Company, (Chartered Accountants) as certified bearing unique document identification number "23417886BVGNY3812 on February 09, 2023, bearing firm registration number '0135914W' having their office located at office No. 30, Agarwal Trade Centre CHSL, Sector -11, CBD Belapur, Navi Mumbai, Maharashtra- 400614, with contact details being '09930199084, and E-mail Address being 'camanishkumar2334@gmail.com, has certified, that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.

6.2.4 In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has opened an Escrow Account in the name and style of "**RGIL OPEN OFFER ESCROW ACCOUNT**" bearing number 08406620000092, with Yes Bank Limited, having its registered office at YES Bank House, 5th Floor Off Western Express highway, Santacruz East, Mumbai – 400055, India and the escrow account is opened with its Branch Office at Yes Bank, JMD Galleria, Sohna Road, Sector-48, Gurgaon- 122018, India, holding SEBI Registration for Bankers to Issue (Code: INBI00000935) (hereinafter referred to as the "Escrow Banker") and deposited therein an amount of ₹1,31,08,732/- (Rupees One Crore Thirty One Lakh Eight Thousand Seven Hundred and Thirty Two Only), in cash, being 100% of the Maximum Consideration payable under the Offer.

6.2.5 The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.6 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations. Further, the Manager to the Offer confirms that firm arrangement for funds and money for payment through verifiable means are in place to fulfill the Offer obligations.

6.2.7 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirer shall deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, 2011, prior to effecting such revision.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 This Offer is being made by the Acquirer to: (i) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; (ii) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period but who are not the registered Public Shareholders.

7.1.2 The Identified Date for this Open Offer as per the indicative schedule of key activities is Tuesday, March 21, 2023. In terms of the indicative schedule of key activities, the Tendering Period for the Open Offer is expected to commence on Monday, April 10, 2023 and close on Monday, April 24, 2023 (both days inclusive).

7.1.3 The Acquirer is making this Offer to all Public Shareholders to acquire up to 9,36,338 Equity Shares, constituting 26.00% of the Voting Share Capital of the Target Company subject to the terms and conditions mentioned in the PA, DPS, the DLOF and the LOF.

- 7.1.4 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 7.1.5 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 7.1.6 The Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer has up to 10 (ten) Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 7.1.7 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 7.1.8 The acceptance of this Offer by Public 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. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected.
- 7.1.9 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected unless directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Offer prior to the date of closure of the Tendering Period.
- 7.1.10 The Acquirer will acquire the Equity Shares which are free from all liens, charges, equitable interests and encumbrances. The Acquirer shall acquire the Equity Shares of the Public Shareholders who validly tender their Equity Shares in this Offer, together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained all necessary approvals and consents for it to sell the Equity Shares on the foregoing basis.
- 7.1.11 Locked in shares: To the best of our knowledge, as on the date of this Draft Letter of Offer, there are no locked in shares in the Target Company.
- 7.1.12 The acquisition of Equity Shares under the Open Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to the Open Offer and the transfer of Equity Shares held by them to the Acquirer. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and registered FPIs and FIIs) require any approvals (including from RBI, the Foreign Investment Promotion Board or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Open Offer, along with the other documents required to be tendered to accept this Open Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Open Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
- 7.1.13 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgement constitute part of the terms of the Offer. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement. Alternatively, the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement is also expected to be available at SEBI's website, www.sebi.gov.in, and the Public Shareholders can also apply by downloading such forms from the website.
- 7.1.14 The marketable lot for the Equity Shares of the Target Company for the purpose of this Open Offer shall be 1 (one).
- 7.1.15 The Acquirer reserves the right to revise the Offer Price upwards prior to the commencement of the last 1(one) working day prior to the commencement of the Tendering Period, in accordance with the SEBI (SAST) Regulations and the revision, if any, in the Offer Price and/or the Offer Size would be announced in the Newspapers. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Detailed Public Statement and the Draft Letter of Offer.
- 7.1.16 In the event of any revision of the open offer, whether by way of an upward revision in offer price, or of the offer size, the acquirer shall-(a) make corresponding increases to the amount kept in escrow account under regulation 17 prior to such revision; (b) make an announcement in respect of such revisions in all the newspapers in which the detailed public statement pursuant to the public announcement was made; and (c) simultaneously with the issue of such an announcement, inform the Board, all the stock exchanges on which the shares of the target company are listed, and the target company at its registered office.

7.1.17 None of the Acquirer, the Manager to the Offer or the Registrar to the Offer accepts any responsibility for any loss of documents during transit and Public Shareholders are advised to adequately safeguard their interest in this regard.

7.2 Eligibility for accepting the open offer

7.2.1 The Letter of Offer shall be sent to the Public Shareholders holding Equity Shares whose names appear in the register of members of the Target Company on the Identified Date. The Identified Date for this Offer as per the tentative schedule of activities is Tuesday, March 21, 2023. However, All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period are eligible to participate in this Offer. Accidental omission to dispatch the LOF to any Public Shareholder to whom this Offer has been made or non-receipt of the LOF by any such Public Shareholder shall not invalidate this Offer in any way.

7.2.2 As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations, as amended and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

7.2.3 All Public Shareholders, registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Open Offer.

7.2.4 Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e., the date falling on the 10th Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

7.2.5 The Public Announcement, the DPS, this Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgment will also be available on SEBI's website (www.sebi.gov.in). In case of non-receipt of the Letter of Offer, the Public Shareholders, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgment from SEBI's website.

7.2.6 The acceptance of this Offer is entirely at the discretion of the Public Shareholders of the Target Company.

7.2.7 By accepting this Offer, the Public Shareholder(s) confirm that they are not persons acting in concert with the Acquirer for the purpose of this Offer.

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

7.2.9 For any assistance please contact the Manager to the Offer or the Registrar to the Offer.

7.3 Statutory approvals and other approvals required for the offer

7.3.1 As on date of this DLOF, to the best of the knowledge of the Acquirer, there are no statutory approvals or other approvals required to implement the Open Offer. If any other statutory approvals are required or become applicable prior to completion of the Open Offer, the Open Offer would also be subject to the receipt of such statutory approvals. The Acquirer will not proceed with the Offer in the event that such statutory approvals becoming applicable prior to completion of the Open Offer are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a PA will be made within 2 (Two) Working Days of such withdrawal, in the same newspapers in which the DPS has appeared.

7.3.2 As on date of DLOF, no approval will be required from any Bank/Financial Institutions for the purpose of this Open Offer, to the best of the knowledge of the Acquirer.

7.3.3 Where any statutory approval extends to some but not all the Public Equity Shareholders, the Acquirer shall have the option to make payment to such Public Equity Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.

7.3.4 If any of the Public Equity Shareholders of the Target Company who are not person's resident in India (including NRIs, OCBs, FPIs, QFIs and FIIs) require any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to be tendered to accept this Open Offer. If such previous approval is not submitted, the Acquirer reserve the right to reject the Equity Shares tendered by such Public Equity Shareholders who are not resident in India. If the Equity Shares

are held under general permission of the RBI, the non-resident Public Equity Shareholder should state that such Equity Shares are held under general permission, furnish a copy of the relevant notification / circular pursuant to which the Equity Shares are held and clarify whether the Equity Shares are held on repatriable basis or non -repatriable basis.

- 7.3.5 Subject to the receipt of statutory and other approvals, if any, the Acquirer shall complete all procedures relating to payment of consideration under this Open Offer within 10 (Ten) Working Days from the date of expiry of the Tendering Period to those Public Equity Shareholders whose documents are found valid and are in order and are accepted for acquisition by the Acquirer.
- 7.3.6 In terms of Regulation 18(11) of the SEBI (SAST) Regulations, the Acquirer shall be responsible to pursue all statutory approvals required by the Acquirer in order to complete the Open Offer without any default, neglect or delay, including RBI approval under FEMA Act, 1999 regulations for Equity Shares tendered by non-resident shareholders. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirer or the failure of the Acquirer to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Equity Shareholders as directed by SEBI, in terms of regulation 18(11) of the SEBI (SAST) Regulations. Without prejudice to sub-regulation 18(11), in case the Acquirer are unable to make payment to the Public Equity Shareholders who have accepted the Open Offer within such period, those Public Equity Shareholders are liable to receive interest at the rate of 10% (Ten percent) per annum in terms of Regulation 18(11A). Further, in event of nonfulfillment of obligations under the SEBI (SAST) Regulation by the Acquirer, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
- 7.3.7 The Acquirer will have the right not to proceed with the Open Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal of the Open Offer, a PA will be made (through the Manager to the Open Offer) stating the grounds and reasons for the withdrawal of the Open Offer in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, within 2 (Two) Working Days of such withdrawal in the same newspapers in which the DPS has been published and such PA will also be sent to the Stock Exchange, SEBI and the Target Company at its registered office.
- 7.3.8 There are no conditions stipulated in the SPA between the Acquirer and the Sellers, the meeting of which would be outside the reasonable control of the Acquirer and in view of which the Open Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

8.1 Details of procedure for acceptance and settlement of the Offer.

- 8.1.1 All Public Equity Shareholders (except the parties to SPA), holding Equity Shares in dematerialized form, are eligible to participate in this Open Offer at any time during the Tendering Period of this Open Offer. Please refer to point 8.3 of this Draft Letter of Offer for details in relation to tendering of Open Offer Shares held in physical form.
- 8.1.2 Persons who have acquired the Equity Shares of the Target Company 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 the Equity Shares of the Target Company after the Identified Date or those who have not received the LOF, may also participate in this Open Offer by submitting an application on a plain paper giving details regarding their shareholding and confirming the consent to participate in the Open Offer as per the terms and conditions of the Open Offer as set out in the DPS and to be set out in the LOF. In the alternate, such Public Equity Shareholders may apply in the Form of Acceptance in relation to the Open Offer that would be annexed to the LOF, which may also be obtained from the SEBI website (www.sebi.gov.in) or from the website of Registrar to the Open Offer, Skyline Financial Services Private Limited at www.skylinerta.com. The application along with all the other relevant documents required to be submitted shall be sent only to the Registrar to the Open Offer at the address mentioned on the cover page of the LOF, so as to reach the Registrar to the Open Offer during business hours on or before the date of closing of the Tendering Period together with the DP name, DP ID, Client ID, No. of Equity Shares tendered together with a photocopy or counterfoil of the delivery instruction slip in 'off market' mode duly acknowledged by the DP for transferring the Equity Shares of the Target Company, to the special depository account ("Escrow Demat Account") opened for the purpose of Open Offer. Any Form of Acceptance in respect of Dematerialised Shares not credited to the Escrow Demat Account on or before the closure of the Tendering Period is liable to be rejected.
- 8.1.3 The Public Equity Shareholders who tender their Equity shares in the Open Offer shall ensure that the Equity Shares are fully paid-up, and are free from liens, charges, and encumbrances. The Acquirer shall ensure the Open Offer Shares that are validly tendered and accepted in the Open Offer, together with all rights attached hitherto, including the rights to dividends, bonuses and rights offers declared thereof are in accordance with the applicable law, and the terms set out in the PA, DPS and the LOF.
- 8.1.4 The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE in the form of separate window (Acquisition Window) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and 'SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021' and BSE notice no. 20170202-34 dated February 02, 2017 and notice no. 20170210-16 and 20170210-23 dated February 10, 2017.
- 8.1.5 The Acquirer has appointed M/s. 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.

- 8.1.6 The Contact details of the Buying Broker are as mentioned below:
 Name: Nikunj Stock Brokers Limited
 Communication Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi-110007
 Mobile No.: 8506922981
 Email ID: info@nikunjonline.com
 Website: www.nikunjonline.com
 Contact Person: Mr. Anshul Aggarwal
 SEBI Registration No.: INZ000169335
- 8.1.7 All Eligible Equity Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market in the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares through the Acquisition Window.
- 8.1.8 Public Equity Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers, before the closure of the Tendering Period.
- 8.1.9 In the event the Selling Broker of a shareholder is not registered with the Stock Exchange, then that Eligible Shareholder can approach the Buying Broker and tender the Equity Shares through the Buying Broker, after submitting the details as may be required by the Buying Broker in compliance with the applicable SEBI regulations.
- 8.1.10 BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer ("Designated Stock Exchange").
- 8.1.11 Separate Acquisition Window will be provided by the BSE to facilitate placing of sell orders.
- 8.1.12 The Selling Broker would be required to place an order/bid on behalf of the Public Equity Shareholders who wish to tender their Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the bid, the concerned Public Equity Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Clearing Corporation, by using the settlement number and the procedure prescribed by the Clearing Corporation.
- 8.1.13 The details of settlement number under which lien will be marked shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the Open Offer Opening Date.
- 8.1.14 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical Equity Shares) at the Public Equity Shareholders' sole risk. Public Equity Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Open Offer are completed.
- 8.1.15 The cumulative quantity tendered shall be displayed on the Stock Exchange's website throughout the trading session at specific intervals by the Stock Exchange during Tendering Period.
- 8.1.16 Modification/ Cancellation of orders will not be allowed during the Tendering Period of the Open Offer. Multiple bids made by single Public Equity Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.
- 8.1.17 Public Equity Shareholders can tender their Equity Shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).
- 8.1.18 The Equity Shares/share certificates tendered in response to the Open Offer will be held in a trust by the Registrar to the Open Offer / Clearing Corporation until the completion of the Open Offer (in accordance with the SEBI (SAST) Regulations and other applicable laws, rules and regulations), and the Public Equity Shareholders will not be able to trade, sell, transfer, exchange or otherwise dispose of such Equity Shares until the completion of the Open Offer or withdrawal of the Open Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations.
- 8.1.19 In the event, Selling Broker(s) are not registered with BSE or if the Public Equity Shareholder does not have any stock broker, then that Public Equity Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that BSE registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case, the Public Equity Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Shareholder may approach Company's Broker, to bid by using quick UCC facility. The Public Equity Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:
- 8.1.20 **In case of the Public Equity Shareholder being an individual:**
- a) If the Public Equity Shareholder is registered with KYC Registration Agency ("KRA"):Forms required:
 - i. Central Know Your Client ("CKYC") form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable

- ii. Know Your Client (KYC) form Documents required (all documents self-attested): Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement) b) If the Public Equity Shareholder is not registered with KRA: Forms required: i. CKYC form including FATCA, IPV, OSV if applicable ii. KRA form iii. KYC form Documents required (all documents self-attested): PAN card copy, Address proof, Bank details (cancelled cheque) iv. Demat details (Demat master /Latest Demat statement) It may be noted that other than submission of above forms and documents in person verification may be required.
- b) If the Public Equity Shareholder is not registered with KRA: Forms required:
- i. CKYC form including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. KYC form Documents required (all documents self-attested): PAN card copy, Address proof, Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement) It may be noted that other than submission of above forms and documents in person verification may be required.

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

8.1.21 In case of Shareholder is HUF:

- a) If the Public Equity Shareholder is registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable.
 - ii. KYC form documents required (all documents self-attested): Bank details (cancelled cheque).
 - iii. Demat details (Demat Master /Latest Demat statement)
- b) If the Public Equity Shareholder is not registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. Know Your Client (KYC) form Documents required (all documents self-attested): PAN card copy of HUF & KARTA, Address proof of HUF & KARTA HUF declaration, Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

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

8.1.22 In case of Shareholder other than Individual and HUF:

- a) If the Public Equity Shareholder is KRA registered: Form required:
- i. Know Your Client (KYC) form Documents required (all documents certified true copy) Bank details (cancelled cheque).
 - ii. Demat details (Demat master /Latest Demat statement).
 - iii. FATCA, IPV, OSV if applicable.
 - iv. Latest list of directors/authorised signatories/partners/trustees.
 - v. Latest shareholding pattern.
 - vi. Board resolution.
 - vii. Details of ultimate beneficial owner along with PAN card and address proof.
 - viii. Last 2 years' financial statements.
- b) If the Public Equity Shareholder is not KRA registered: Forms required:
- i. KRA form
 - ii. Know Your Client (KYC) form Documents required (all documents certified true copy): PAN card copy of company/ firm/trust, Address proof of company/firm/trust Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement)
 - iv. FATCA, IPV, OSV if applicable.
 - v. Latest list of directors/authorised signatories/partners/trustees.
 - vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees.
 - vii. Latest shareholding pattern.
 - viii. Board resolution/partnership declaration.
 - ix. Details of ultimate beneficial owner along with PAN card and address proof.
 - x. Last 2 years' financial statements.
 - xi. MOA/Partnership deed /trust deed

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

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

8.2 Procedure for tendering Equity Shares held in dematerialised Form:

- 8.2.1 The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their broker indicating to their Selling broker the details of Equity Shares that they intend to tender in Open Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

- 8.2.2 The Public Equity Shareholders shall submit delivery instruction slip 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 Equity Shares can be tendered in the Open Offer.
- 8.2.3 The Selling Broker will be required to place an order/bid on behalf of the Public Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of BSE. Before placing the order/bid, the Public Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account as prescribed by BSE or the Indian Clearing Corporation Limited (hereinafter referred to as 'Clearing Corporation').
- 8.2.4 Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("**TRS**") generated by the Exchange bidding system to the Public Equity Shareholder on whose behalf the order has been placed. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of Equity Shares tendered etc.
- 8.2.5 On receipt of TRS from the respective Selling Broker, the Public Equity Shareholder has successfully placed the bid in the Open Offer.
- 8.2.6 For custodian participants, 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. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to custodian again for confirmation.
- 8.2.7 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- 8.2.8 The Public Equity Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- 8.2.9 In case of receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for Demat Shareholders.
- 8.2.10 The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.
- 8.2.11 In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Equity Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Open Offer before the closure of the Tendering Period.
- 8.2.12 The Public Equity Shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.
- 8.2.13 All non-resident Public Equity Shareholders (i.e., Public Equity Shareholders not residing in India including NRIs, OCBs, FPIs, QFIs and FIIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Equity 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 Open Offer at its address given on the cover page of the LOF. The envelope should be super scribed as "Rotographics (India) Limited - Open Offer". The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.
- 8.2.14 It is clarified that even in case of non-receipt of the completed Acceptance Form and other documents from the demat Equity Shareholders, but if a lien is marked successfully in the depository system and a valid bid is placed in the exchange bidding system then the tender for this Open Offer shall be deemed to have been accepted.

8.3 Procedure to be followed by registered Shareholders holding Equity Shares in the physical form

- 8.3.1 In accordance with the Frequently Asked Questions issued by SEBI, 'FAQs – Tendering of physical Equity Shares in Buyback Offer/ Open Offer/ Exit Offer/ Delisting dated February 20, 2020' and SEBI circular bearing reference number 'SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020', the Public Equity Shareholders holding securities in physical form are allowed to tender Equity Shares in the Open Offer through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.
- 8.3.2 Public Equity Shareholders who are holding physical Equity Shares and intend to participate in this Open Offer shall approach the Selling Broker and submit the following set of documents for verification:
- a. Equity Shareholders whose name(s) appears on the share certificate(s) and in the same order and Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public as per the specimen signature lodged with the Target Company;
 - b. Original share certificates

- c. Valid share transfer deed(s) (Form SH-4) duly signed as transferor(s) by the sole/joint Public Equity Shareholder(s) in the same order and as per specimen signatures lodged with the Target Company and duly witnessed at the appropriate place;
 - d. Self-attested copy of the Shareholder's PAN Card;
 - e. Any other relevant documents such as (but not limited to):
 - Duly attested power of attorney if any person other than the Equity Shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement
 - Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
 - Necessary corporate authorisations, such as Board Resolutions etc., in case of companies etc.
- 8.3.3 In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, voter identity card or passport.
- 8.3.4 Based on above documents, Selling Broker shall place order on the Acquisition Window with relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling Broker shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., no. of Equity Shares tendered etc.
- 8.3.5 After placement of order, as mentioned in paragraph 8.3.4, the Selling Broker/Equity Shareholder must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer form(s) and other documents (as mentioned in paragraph 8.3.2 (i) either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM)). The envelope should be superscribed as "**Rotographics (India) Limited-Open Offer**". One copy of the TRS along with supporting documents will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.
- 8.3.6 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the stock exchanges shall display such orders as unconfirmed physical bids "Once, Registrar to the Offer confirms the orders it will be treated as Confirmed Bids".
- 8.3.7 In case any person has submitted Equity Shares in physical form for dematerialisation, such Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before the Offer Closing Date.
- 8.3.8 Modification / cancellation of orders will not be allowed during the period the Offer is open.

The cumulative quantity tendered shall be made available on the website of the Stock Exchanges throughout the trading session and will be updated at specific intervals during the Tendering Period.

8.4 Procedure for tendering the shares in case of non-receipt of Letter of Offer

- 8.4.1. 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. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date.
- 8.4.2. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH 4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.
- 8.4.3. Non-receipt of this Letter of Offer by, or accidental omission to dispatch this Letter of Offer to any shareholder, shall not invalidate the Offer in any way.
- 8.4.4. The acceptance of the Offer made by the Acquirer is entirely at the discretion of the Shareholders of the Target Company. The Acquirer does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirer will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.

8.5 Acceptance of Equity Shares

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

As per the recent amendment of SEBI vide its circular numbered SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchanges, it has been decided that a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

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

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

8.6 Settlement Process/ Payment Consideration

- 8.6.1 On closure of the Open Offer, reconciliation for acceptances shall be conducted by the Manager to the Open Offer and the Registrar to the Open Offer and upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 8.6.2 As per the recent amendment of SEBI vide its circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchanges, it has been decided that a lien shall be marked against the Equity Shares of the Public Equity Shareholders participating in the tender offers. Upon finalization of the entitlement, only the accepted quantity of Equity Shares shall be debited from the demat account of the Public Equity Shareholders. The lien marked against unaccepted Equity Shares shall be released.
- 8.6.3 For Equity Shares accepted under the Open Offer, the Clearing Corporation will make a direct funds payout to each respective eligible Public Equity Shareholder to the bank account linked to its demat account. If a Public Equity Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective Shareholders.
- 8.6.4 In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards.
- 8.6.5 The Public Equity 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 Open Offer.
- 8.6.6 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Equity Shareholders would be returned/unblocked by the Clearing Corporation.
- 8.6.7 The Equity Shares accepted in the Open Offer shall be directly credited in the demat account of the Acquirer as indicated by the Buying Broker.
- 8.6.8 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 demat account of the Acquirer.
- 8.6.9 In case of partial or non-acceptance of orders, the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Equity Shareholders or will unblock the unaccepted blocked Equity Shares in their demat accounts. However, in the event of any rejection of transfer to the demat account of the Public Equity Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Equity Shareholders.

- 8.6.10 Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Equity Shareholders/unregistered owners' sole risk to the sole/ first Public Equity Shareholder/ unregistered owner. The Target Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in an event the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Public Equity Shareholders holding Equity Shares in the physical form.
- 8.6.11 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Equity Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Open Offer.
- 8.6.12 If Public Equity Shareholders' bank account details are not available or if the fund transfer instruction is rejected by RBI or bank, due to any reasons, then the amount payable to Public Equity Shareholders will be transferred to the Selling Broker for onward transfer to the Public Equity Shareholder.
- 8.6.13 Public Equity Shareholders who intend to participate in this Open Offer should consult their respective Selling Broker for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Selling Broker for tendering Equity Shares in this Open Offer (secondary market transaction). Therefore, the Open Offer consideration received by the selling Eligible Public Equity Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager to the Open Offer and the Acquirer accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Selling Broker, and such costs will be borne solely by the Eligible Public Equity Shareholders.
- 8.6.14 In case of delay in receipt of any statutory approval(s), the 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 Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Equity Shareholders whose Equity Shares have been accepted in the Open Offer.
- 8.6.15 Public Equity Shareholders of the Target Company who are either non-resident Indians or Overseas Corporate Bodies and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable Reserve Bank of India ("RBI") approvals (specific and general) which they would have obtained at the time of their acquisition of the Equity Shares of the Target Company along with RBI approvals that may be required for tendering of the Equity Shares in the Open Offer. In the event such RBI approvals are not submitted, the Acquirer reserve the sole right to reject the Equity Shares tendered by such Public Equity Shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirer from NRIs OCBs, FPIs, QFIs and FIIs. While tendering the Equity Shares under the Open Offer, NRIs/OCBs/foreign Shareholders will also be required to submit a Tax Clearance Certificate from Income Tax Authorities, indicating the amount of tax to be deducted by the Acquirer under the Income Tax Act, 1961 ('Income Tax Act'), before remitting the consideration. In case the aforesaid Tax Clearance Certificate is not submitted, the Acquirer will deduct tax at the rate as may be applicable to the category of the Public Equity Shareholder under the Income Tax Act, on the entire consideration amount payable to such Public Equity Shareholder.

8.7 COMPLIANCE WITH TAX REQUIREMENTS:

- 8.7.1 Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain (in excess of ₹1 lakh) realized on the sale of listed equity shares on a stock exchange held for more than 12 months will be subject to capital gains tax in India @ 10% if Securities Transaction Tax ("STT") has been paid on the transaction.
- 8.7.2 STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold, will be subject to short term capital gains tax @ 15% provided the transaction is chargeable to STT.
- 8.7.3 The above tax rates are subject to applicable rate of surcharge, health and education cess or any other as may be applicable at the time of sale. The tax rate and other provisions may undergo changes.
- 8.7.4 In case of Resident Shareholders: In absence of any specific provision under the Income-Tax Act, 1961, the Acquirer shall not deduct tax on the consideration payable to resident shareholders pursuant to the Offer.
- 8.7.5 In case of Non-Resident Shareholders: Under the existing Indian tax laws, any gains paid to a nonresident is subject to deduction of tax at source, unless capital gains are realized by the FPIs or such gains which are exempt from tax. Since the offer is through the stock exchange mechanism, the Acquirer will not be able to withhold any taxes, and thus, the Acquirer believes that the responsibility of withholding / discharge of the taxes due on such gains (if any) is solely on the custodians / authorized dealers / non-resident shareholders – with no recourse to the Acquirer.

- 8.7.6 It is therefore important that the non-resident shareholders consult their custodians / authorized dealers / tax advisors appropriately and immediately pay taxes in India (either through deduction at source or otherwise). In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified.

PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Public Equity Shareholders of the Target Company at the Registered office of the Manager to the Open Offer situated at 204, Kanishka Shopping Complex, Mayur Vihar, Phase 1 Extension, Delhi-110091 on any Working Day (except Saturdays and Sundays and public holidays) between 10.00 A.M. to 5.00 P.M during the period from the date of commencement of the Tendering Period until the date of expiry of the Tendering Period.

- a) Copy of Share Purchase Agreement dated Thursday, February 09, 2023 entered between the Promoter Sellers and the Acquirer which triggered this offer.
- b) Net worth Certificate dated February 09, 2023 issued by Mr. Manish Kumar (Membership No. 417886) proprietor of M/s Manish K Ramawati and Company, Chartered Accountants, having office at office No. 30, Agarwal Trade Centre CHSL, Sector -11, CBD Belapur, Navi Mumbai, Maharashtra- 400614 certifying the net worth of the Acquirer.
- c) Certificate dated February 09, 2023 issued by Mr. Manish Kumar (Membership No. 417886) proprietor of M/s Manish K Ramawati and Company, Chartered Accountants, having office at office No. 30, Agarwal Trade Centre CHSL, Sector -11, CBD Belapur, Navi Mumbai, Maharashtra- 400614, confirming that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.
- d) Pricing Certificate dated February 09, 2023 issued by Mr. Manish Manwani, bearing IBBI Registered Valuer Registration number 'IBBI/RV/03/2021/14113' certifying the fair value of Equity Share of Target Company.
- e) Audited Annual Reports of the Target Company for the years ended March 31, 2022, 2021 and 2020.
- f) Limited Reviewed financial results of the Target Company for the period ended on September 30, 2022.
- g) Copy of Escrow Agreement entered between the Acquirer, Fintellectual Corporate Advisors Private Limited (the "Manager to the Offer") and Yes Bank Limited ("Escrow Bank").
- h) Letter from Yes Bank Limited confirming the cash deposit of ₹1,31,08,732/- (Rupees One Crore Thirty One Lakh Eight Thousand Seven Hundred and Thirty Two Only) in the Escrow Account with a lien marked in favour of the Manager to the Offer.
- i) Copy of Agreement dated Thursday, February 09, 2023 between the Acquirer and the Registrar to the Offer for the purpose of the Offer.
- j) Copy of Memorandum of Understanding dated Thursday, February 09, 2023 between the Acquirer and Manager to the Offer.
- k) Copy of the Public Announcement dated Thursday, February 09, 2023, the published copy of DPS dated Thursday, February 16, 2023, and corrigendum if any.
- l) Published Copy of the Offer Opening Public Announcement published by the Manager to the Offer on behalf of the Acquirer
- m) Published Copy of the recommendation made by the Committee of the Independent Directors of the Target Company.
- n) Copy of the letter from SEBI dated [●] containing its comments on the Draft Letter of Offer.

10. DECLARATION BY THE ACQUIRER

The Acquirer accept full responsibility for the information contained in this DLOF (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company and/or the Promoter Sellers) and undertake that he is aware of and will comply with his obligations under the SEBI (SAST) Regulations. The Acquirer further confirm that the disclosure made in this Draft Letter of Offer are true, fair, and adequate in all material aspects and not misleading in any material particular.

The Acquirer accept full responsibility for their obligations under the Offer and shall, jointly and severally, be responsible for ensuring compliance with the SEBI (SAST) Regulations.

The information pertaining to the Target Company and/or Promoter Sellers contained in the PA or DPS or DLOF or the Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or the Promoter Sellers, as the case may be, or publicly available sources which has not been independently verified by the Acquirer or the Manager. The Acquirer and the Manager to the Offer do not accept any responsibility with respect to the information provided by the Target Company and/or the Promoter Sellers.

For and on behalf of Acquirer

Ashok Kumar Singhal

Place: New Delhi

Date: February 22, 2023