

# DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Public Shareholder(s) of Apoorva Leasing Finance and Investment Company Limited (hereinafter referred to as "Target Company" or "Target" or "Apoorva"). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target 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

**Times Capital Services Private Limited ("Acquirer 1")**

Address: Block 34, House No. 247, Trilok Puri, Delhi-110091; Phone: +91 9810098472; email: astnoida@yahoo.co.in

&

**Shri Atul Singh Tyagi ("Acquirer 2")**

Address: D-102, Sector- 36, Noida 201301 Uttar Pradesh; Phone: +91 9810098472; email: astnoida@yahoo.co.in  
(hereinafter collectively referred to as the "Acquirers")

to the public shareholder(s) of

**Apoorva Leasing Finance and Investment Company Limited**

Registered office: Third Floor, 13/331, Geeta Colony Delhi-110031, Telephone No.: 011-22446748

Corporate Office: C-1/9, Sector 31, Noida, Uttar Pradesh-201301, Telephone No.: 0120-4372849

To acquire upto 51,93,474 (Fifty One Lakhs Ninety Three Thousand Four Hundred Seventy Four) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing 26.00% of the Paid Up Share Capital (defined under the head "Definition") of the Target Company at a price of Rs. 4.30/- (Rupees Four and Paise Thirty only) per fully paid up Equity Share of Rs. 10 each, payable in cash.

### Please Note:

1. This Offer is being made by the Acquirers pursuant to and in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions 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 not subject to the receipt of any statutory and other approvals in relation to the offer.
6. If there is any upward revision in the Offer Price or the number of Shares sought to be acquired under the Open Offer by the Acquirers, at any time prior to the commencement of the last three working days before the commencement of the tendering period i.e. upto Thursday, July 19, 2018, the same would be informed by way of a public announcement in the same newspapers where the original Detailed Public Statement appeared. Such revision in the Open Offer Price would be payable by the Acquirers for all the 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) will be available on the SEBI's website: [www.sebi.gov.in](http://www.sebi.gov.in).

## MANAGER TO THE OFFER



### TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

SEBI Regn. No.: MB/INM000012290  
Regd. Off.: 714, Vishwadeep Building, Plot No.  
4, District Centre,  
Janakpuri, New Delhi- 110058  
Tel. No.: +91-11-45510390  
Contact Person: Ms. Deepali Jain  
Email id: info@tcagroup.in  
Website: www.tcagroup.in

## REGISTRAR TO THE OFFER



**BIGSHARE SERVICES PRIVATE LIMITED**  
SEBI Regn. No.: INR000001385  
4E/8, First Floor, Jhandewalan Extension, New  
Delhi-110 055  
Tel No.: +91-11-23522373  
Fax No.: +91-11-23522373  
Contact Person: Mr. Y.K.Singhal  
Email id.: bssdelhi@bigshareonline.com  
Website: <http://www.bigshareonline.com>

## SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Date of the Public Announcement	Friday, June 01, 2018
Date of publication of the Detailed Public Statement	Friday, June 08, 2018
Last date of filling of Draft Letter of Offer with SEBI	Friday, June 15, 2018
Last date for a Competing Offer	Friday, June 29, 2018
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Open Offer)	Monday, July 09, 2018
Identified Date*	Wednesday, July 11, 2018
Last Date by which Letter of Offer will be dispatched to the Shareholders	Wednesday, July, 18, 2018
Last Date for upward revision of the Offer Price/Offer Size	Thursday, July 19, 2018
Last date by which an independent committee of the Board of Target Company shall give its recommendation	Friday, July 20, 2018
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper	Monday, July 23, 2018
Date of commencement of tendering period (Offer Opening Date)	Wednesday, July 25, 2018
Date of expiry of tendering period (Offer Closing Date)	Tuesday, August 07, 2018
Date by which all requirements including payment of consideration would be completed	Friday, August 24, 2018

*\*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 Acquirers and Promoters) are eligible to participate in the Offer any time before the closure of the Offer.*

### RISK FACTORS

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

##### (A) Risks Relating to the recent developments involving the Target Company and its Promoter(s)

- I. The name of Mr. Surender Kumar Jain is reflecting as one of the Promoters of the Target Company in its filings with the Stock Exchanges from June 2011 to March 2015. It is stated that, the Target Company, through a postal ballot dated April 12, 2011, designated Mr. Surender Kumar Jain as the new promoter of the Company to have control over its management. It is also stated that Mr. Jain does not hold any shares in the Target Company. Further, name of one Body Corporate, M/s Sri Amarnath Finance Limited, has been added to the list of Promoters of the Target Company in its filings with the Stock Exchanges from March 2012 and its name is reflecting as a Promoter of the Target Company till December 2015. In the shareholding pattern filed by the Target Company post December 2015, the Promoter Shareholding is being reflected as Nil and name of no person is appearing as a Promoter of the Target Company. However, in the absence of any records suggesting a change in the constitution of Promoter Group of the Target we are assuming that Mr. Surender Kumar Jain and M/s Sri Amarnath Finance Limited continue to be the Promoters of the Target Company. As per publically available information Mr. Surender Kumar Jain was arrested by officers of the Enforcement Directorate on March 20, 2017 and had been put under Judicial Custody with respect to investigations against him by Serious Fraud Investigation Office (SFIO) and other agencies with respect to money laundering. He has been granted bail on January 25, 2018. The matter is sub-judice.
- II. The name of the one of the Promoters of the Target Company, M/s Sri Amarnath Finance Limited appeared in a list of 331 suspected shell companies provided by the Ministry of Corporate Affairs (MCA) vide its letter no. F. No. 03/73/2017-CL-II dated June 09, 2017 to SEBI. SEBI, vide its letter no. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated August 07, 2017 directed BSE (and other Stock Exchanges) to identify the listed Companies out of the list provided by MCA and move them all (including M/s Sri Amarnath Finance Limited) to Stage VI of Graded Surveillance Measures (GSM) with immediate effect and also placed many other restrictions on the trading of such scrips including but not limited to moving them to trade to trade category.
  - i. The shares held by Promoters and Directors of such listed Companies (including M/s Sri Amarnath Finance Limited) were also placed under many restrictions including prohibition to sell/alienate such holdings.
  - ii. Thereafter after making inquiry into the affairs of the Target Company, BSE vide notice no. 20180104-19 dated January 04, 2018 (w.e.f. January 05, 2018) allowed the status of the Target Company to be reverted to the status prior to the date of the SEBI letter no. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated August 07, 2017.
  - iii. BSE Limited also directed that an independent auditor shall be appointed to conduct forensic

audit of the Company for verification, including the credentials / financials of the Company. The status of such audit is not yet publically available.

- III. The name of the Target Company appeared in a list of 331 suspected shell companies provided by the Ministry of Corporate Affairs (MCA) vide its letter no. F. No. 03/73/2017-CL-II dated June 09, 2017 to SEBI. SEBI, vide its letter no. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated August 07, 2017 directed BSE (and other Stock Exchanges) to identify the listed Companies out of the list provided by MCA and move them all (including the Target Company) to Stage VI of Graded Surveillance Measures (GSM) with immediate effect and also placed many other restrictions on the trading of such scrips including but not limited to moving them to trade to trade category.
  - i. The shares held by Promoters and Directors of such listed Companies (including the Target Company) were also placed under many restrictions including prohibition to sell/alienate such holdings.
  - ii. Thereafter after making inquiry into the affairs of the Target Company, BSE vide notice no. 20171012-22 dated October 12, 2017 (w.e.f. October 13, 2017) allowed the status of the Target Company to be reverted to the status prior to the date of the SEBI letter no. SEBI/HO/ISD/ISD/OW/P/2017/18183 dated August 07, 2017.
  - iii. Thereafter BSE Limited appointed an independent auditor to conduct a forensic audit into the affairs of the Target Company. The said audit has been carried out recently. The outcome of the audit is not yet available.
- IV. The name of the Target Company and its Corporate Promoter M/s Sri Amarnath Finance Limited is appearing on the website of the Honourable National Company Law Tribunal. The Registrar of Companies is the petitioner in both cases. The petition that has been filed by the Registrar of Companies is under sections 271-272 of the Companies Act 2013. These sections essentially deal with winding up of Companies. The details of the petition are not available on the said website. We are unable to give further comments/explanations in the absence of the copy of the petition. Further, there is an interim order of the Honourable National Company Law Tribunal dated June 04, 2018 which restrains both Companies from alienating encumbrance or transferring the fixed assets of the Company. The companies are also restrained from operating the bank accounts as of the day of the order. The Target Company is yet to receive a copy of the petition filed by the Registrar of Companies. Further, copy of the interim order passed by the Honourable National Company Law Tribunal, is yet to be served to the Target Company.

**(B) Risk relating to the transaction/offer**

1. As on the date of this Draft Letter of Offer, to the best of knowledge of the Acquirers, no statutory and other approvals are required in relation to the offer. However, the offer will be subject to all statutory approvals that may become applicable at a later date. Regulation 23(1) of the SEBI (SAST) Regulations, lists the circumstances under which offer may stand withdrawn. In the present case, as on the date of this Draft Letter of Offer, there are no apparent circumstances which may warrant a withdrawal of the offer under Regulation 23(1) of the SEBI (SAST) Regulations. If at a later date, any other statutory or regulatory or other approvals/ no objections are required, the Offer would become subject to receipt of such other statutory or regulatory or other approvals/no objections. The Acquirers reserve the right to withdraw the Offer in accordance with Regulation 23 (1) (a) of the SEBI (SAST) Regulations 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.
2. In the event that (a) the regulatory approvals are not received in a timely manner; or (b) there is any litigation to stay the offer; or (c) SEBI instructs the Acquirers not to proceed with the offer or to comply with certain conditions before proceeding 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 the Target Company, whose shares have been accepted in the offer as well as the return of shares not accepted by the Acquirers, may be delayed.
3. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
4. The Equity Shares tendered in the Offer shall be held in the pool account of the broker / in trust by the Clearing Corporation /Registrar to the Offer until the completion of the Offer formalities and the Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact the Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Shareholders will be solely responsible for their decisions regarding their participation in this Offer and the Acquirers do not make any assurance with respect to the market price of the Equity Shares at any time, whether during or upon or after the completion of the Offer, and 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.
5. Shareholders should note that the Shareholders who tender the Equity Shares in the Offer shall not be entitled to

withdraw such acceptances during the Tendering Period.

6. In the event of over-subscription to the offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
7. Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
8. This Offer is subject to completion risks as would be applicable to similar transactions.

**(C) Probable risk involved in associating with the Acquirers**

1. The Acquirers make 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 Acquirers make no assurance with respect to its investment/disinvestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirers 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 Acquirers 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 Acquirers) would be doing so at his/her/its own risk.
5. The Acquirers do 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.

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## DEFINITIONS

Acquirers	Acquirer 1 and Acquirer 2
Acquirer 1	Times Capital Services Private Limited having its registered office at Block 34, House No. 247, Trilok Puri, Delhi-110091
Acquirer 2	Shri Atul Singh Tyagi residing at D-102, Sector- 36, Noida 201301, Uttar Pradesh ("Acquirer 2")
Apoorva Leasing Finance and Investment Company Limited/ Apoorva/ Target Company/Target	A company incorporated under the Companies Act, 1956 and having its registered office at Third Floor, 13/331, Geeta Colony Delhi-110031 and Corporate Office at C-1/9, Sector 31, Noida, Uttar Pradesh-201301
ASEL	Ahmedabad Stock Exchange Limited, Ahmedabad
Board/Board of Directors	Board of Directors of the Target Company
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identification Number.
Companies Act	Companies Act, 2013, and/or the Companies Act, 1956 (to the extent applicable and not repealed)
Date of Opening of Offer/Date of closure of the Tendering Period	Wednesday, July 25, 2018
Date of Closing of Offer/ Date of opening of the Tendering Period	Tuesday, August 07, 2018
Depositories	CDSL and NSDL
Detailed Public Statement/DPS	Detailed Public Statement dated June 07, 2018, made by the Manager to the Offer on behalf of the Acquirers to the shareholders of the Target Company, which was published on June 08, 2018 in all editions of in all editions of Business Standard (English) and Business Standard (Hindi) and Mumbai edition of Mumbai Lakshadeep, being a local language daily with wide circulation at Mumbai (being the place where BSE is situated). The Registered Office of the Target Company is situated in the National Capital Territory of Delhi and Hindi being the regional language of the region, publication in a regional language daily is not required.
DP	Depository Participant
Draft Letter of Offer/DLOO/DLOF/DLoF	The Draft Letter of Offer dated June 15, 2018 submitted to SEBI for its observations.
DSE	Delhi Stock Exchange Limited, Delhi
Equity Shares/Shares	Fully paid up equity shares of the Target Company of face value of Rs. 10 (Rupees Ten only) each
Escrow Account	A cash escrow account opened by the Acquirer 1 in the name and style of "APOORVA OPEN OFFER ESCROW ACCOUNT" bearing number 8112093224 with the Escrow Bank, irrevocably and unconditionally empowering the Manager to the Offer to act in compliance with the SEBI (SAST) Regulations.
Escrow Amount	Rs. 56,00,000 (Rupees Fifty Six Lakhs only) being more than 25% of the Maximum Consideration payable under the Offer
Escrow Bank/Escrow Agent	Kotak Mahindra Bank Limited having its registered office at 27, BKC, C-27, G Block, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra-400051 and for the purpose of this offer through its branch situated at Ground Floor & Rear Basement, B - 1/8 & B - 1/9, Sector - 51, Noida, Uttar Pradesh.
Existing Promoters/Promoter Group	Mr. Surendra Kumar Jain and Sri Amarnath Finance Limited
FII's	Foreign Institutional Investors
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement

Fully Paid Up Equity Share Capital/ Paid Up Equity Share Capital	Means total voting equity capital of the Target Company on a fully diluted basis expected as of the tenth (10th) working day from the closure of the tendering period of the Offer. As on date of this DLOF, Fully Paid Up Equity Share Capital of Target Company is Rs. 1997.49 Lakhs divided into 1,99,74,900 Equity Shares of Rs. 10 each
FY	Financial year
ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
Identified Date	Wednesday, July 11, 2018 i.e. the date falling on the 10 <sup>th</sup> Working Day prior to the date of opening of the Tendering Period for the purposes of determining the Shareholders of the Target Company to whom the Letter of Offer shall be sent.
Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer/LOO/LOF/LoF	The Letter of Offer dated [●]
Listing Regulations/LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
NEFT	National Electronic Funds Transfer
NRIs	Non Resident Indians
NSDL	National Securities Depository Limited
OCBs	Overseas Corporate Bodies
Offer Period	Period commencing from June 01, 2018 (the date of the Public Announcement) till the date on which the payment of consideration to the Equity Shareholders who have accepted the Offer is made, or the date on which Offer is withdrawn, as the case may be
Offer Price	Rs. 4.30/- (Rupees Four and Paise Thirty only) per fully paid up equity share of Rs. 10/- each.
Offer Size/Offer Shares	51,93,474 (Fifty One Lakh Ninety Three Thousand Four Hundred Seventy Four) Equity Shares of the face value of Rs. 10 each, representing 26% of Paid Up Share Capital
Offer/Open Offer	Open Offer for acquisition of upto 51,93,474 ((Fifty One Lakh Ninety Three Thousand Four Hundred Seventy Four) Equity Shares of the face value of Rs. 10 each ("Offer Shares"), representing in aggregate 26% of the Paid Up Share Capital of the Target Company at a price of Rs. 4.30/- (Rupees Four and Paise Thirty only) per fully paid up Equity Share of Rs. 10 each, payable in cash.
PAN	Permanent Account Number
Public Announcement/PA	Public Announcement dated June 01, 2018 made by the Manager to the Offer on behalf of the Acquirers, in relation to this Offer.
Public Shareholder(s)	Means Shareholders of the Target Company other the Acquirers and Promoters.
RBI	Reserve Bank of India
Registrar/Registrar to the Offer/RTA	Bigshare services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at E/2&3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Bombay Maharashtra 400072 being represented through its Delhi Office at 4E/8, First Floor, Jhandewalan Extension, New Delhi-110 055
Rs./Rupees/INR	Indian Rupees
SCRR	Securities Contracts (Regulation) Rules, 1957 as amended
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations/Regulations/ /SAST Regulations/ Takeover Code/ Takeover Regulations	Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
SEBI Act	Securities & Exchange Board of India Act, 1992 as amended

Stock Exchange/Stock Exchanges	Stock Exchanges where Equity Shares of the Target Company are listed. The Target Company is currently listed on BSE. The Target Company was also listed on DSE and ASEL. However, SEBI vide its Order Nos. WTM/SR/SEBI /MRD-DSA/04/01/2017 dated January 23, 2017 and WTM/MPB/MRD/160 /2018 dated April 02, 2018, had allowed the exit of DSE and ASEL respectively.
TCA/ Manager to the Offer/ MB/Merchant Banker	Turnaround Corporate Advisors Private Limited, the Merchant Banker appointed by the Acquirers pursuant to Regulation 12 of the SEBI (SAST) Regulations, having its Corporate & Registered office at 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058.
Tendering period	A period of 10 (Ten) working days period from the date of opening of offer on Wednesday, July, 25, 2018 to closing of offer on Tuesday, August 07, 2018.
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations, in Mumbai.

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

## 1. 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 APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JUNE 15, 2018 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

## 2. DETAILS OF THE OFFER

### 2.1 Background of the Offer

2.1.1 This Open Offer is being made by the Acquirers to the public shareholders of the Target Company in compliance with Regulations 3(1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations for substantial acquisition of equity shares and voting rights, accompanied with a change in management control of the Target Company. This Offer is a Triggered/Mandatory Offer made in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations. As on the date of the PA, the Acquirer 1 and Acquirer 2 held 49,73,500 Equity Shares representing 24.90% of the paid up capital of the Target Company as detailed below:

	Details	Acquirer 1	Acquirer 2
Pre-transaction Holding	No. of Equity Shares	49,73,500	Nil
	% of total equity / voting capital	24.90%	Nil

2.1.2 On June 04, 2018, Acquirer 1 placed a purchase order with its Broker, KK Securities Limited to acquire upto 27,000 (Twenty Seven Thousand only) fully paid-up Equity Shares representing upto 0.14% of fully paid-up equity share capital and voting capital of the Target Company, at a price not exceeding Rs. 4.30 (Rupees Four and Paise Thirty only) (excluding brokerage and levies) per Equity Share of the Target Company. Post successful acquisition of Equity Shares of the Target Company pursuant to the abovementioned purchase order, the shareholding of the Acquirers has increased to 25.04% of the fully paid-up equity share capital and voting capital of the Target Company and the Acquirers propose to acquire control of the Target Company. Accordingly, this mandatory Offer is being made by the Acquirers, in compliance with Regulations 3(1) and 4 read with Regulation 13(2)(a) of the SEBI (SAST) Regulations and

other applicable provisions of the SEBI (SAST) Regulations. Details of the underlying transaction are as under:

Details of underlying transaction						
Type of Transaction (direct/indirect)	Mode of Transaction (Agreement / Allotment/ market purchase)	Shares / Voting rights acquired		Total Consideration for shares /Voting Rights (VR) acquired (in Rs.) <sup>&amp;</sup>	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total equity/ voting capital			
Direct	Market Purchase	27,000	0.14%	86,400	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations

<sup>&</sup>: excluding brokerage and levies

Note: The 27,000 shares acquired by Acquirer 1 as per the above details have been kept in a DP Escrow Account and Acquirers cannot exercise control over such shares till the completion of the present Open Offer.

- 2.1.3 The Offer is not a result of Global Acquisition resulting in indirect acquisition of Target Company.
- 2.1.4 There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.
- 2.1.5 There is no separate arrangement for the proposed change in control of the Target Company.
- 2.1.6 The Acquirers have 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 except for prohibition on Acquirer 2 for selling securities of the Target Company on account of him being the Managing Director of the Target Company. As on date of this DLOF the Acquirer 2 does not hold any shares in the Target Company.
- 2.1.7 The Acquirers will, 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, Shri Atul Singh Tyagi (Acquirer 2) and Shrimati Anupama Singh Tyagi (wife of Acquirer 2) are deemed representative of the Acquirers on the board of directors of the Target Company. Shri Atul Singh Tyagi (Acquirer 2) is the Managing Director and Chief Financial Officer of the Target Company. Besides this, the Acquirers have not decided the names of persons who may be appointed on the Board of Directors of the Target Company.
- 2.1.8 As per Regulations 26(6) and 26(7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required, upon receipt of the Detailed Public Statement, to constitute a committee of independent directors to provide their reasoned recommendations on the Offer. The reasoned recommendations are required to be published in the same newspapers in which the Detailed Public Statement was published, at least two working days before the commencement of the tendering period, and simultaneously a copy of such recommendations is required to be sent to SEBI, BSE and to the Manager to the Offer.

## 2.2 Details of the Proposed Offer

- 2.2.1 In accordance with Regulation 13(4) of the SEBI (SAST) Regulations, the Acquirers have 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	June 08, 2018
Business Standard (Hindi)	All Editions	June 08, 2018
Mumbai Lakshadeep (Marathi)	Mumbai	June 08, 2018



- 2.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in) and on the website of the Manager to the Offer at [www.tcagroup.in](http://www.tcagroup.in).
- 2.2.3 The Acquirers are making an offer to acquire upto 51,93,474 Equity Shares of face value Rs. 10 each representing 26% of the Paid Up Share Capital of the Target Company at a price of Rs. 4.30/- (Rupees Four and Paise Thirty only) per fully paid up equity share of Rs. 10 each, payable in cash, subject to the terms and conditions set out in the PA, the DPS and this DLOF.
- 2.2.4 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.
- 2.2.5 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.
- 2.2.6 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.
- 2.2.7 The Acquirers will acquire upto 51,93,474 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 Public Shareholders will be on a proportionate basis, as detailed in paragraph 7.13 of this Draft Letter of Offer.
- 2.2.8 The Acquirers will acquire only such Equity Shares that are fully paid up, free from all liens, charges and encumbrances and the Equity Shares shall be acquired together with all the rights and interests attached thereto, including all rights to dividend, bonus thereon.
- 2.2.9 There is no agreement amongst the Acquirers and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities proposes to participate in the acquisition.
- 2.2.10 The Acquirers have acquired 27,000 Equity Shares of the Target Company representing 0.14% of the paid up capital of the Target Company, from the date of the PA i.e. June 01, 2018, upto the date of this Draft Letter of Offer. Detail of the acquisition is as under:

Date of Acquisition	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ acquired		Price per share (in Rs.) <sup>&amp;</sup>	Mode of payment (Cash/ securities)
		Number	% vis a vis total equity/ voting capital		
June 4, 2018	Market Purchase	27,000	0.14%	3.20	Cash

&: excluding brokerage and levies

- 2.2.11 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Turnaround Corporate Advisors Private Limited as the Manager to the Offer.
- 2.2.12 As on the date of this DLOF, the Manager to the Offer does not hold any Equity Shares in the Target Company. 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.
- 2.2.13 Upon completion of the Offer, assuming full acceptance, the Acquirers will collectively hold 1,01,93,974 Equity Shares of the Target Company, representing a total of 51.03% of the Paid Up Share Capital. This would not result in public shareholding in Target Company falling below the minimum level prescribed under Regulation 38 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957.

### 2.3 Object of the Acquisition/Offer

- 2.3.1 The Acquirers shall achieve substantial acquisition of equity shares and voting capital, accompanied with effective management control over the Target Company after completion of Proposed Open Offer.

- 2.3.2 The main object of this acquisition is to acquire Complete Management Control over the Target Company. The Acquirers may continue the existing line of business of the Target Company or may diversify its business activities in future 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 Acquirers cannot ascertain the repercussions, if any, on the employees and locations of the business place of the Target Company.
- 2.3.3 The Acquirers intend to take complete control and management over the Target Company and make changes in the Board of Directors of the Target Company, subsequent to the completion of this Offer in accordance hereof with the SEBI (SAST) Regulations.
- 2.3.4 The Acquirers do not currently 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. BACKGROUND OF THE ACQUIRERS

#### Information about the Acquirers:

#### 3.1 ACQUIRER 1: M/s Times Capital Services Private Limited (PAN: AAAC2716K, CIN:U74899DL1993PTC055569)

3.1.1 M/s Times Capital Services Private Limited (PAN: AAAC2716K, CIN: U74899DL1993PTC055569) is private limited company incorporated on October 08, 1993 under the provisions of the Companies Act, 1956. There has been no change in the name of the Acquirer 1. Its registered office is situated at Block 34, House No. 247, Trilok Puri, Delhi-110091, Tel No. +91 9810098472, email: astnoida@yahoo.co.in.

3.1.2 Acquirer 1 is involved in the business of providing consultancy services and act as financial consultants, management consultants, and to provide advice, services, consultancy in various fields.

3.1.3 The Acquirer 1 does not belongs to any group.

3.1.4 CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants (Firm Registration No. 028138N), having office at F-114 Opp. Desu Office, Laxmi Nagar, New Delhi-110092 Ph: +91- 8285647378, Email Id: ca.arvindkumarsingh@gmail.com has certified, vide certificate dated June 01, 2018 that the net worth of the Acquirer 1 is Rs. 2,84,96,522/- (Rupees Two Crores Eighty Four Lakhs Ninety Six Thousand Five Hundred Twenty Two only).

3.1.5 As on the date of this DLOF, Authorized Share Capital of the Acquirer 1 is Rs. 66,10,000/- (Rupees Sixty Six Lakhs Ten Thousand), comprising of 6,61,000 Equity Shares of Rs. 10/- (Rupee Ten) each. The issued, subscribed and paid-up equity share capital, is Rs. 66,01,000/- (Rupees Sixty Six Lakh One Thousand), comprising of 6,60,100 equity shares of Rs. 10/- (Rupee Ten) each, fully paid up.

3.1.6 Equity shares of Acquirer 1 are not listed on any Stock Exchange in India.

3.1.7 The Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 ("SEBI Act") as amended or under any of the Regulations made under the SEBI Act.

3.1.8 As on the date of this DLOF, Acquirer 1 is holding 5000,500 Equity Shares representing 25.04% of the Paid Up Share Capital of the Target Company.

3.1.9 As on date of this DLOF the Promoters of Acquirer 1 and its shareholding is as under:

Name	Number of Equity Shares held	%age of total Equity Capital
Shri Atul Singh Tyagi	432100	65.46%
Shrimati Anupama Tyagi	6500	0.98%
Atul Singh Tyagi & Sons HUF	158080	23.95%
Indra Tyagi	63420	9.61%
Total	660,100	100.00%

3.1.10 The Acquirer 1 is controlled by Acquirer 2 and his family members.

3.1.11 Shareholding pattern of the Acquirer 1 is as under:

S. No.	Shareholder's Category	No. Shares held	Percentage
1.	Promoters	6,60,100	100%
2.	FII/ Mutual-Funds/ FIs/Banks	NA	NA
3.	Public	NA	NA
	Total Paid Up Capital	6,60,100	100%

3.1.12 Name and DIN of the Board of Directors of the Acquirer 1 are as under:

S. No.	Director's Name	DIN (Director Identification Number)	Date of Appointment	Details of Experience	Qualification
1.	Anupama Singh Tyagi	0106461	16/05/1996	25 Years of Experience in architecture and back office operations	Post Graduate
2.	Atul Singh Tyagi	01335008	08/10/1993	28 Years of Experience in Financial Services	Post Graduate
3.	Furkan	07378015	03/06/2016	21 Years of Experience in Marketing	Under Graduate

Note: Shrimati Anupama Singh Tyagi holds directorship of the Target Company and Shri Atul Singh Tyagi is the Managing Director of the Target Company and is also its Chief financial officer.

3.1.13 The financial information of the Acquirer 1 Company as per the audited accounts for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 are as follows

Rs. in Lakhs

PROFIT & LOSS STATEMENT	12 Months period ended		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Income from Operations	0.48	-	-
Other Income	92.29	-	-
<b>Total Income</b>	<b>92.77</b>	<b>-</b>	<b>-</b>
Total Expenditure (excluding depreciation and interest)	0.41	0.97	0.09
<b>Profit before Depreciation, Interest &amp; Tax</b>	<b>92.36</b>	<b>(0.97)</b>	<b>(0.09)</b>
Depreciation and amortization expense	-	-	-
Interest (Finance Cost)	0.00	-	-
<b>Profit before Tax &amp; Extra Ordinary Items</b>	<b>92.36</b>	<b>(0.97)</b>	<b>(0.09)</b>
Extra Ordinary Items/Exceptional Items	-	-	-
<b>Profit Before Tax</b>	<b>92.36</b>	<b>(0.97)</b>	<b>(0.09)</b>
Provision for Tax (Including for deferred tax)	0.92	-	-
<b>Profit After Tax</b>	<b>91.44</b>	<b>(0.97)</b>	<b>(0.09)</b>

Rs. in Lakhs

BALANCE SHEET	As At		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
	Sources of Funds		
Paid-up Share Capital	66.01	66.01	37.51
Reserves & Surplus (Excluding Revaluation Reserve)	218.96	127.51	31.58
<b>Net Worth</b>	<b>284.97</b>	<b>193.52</b>	<b>69.09</b>

Secured Loan	-	-	-
Unsecured Loan	6.30	58.07	37.15
<b>Total Loans</b>	<b>6.30</b>	<b>58.07</b>	<b>37.15</b>
Deferred Tax Liabilities (Net)	-	-	-
Other Current Liabilities/Other Non Current Liabilities	21.80	3.71	3.61
<b>Grand Total</b>	<b>313.07</b>	<b>255.30</b>	<b>109.85</b>
	<b>Uses of Funds</b>		
Net Fixed Assets (Including Capital Work in Progress)	-	132.15	105.53
Investments	186.66	119.23	-
Loans and Advances (Long Term+ Short Term)	124.51	3.70	3.70
Inventories	-	-	-
Other Current Assets	0.26	0.06	-
Cash and Bank Balances	1.64	0.16	0.62
<b>Total</b>	<b>313.07</b>	<b>255.30</b>	<b>109.85</b>

Rs. in Lakhs

OTHER FINANCIAL DATA	12 Months period ended		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Dividend (in %)	-	-	-
Basic Earning Per Share (in Rs. per Share)	13.85	(0.15)	(0.02)
Diluted Earning Per Share (in Rs. per Share)	13.85	(0.15)	(0.02)

Rs. in Lakhs

CONTIGENT LIABILITIES	As At		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
There is no Contingent Liabilities during the above stated period			

*(Source- As certified by CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants (Firm Registration No. 028138N), having office at F-114, Opp. Desu Office, Laxmi Nagar, New Delhi-110092 Ph: +91- 8285647378, Email Id: ca.arvindkumarsingh@gmail.com vide certificate dated June 01, 2018)*

3.1.14 As on the date of this DLOF, Acquirer 1 holds 50,00,500 Equity Shares representing 25.04% of the paid up share capital and has duly complied with the provisions of the Chapter V of the SEBI (SAST) Regulations, as applicable with respect to acquisition of Shares in Target Company.

**3.2 Acquirer 2: Mr. Atul Singh Tyagi (PAN: AACPT8294K)**

3.2.1 Acquirer 2, aged about 52 Years, son of Late Shri Vijendra Singh Tyagi is residing at D-102, Sector- 36, Noida 201301 Uttar Pradesh, Tel No.: +91 9810098472. Acquirer 2 is a law graduate from University of Delhi has done M.A in Economics from Panjab University. He is having experience spanning over of 28 years in Financial Services.

3.2.2 CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants (Firm Registration No. 028138N), having office at F-114 Opp. Desu Office, Laxmi Nagar, New Delhi-110092 Ph: +91- 8285647378, Email Id: ca.arvindkumarsingh@gmail.com has certified, vide certificate dated June 01, 2018 that the net worth of the Acquirer 2 is Rs. 2,23,29,692/- (Rupees Two Crores Twenty Three Lakhs Twenty Nine Thousand Six Hundred Ninety Two only).

3.2.3 The Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act except for prohibition for selling securities of the Target Company on account of him being the Managing Director of the Target Company. As on date of this DLOF the Acquirer 2 does not hold any shares in the Target Company.

3.2.4 Acquirer 2 is not holding any Equity Shares of the Target Company. He is interested in the Target Company

on the following counts:

- Acquirer 2 is also the Managing Director and Chief Financial Officer of the Target Company. He draws remuneration of Rs. 3.50 Lakhs per month from the Target Company.
- The Corporate office of the Target Company is owned by Acquirer 2. He has permitted the Target to use a part of the premises as its Corporate Office. He is not charging any rent for the same.
- Acquirer 2 is deemed to be interested to the extent of his and his wife's shareholding/Directorship in the Target Company and its subsidiary and associate companies.
- Shrimati Anupama Tyagi, Wife of Acquirer 2 is also a Director of the Target Company. On June 21, 2016 the wife of Acquirer 2 had entered into two agreements to sell two properties worth Rs. 3.25 crores to the Target Company. On account of non-fulfilment of certain conditions of the agreement, the transactions were finally agreed to be settled for a total value of Rs. 2.60 crores. The Target Company has taken possession of the flats but absolute title of the flats has not been transferred yet by means of a registered sale deed.

3.2.5 As on date of this DLOF, Acquirer 2 serves as Managing Director on the Board of Directors of the Target Company. As on date of this DLOF, Acquirer 2 is not a Director on the Board of any Listed Company except the Target Company.

As on date of this DLOF Acquirer 2 does not hold any Equity Shares in the Equity Share Capital of the Target Company.

### 3.3 Other Information about the Acquirers

3.3.1 There is no agreement amongst the Acquirers and any other persons/entities, in connection with the break-up of shares to be accepted from the shares tendered in this Offer. The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons/entities propose to participate in the acquisition.

3.3.2 There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.

3.3.3 Acquirer 2 is the Promoter and Substantial Shareholder of Acquirer 1.

### 4. BACKGROUND OF APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED

*(The disclosures mentioned under this section has been sourced from information available in Public Domain or provided to the Acquirer by the Target Company)*

4.1 The Target Company was incorporated on October 07, 1983, as "Apoorva Leasing Finance and Investment Company Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana and obtained certificate of commencement of business on November 24, 1983. The Corporate Identification Number of the Target Company is L74899DL1983PLC016713.

4.2 Presently, the registered office of the Target Company is situated at Third Floor, 13/331, Geeta Colony Delhi-110031 and Corporate Office at C-1/9, Sector 31, Noida, Uttar Pradesh-201301.

4.3 Presently, there is no outstanding convertible instruments (warrants/FCDs/PCDs) etc. in the Target Company.

4.4 As on date of this Draft Letter of Offer, the Authorized Share Capital of the Target Company is Rs. 20,00,00,000 (Rupees Twenty Crores only) consisting of 2,00,00,000 (Two Crore) Equity Shares of Rs. 10.00 (Rupees Ten) each and the Issued, Subscribed and Paid-up Capital of the Target Company is Rs. 19,97,49,000/- (Rupees Nineteen Crore Ninety Seven Lakhs Forty Nine Thousand Only) consisting of 1,99,74,900 (One Crore Ninety Nine Lakh Seventy Four Thousand Nine Hundred only) Equity Shares of face value of Rs. 10.00 (Rupees Ten) each.

4.5 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	19974900	100
Partly Paid up Equity Shares	Nil	Nil
Total Paid up Equity Shares	19974900	100
Total voting rights in the Target Company	19974900	100

4.6 The entire present paid up Equity Share Capital of the Target Company is currently listed on BSE. The Target

Company was also listed on the DSE and ASEL. However, SEBI vide its Order Nos. WTM/SR/SEBI /MRD-DSA/04/01/2017 dated January 23, 2017 and WTM/MPB/MRD/160 /2018 dated April 02, 2018, had allowed the exit of DSE and ASEL respectively.

- 4.7 The Target Company does not have any partly paid Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.
- 4.8 As on the date of this Draft Letter of Offer, the Board of Directors of the Target Company comprises of 4 (Four) Directors. The details of the Board of Directors are as below:

Name of Directors	DIN	Designation	Date of Appointment
Anupama Singh Tyagi	01064611	Director	13/02/2016
Atul Singh Tyagi	01335008	Managing Director	30/09/2016
Neha Nimja	07762117	Director	10/03/2017
Suresh	07762126	Director	10/03/2017

*Shri Atul Singh Tyagi (Acquirer 2) and Shrimati Anupama Singh Tyagi (Wife of Acquirer 2) are deemed representative of the Acquirers on the Board of Directors of the Target Company.*

- 4.9 There has been no merger, de-merger and spin off in the last three years involving the Target Company.
- 4.10 The financial information of the Target Company as per the audited accounts for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 are as follows:

**I. STANDALONE FINANCIAL FIGURES FOR THE YEARS ENDED MARCH 31, 2018, MARCH 31, 2017 AND MARCH 31, 2016**

Profit & Loss Statement- Standalone	Rs. in Lakhs		
	12 Months period ended		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Income from Operations	929.91	563.41	327.59
Profit on sale of Fixed Assets	-	-	-
Other Income	0.49	0.71	6.80
<b>Total Income</b>	<b>930.40</b>	<b>564.12</b>	<b>334.39</b>
Total Expenditure (excluding depreciation and interest)	545.02	481.95	286.95
<b>Profit/(Loss) before Depreciation, Interest &amp; Tax</b>	<b>385.38</b>	<b>82.17</b>	<b>47.44</b>
Depreciation	1.02	-	-
Interest	0.02	0.41	2.89
<b>Profit/(Loss) before Tax &amp; Extra Ordinary Items</b>	<b>384.34</b>	<b>81.76</b>	<b>44.55</b>
Extra Ordinary Items/ Exceptional Items	-	0.08	-
<b>Profit/ (Loss) Before Tax</b>	<b>384.34</b>	<b>81.84</b>	<b>44.55</b>
Less : Provision for Tax(including deferred tax)	106.34	24.25	11.68
<b>Profit/ (Loss) After Tax</b>	<b>278.00</b>	<b>57.59</b>	<b>32.87</b>

Balance Sheet- Standalone	Rs. in Lakhs		
	As At		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
<b>Sources of Funds</b>			
Paid-up Share Capital	1,997.49	1,997.49	1,997.49
Reserves & Surplus (Excluding Revaluation Reserve)	10,158.98	9,880.98	9,823.39
Secured Loan	-	-	-
Unsecured Loan	-	-	-
Provisions (Long Term and Short Term)	106.41	24.25	11.68

Other Current Liabilities	676.89	13.89	10.19
<b>Total</b>	<b>12,939.77</b>	<b>11,916.61</b>	<b>11,842.75</b>
<b>Uses of Funds</b>			
Net Fixed Assets	1.14	-	-
Deferred Tax Asset(Net)	0.07	-	(0.08)
Non Current Investments	5,195.65	241.88	2,687.87
Loans and Advances (Long Term+ Short Term)	5,786.10	11,047.50	5,566.56
Inventories	1,070.93	44.62	-
Other Current Assets	816.04	481.65	6.45
Cash and Bank Balances	69.84	100.96	3,581.95
<b>Total</b>	<b>12,939.77</b>	<b>11,916.61</b>	<b>11,842.75</b>

Other Financial Data- Standalone	Rs. in Lakhs		
	12 Months period ending March 31		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Net Worth (in Rs. Lacs.)	12,156.47	11,878.47	11,820.88
Dividend (in %)	-	-	-
Basic Earning Per Share (in Rs. per Share)	1.72	0.29	0.16
Diluted Earning Per Share (in Rs. per Share)	1.72	0.29	0.16
Return on Net worth (in %)	2.29%	0.48%	0.28%
Book Value (in Rs. per Share)	60.86	59.47	59.18

**II. CONSOLIDATED FINANCIAL FIGURES FOR THE YEARS ENDED MARCH 31, 2018, MARCH 31, 2017 AND MARCH 31, 2016**

Profit & Loss Statement- Consolidated	Rs. in Lakhs		
	12 Months period ended		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Income from Operations	947.10	586.50	327.59
Profit on sale of Fixed Assets	-	-	-
Other Income	1.15	0.75	6.80
<b>Total Income</b>	<b>948.25</b>	<b>587.25</b>	<b>334.39</b>
Total Expenditure (excluding depreciation and interest)	563.68	498.00	286.95
<b>Profit/(Loss) before Depreciation, Interest &amp; Tax</b>	<b>384.57</b>	<b>89.25</b>	<b>47.44</b>
Depreciation	1.02	-	-
Interest	2.25	3.68	2.88
<b>Profit/(Loss) before Tax &amp; Extra Ordinary Items</b>	<b>381.30</b>	<b>85.57</b>	<b>44.56</b>
Extra Ordinary Items/ Exceptional Items	-	0.08	-
<b>Profit/ (Loss) Before Tax</b>	<b>381.30</b>	<b>85.65</b>	<b>44.56</b>
Less : Provision for Tax(including deferred tax)	107.75	25.37	11.68
<b>Profit/ (Loss) After Tax</b>	<b>273.55</b>	<b>60.28</b>	<b>32.88</b>
Profit/(Loss) of Associate Companies	0.47	(0.12)	(0.17)
Profit(Loss) of minority interest	2.24	(0.34)	10.06
<b>Group Profit/(Loss) After Tax for the year</b>	<b>276.26</b>	<b>59.82</b>	<b>42.77</b>

Balance Sheet Statement- Consolidated	Rs. in Lakhs		
	As At		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
<b>Sources of Funds</b>			
Paid-up Share Capital	1997.49	1997.49	1997.49
Reserves & Surplus (Excluding Revaluation	11589.50	11087.80	11038.06

Reserve)			
Minority Interest	382.91	166.55	166.20
Secured Loan	-	-	-
Unsecured Loan	144.30	131.69	76.95
Current Liabilities	712.74	52.16	162.61
Provisions(Long term & Short term)	107.83	25.38	12.15
<b>Total</b>	<b>14934.77</b>	<b>13461.07</b>	<b>13453.46</b>
<b>Uses of Funds</b>			
Net Fixed Assets	1.14	-	-
Non -Current Investment	5901.79	781.66	2860.99
Loans and Advances (Long term & Short Term)	6904.06	12050.26	6850.00
Inventories	1070.93	44.61	-
Other Current Assets	974.86	481.66	7.42
Cash and Cash Equivalent	81.92	102.88	3735.13
<b>Total</b>	<b>14934.77</b>	<b>13461.07</b>	<b>13453.46</b>

Rs. in Lakhs

Other Financial Data -Consolidated	12 Months period ended		
	Audited		
	31-Mar-18	31-Mar-17	31-Mar-16
Net Worth (in Rs. Lacs.)	13586.99	13085.29	13035.55
Dividend (in %)	-	-	-
Basic Earning Per Share (in Rs. per Share)	1.72	0.30	0.21
Diluted Earning Per Share (in Rs. per Share)	1.72	0.30	0.21
Return on Net worth (in %)	2.03%	0.46%	0.33%
Book Value per (in Rs. per Share):-	68.02	65.51	65.26

(Source- As certified by CA Rakesh Kumar Singh (Membership No. 089058), Chartered Accountants, having Office at C-97, Sector-61, Noida-201301, Tel No.: +91 9310154520, Email Id: singhrakesh2166@gmail.com, dated June 04, 2018)

4.11 As on the date of this Draft Letter of Offer, shareholding in the Target Company before and after the Offer (assuming full acceptances in the Offer) is given in the table 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)		Share holding / 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%	-	0.00%	-	0%	-	0%
b. Promoters other than (a) above	-	0%	-	0.00%	-	0%	-	0%
<b>Total 1(a+b)</b>	-	<b>0%</b>	-	<b>0.00%</b>	-	<b>0%</b>	-	<b>0%</b>
(2) Acquirers								
a. Main Acquirers								
Times Capital Services Private Limited	4,973,500	24.90%	27,000##	0.14%	5,193,474	26.00%	10,193,974	51.03%
Atul Singh Tyagi	-	0.00%	-	0.00%				
<b>Total 2a</b>	<b>4,973,500</b>	<b>24.90%</b>	<b>27,000</b>	<b>0.14%</b>	<b>5,193,474</b>	<b>26.00%</b>	<b>10,193,974</b>	<b>51.03%</b>



b. PACs	-	0.00%	-	0.00%	-	0.00%	-	0.00%
<b>Total 2(a+b)</b>	<b>4,973,500</b>	<b>24.90%</b>	<b>27,000</b>	<b>0.14%</b>	<b>5,193,474</b>	<b>26.00%</b>	<b>10,193,974</b>	<b>51.03%</b>
<b>(3) Parties to agreement other than (1)&amp; (2)</b>	-	0.00%	-	0.00%	-	0.00%	-	0.00%
<b>(4) Public (other than parties to agreement, Acquirers &amp; PAC)</b>								
a) FIs/MFs/FIIs/Banks/ SFIs	15,001,400	75.10%	(27,000)	-0.14%	(5,193,474)	-26.00%	9,780,926	48.97%
b) Others								
<b>Total (4) (a+b+c)</b>	<b>15,001,400</b>	<b>75.10%</b>	<b>(27,000)</b>	<b>-0.14%</b>	<b>(5,193,474)</b>	<b>-26.00%</b>	<b>9,780,926</b>	<b>48.97%</b>
Total No. of Shareholders in Public category (excluding Acquirers)#	Nil							
<b>GRAND TOTAL (1+2+3+4)</b>	<b>19,974,900</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>	<b>19,974,900</b>	<b>100.00%</b>

#Based on Shareholding pattern for quarter ended March 31, 2018 filed with BSE.

##The 27,000 shares acquired by Acquirer 2 have been kept in a DP Escrow Account and Acquirers cannot exercise control over such shares till the completion of the present Open Offer.

## 5. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 5.1 Justification of offer price

5.1.1 This Open Offer is pursuant to Direct Acquisition.

5.1.2 The Equity Shares of the Target Company are presently listed on BSE Ltd having a scrip code as 539545. The Target Company was also listed on DSE and ASEL. However, SEBI vide its Order Nos. WTM/SR/SEBI /MRD-DSA/04/01/2017 dated January 23, 2017 and WTM/MPB/MRD/160 /2018 dated April 02, 2018, had allowed the exit of DSE and ASEL respectively. Hence, as on date of this Draft Letter of Offer, the Target Company is listed exclusively on BSE.

5.1.3 The total trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e. from June 01, 2017 to May 31, 2018) 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	37,00,090	1,99,74,900	18.52%

5.1.4 Based on the above information, the Equity Shares of Target Company are frequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

5.1.5 The Offer Price of Rs. 4.30 (Rupees Four and Paise Thirty Only) per Equity Share is justified in terms of regulation 8(2) of the SEBI (SAST) Regulation, being higher than the highest of the following parameters:  
(amount in Rs.)

1	Negotiated Price under the Share Purchase Agreement ("SPA")	Not Applicable
2	The volume-weighted average price paid or payable for acquisition by the Acquirers during 52 weeks immediately preceding the date of PA <sup>@</sup>	3.37
3	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA <sup>@</sup>	3.30

4	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 BSE where the maximum volume of trading in the shares of the Target Company are recorded during such period	3.26
5	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	Not Applicable

*@ Acquisition Price of Equity Shares by way of Market Purchase (excluding brokerage and levies)*

*Note: Acquirer 1 has purchased 27000 Equity Shares of Target Company at a price of Rs. 3.20 per Equity Share on June 04, 2018 from Open Market through which Acquirers have triggered the Open Offer.*

- 5.1.6 The relevant price parameters have not been adjusted for any corporate actions.
- 5.1.7 As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the open Offer Price or open Offer Size, the Acquirers shall comply with Regulation 17(2) and 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations, which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 5.1.8 If there is any revision in the Offer Price on account of future purchases/competing offers, it will be done only at any time prior to the commencement of the last three working days before the date of commencement of the tendering period and would be notified to shareholders of the Target Company by way of announcement in all the newspapers in which this Detailed Public Statement pursuant to the Public Announcement was made.

## 5.2 Financial Arrangements:

- 5.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 51,93,474 (Fifty One Lakhs Ninety Three Thousand Four Hundred Seventy Four) Equity Shares at a price of Rs. 4.30 (Rupees Four and Paise Thirty only) per Equity Share is 2,23,31,938.20 (Rupees Two Crores Twenty Three Lakhs Thirty One Thousand Nine Hundred Thirty Eight And Paise Twenty Only) . ("Maximum Consideration").
- 5.2.2 The Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full, out of their own sources/ networth and no borrowings from any Bank and/or Financial Institutions are envisaged. CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants (Firm Registration No. 028138N), having office at F-114 Opp. Desu Office, Laxmi Nagar, New Delhi-110092 Ph: +91- 8285647378, Email Id: ca.arvindkumarsingh@gmail.com, has certified, vide certificate dated June 01, 2018, that sufficient resources are available with the Acquirers for fulfilling the obligations under this Offer in full.
- 5.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, Acquirers and the Manager to the Offer have entered into an escrow agreement dated June 01, 2018 with the Escrow Bank in terms of which the Acquirers have opened Escrow Account with the Escrow Bank. Further, Acquirers have deposited therein an amount of Rs. 56,00,000 (Rupees Fifty Six Lakhs only) in cash, being more than 25% of the Maximum Consideration payable under the Offer. The amount kept in the Escrow Account is interest bearing.
- 5.2.4 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.
- 5.2.5 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers 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. TERMS AND CONDITIONS OF THE OFFER

### 6.1 Operational terms and conditions

- 6.1.1 The Offer is not conditional and is not subject to minimum level of acceptances.
- 6.1.2 Letters of Offer will be dispatched to all the Equity Shareholders of Target Company, whose names appear in its Register of Members on Wednesday, July 11, 2018, the Identified Date, except the Acquirers.

- 6.1.3 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 6.1.4 The Letter of Offer along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and shareholders can also apply by downloading such forms from the website.
- 6.1.5 This Offer is not subject to the receipt of the statutory and other approvals as mentioned in paragraph 6.3 of this Letter of Offer. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 6.1.6 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of the Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 6.1.7 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 6.1.8 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these Equity Shares are not received along with the equity shares tendered under the Offer.

## 6.2 Persons eligible to participate in the Offer

All Public Shareholders, are eligible to participate in the Offer any time before the closure of the Offer.

## 6.3 Statutory approvals and other approvals

- 6.3.1 To the best of knowledge and belief of the Acquirers, as on the date of this Draft Letter of Offer, there are no statutory approvals and/or consent required. However, if any other statutory approvals are required or become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.
- 6.3.2 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approvals (including from the RBI, the FIPB 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 Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
- 6.3.3 Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all requirements relating to this Offer including payment to the shareholders who have accepted the Open Offer within 10 working days from the date of closure of the Tendering Period.
- 6.3.4 In case of delay/non-receipt of any approval, SEBI may, if satisfied that non receipt of the requisite approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirers agreeing to pay interest to the Equity Shareholders as directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations. However, where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers have the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Offer.
- 6.3.5 If any of the statutory approvals set out above, are not met for reasons outside the reasonable control of the Acquirers, or in the event the statutory approvals are refused, the Acquirers, in terms of Regulation 23 of SEBI (SAST) Regulations, shall have a right to withdraw this Offer. In the event of withdrawal, a public announcement will be made within 2 working days of such withdrawal, in the same newspapers in which the DPS is published and such announcement will also be sent to SEBI, BSE and the Target Company at its Registered Office.

## 7. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 7.1 The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by BSE Limited ("BSE") in the form of separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and BSE notice no.

20170202-34 dated February 02, 2017 as amended from time to time.

- 7.2 BSE will be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- 7.3 The Acquirer shall request BSE Limited to provide a separate acquisition window to facilitate placing of sell orders by Public Shareholders who wish to tender their Equity Shares in the Open Offer. Separate Acquisition window will be provided by the BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat shares as well as physical shares.
- 7.4 The Acquirers have appointed KK Securities Limited ("Buying Broker") as its broker for the Open Offer through whom the purchase and settlement of the Offer Shares tendered in the Open Offer will be made during the Tendering Period. The contact details of the Buying Broker are as mentioned below:
- Name: KK Securities Limited**  
**Address: 76-77, Scindia House, Janpath, New Delhi - 110001**  
**Contact Person: Mr. Sanjay Bansal**  
**Telephone No.: 011-46890000**  
**Email Id: kksl@kksecurities.com**
- 7.5 Public Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("Selling Broker"), during the normal trading hours of the secondary market during Tendering Period.
- 7.6 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the BSE during the Tendering Period.
- 7.7 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as a client (KYC Compliant).

In the event Seller Broker(s) are not registered with BSE or if the Shareholder does not have any stock broker then that 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 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 viz. KK Securities Limited, to bid by using quick UCC facility. The Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

**IN CASE OF SHAREHOLDER BEING AN INDIVIDUAL:**

**If Shareholder is registered with KYC Registration Agency ("KRA"): Documents required:**

- ✓ Central Know your Client (CKYC) form including FATCA, IPV, OSV if applicable.
- ✓ Know your Client (KYC) form Documents required (all documents self -attested)
- ✓ Bank details (cancelled cheque)
- ✓ Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

**If Shareholder is not registered with KRA: Documents required:**

- ✓ CKYC form including FATCA, IPV, OSV if applicable
- ✓ KRA form
- ✓ KYC form Documents required (all documents self-attested):
  - ✚ PAN card copy
  - ✚ Address proof
  - ✚ Bank details (cancelled cheque)
- ✓ Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

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

**IN CASE OF SHAREHOLDER IS HUF:**

**If Shareholder is registered with KYC Registration Agency ("KRA"): Documents required:**

- ✓ Central Know your Client (CKYC) form of Karta including FATCA, IPV, OSV if applicable.
- ✓ Know your Client (KYC) form Documents required (all documents self -attested)

- ✓ Bank details (cancelled cheque)
- ✓ Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

**If Shareholder is not registered with KRA: Documents required:**

- ✓ CKYC form of Karta including FATCA, IPV, OSV if applicable
- ✓ KRA form
- ✓ KYC form Documents required (all documents self-attested):
  - ✚ PAN card copy of HUF and Karta
  - ✚ Address proof of HUF and Karta
  - ✚ HUF Declaration
  - ✚ Bank details (cancelled cheque)
- ✓ Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

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

**IN CASE OF SHAREHOLDER OTHER THAN INDIVIDUAL AND HUF:**

**If Shareholder is registered with KYC Registration Agency ("KRA"): Documents required:**

- ✓ Know Your Client (KYC) form Documents required (all documents certified true copy)
- ✓ Bank details (cancelled cheque)
- ✓ Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- ✓ FATCA, IPV, OSV if applicable
- ✓ Latest list of directors/authorised signatories/partners/trustees
- ✓ Latest shareholding pattern
- ✓ Board resolution
- ✓ Details of ultimate beneficial owner along with PAN card and address proof
- ✓ Last 2 years financial statements

**If Shareholder is not registered with KRA: Documents required:**

- ✓ KRA form
- ✓ 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)
- ✓ Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- ✓ FATCA, IPV, OSV if applicable
- ✓ Latest list of directors/authorised signatories /partners/trustees
- ✓ PAN card copies & address proof of directors/ authorized signatories/ partners/ trustees
- ✓ Latest shareholding pattern
- ✓ Board resolution/partnership declaration
- ✓ Details of ultimate beneficial owner along with PAN card and address proof
- ✓ Last 2 years financial statements
- ✓ MOA/Partnership deed /trust deed

Additionally, registered Equity Shareholders holding Equity Shares in physical form must also provide the documents mentioned in Paragraph 7.9 of this DLOF.

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.

**7.8 Procedure for tendering Equity Shares held in dematerialised Form:**

- a) The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Open Offer shall approach their broker indicating the details of Equity Shares they intend to tender in Open Offer.
- b) The Selling Broker shall provide early pay-in of demat shares (except for custodian participant orders) to the Clearing Corporation before placing the orders and the same shall be validated at the time of order entry.
- c) For custodian participant, orders for demat Equity Shares early pay-in is mandatory prior to

confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

- d) The Seller Member would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of the BSE. Before placing the bid, the Shareholder would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited (the "ICCL"), by using the early pay in mechanism prior to placing the bid by the Seller Member.
- e) 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 Designated Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- f) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the exchange bidding system to the Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, client ID, no. of Equity Shares tendered etc.
- g) The Public Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

**The Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement. The Public Shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.**

#### **7.9 Procedure to be followed by Public Shareholders holding Equity Shares in the physical form**

- a) Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including:
  - ❖ The Form of Acceptance-cum-Acknowledgement duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
  - ❖ Original share certificates;
  - ❖ Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Public Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place authorizing the transfer in favor of the Acquirers;
  - ❖ Self-attested copy of the Shareholder's PAN Card;
  - ❖ 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
  - ❖ In addition to the above, if the address of the Public Shareholders 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.
- b) Selling Broker should 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.
- c) After placement of order, The Seller Broker/Public Shareholders must ensure the delivery of the Form of Acceptance-cum-Acknowledgement, TRS, original share certificate(s), valid share transfer

form(s) and other documents (as mentioned in 7.9(a)) to the Registrar and Transfer Agent ("RTA") (at address mentioned on the cover page) within 2 days of bidding by Seller Broker and not later than two days from the date of closure of the Tendering Period. The envelope should be superscribed as "APOORVA LEASING FINANCE AND INVESTMENT COMPANY LIMITED - OPEN OFFER". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Selling Broker/ Public Shareholders.

- d) Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares by the Acquirers shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. RTA will verify such orders based on the documents submitted on a daily basis and till such time the BSE shall display such orders as "unconfirmed physical bids". Once, RTA confirms the orders it will be treated as "Confirmed Bids".
- e) In case any person has submitted Equity Shares in physical form for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before Closing Date.
- f) Modification / cancellation of orders will not be allowed during the period the Offer is open.
- g) The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period

#### **7.10 Procedure for tendering the shares in case of non-receipt of LOF**

Public Shareholders 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 LOF, may also participate in this Offer. Public Shareholders may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this LOF or in the Form of Acceptance-cum-Acknowledgement. The LOF along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the Public Shareholders as of the Identified Date.

In case of non-receipt of the LOF, such Public Shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or Manager to the Offer's website ([www.tcagroup.in](http://www.tcagroup.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.

7.11 Non-receipt of the LOF by, or accidental omission to dispatch this LOF to any shareholder, shall not invalidate the Offer in any way.

7.12 The acceptance of the Offer made by the Acquirers is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirers does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.

#### **7.13 Acceptance of Equity Shares**

The Equity Shares tendered in the Offer shall be held in the pool account of the broker / in trust by the Clearing Corporation /Registrar to the Offer until the completion of the Offer formalities.

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 Equity Shares and physical Equity Shares) validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, 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 Shareholders shall not be less than the minimum marketable lot.

#### **7.14 Settlement Process**

On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.

The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favour of Clearing Corporation

For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction 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.

In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.

The Equity Shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non - acceptance of the shares under the Offer.

In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be returned to the Shareholders by Clearing Corporation. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer by Registered Post.

#### 7.15 Settlement of Funds / Payment Consideration

##### **For Public Shareholders holding Equity Shares in demat and physical mode:**

The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds payout to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.

The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker will receive funds payout in their settlement bank account.

The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder / Selling Broker (s) as per secondary market pay out mechanism.

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / custodian participant will receive funds payout in their settlement bank account. The Selling Brokers / custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism.

Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the Public Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the Public Shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

#### **8. COMPLIANCE WITH TAX REQUIREMENTS:**

8.1 **Capital gain:** 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 realized on the sale of listed equity shares on a stock exchange held for more than 12 (twelve) months will not be subject to capital gains tax in



India if Securities Transaction Tax ("STT") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Further, any gain realised on the sale of listed Equity Shares held for a period of 12 (twelve) months or less, which are sold will be subject to short term capital gains tax and STT.

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

**8.3 Tax deduction at source:**

a) In case of resident Shareholders, in absence of any specific provision under the Income Tax Act, 1961 ("Income Tax Act") the Acquirer shall not deduct tax on the consideration payable to resident Shareholders pursuant to the Offer.

b) In the case of non-resident Shareholders, since the Offer is through the stock exchange, the responsibility of discharge of the tax due on the gains (if any) is on the non-resident Shareholder. It is therefore recommended that the non-resident Shareholder may consult their custodians/ authorised dealers/ tax advisors appropriately.

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

**THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.**

## **9. DOCUMENTS FOR INSPECTION**

Copies of the following documents will be available for inspection to the Public Shareholders at the office of the Manager to the Offer at 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi - 110058 from 10.30 a.m. to 1.00 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer.

- a) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- b) Certificate dated June 01, 2018 from CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants, certifying the summarized audited financial data of Acquirer 1 for the years ended March 31, 2016, 2017, 2018.
- c) Certificate dated June 01, 2018 from CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants, certifying the net worth of Acquirer 1.
- d) Certificate dated June 01, 2018 from CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants, certifying the net worth of Acquirer 2.
- e) Certificate dated June 01, 2018 from CA Arvind Kumar (Membership No. 526803) proprietor of M/s Arvind Singh & Co., Chartered Accountants, confirming that the Acquirers have adequate financial resources available for meeting its obligations under the Open Offer.
- f) Audited Financials of the Target Company for the years ended March 31, 2016, 2017, 2018.
- g) Certificate dated June 04, 2018 CA Rakesh Kumar Singh (Membership No. 089058), Chartered Accountants, certifying the audited accounts for the last three financial years ended March 31, 2018, March 31, 2017 and March 31, 2016 of the Target Company.
- h) Copy of Escrow Agreement dated June 01, 2018, entered between Acquirers, Manager to the Offer and Escrow Bank.
- i) Letter from Escrow Bank confirming the cash deposit of Rs. 56,00,000 (Rupees Fifty Six Lakh only) in the escrow Account.
- j) Copy of Memorandum of Understanding dated June 01, 2018 between the Acquirers and Manager to the Offer.
- k) Copy of Agreement dated June 01, 2018 between the Acquirers and the Registrar to the Offer for the purpose of the Offer.

- l) Copy of the PA dated Friday, June 01, 2018, the DPS dated Thursday, June 07, 2018 (published on Friday, June 08, 2018) and all other notices (including corrigenda released, if any) in connection with the Offer.
- m) Published Copy of the Offer Opening Public Announcement published by the Manager to the Offer on behalf of the Acquirers on [●].
- n) Published Copy of the recommendation made by the Committee of the Independent Directors of the Target Company.
- o) Copy of the letter from SEBI dated [●] containing its comments on the Draft Letter of Offer.

#### 10. DECLARATION BY THE ACQUIRERS

The Acquirers accept full responsibility for the information contained in this DLOF, including the Form of Acceptance cum Acknowledgement and also for ensuring the compliance with the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereto.

The Acquirers having made all reasonable inquiries, accept full responsibility and confirms that this DLOF is in compliance with the SEBI (SAST) Regulations, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this DLOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the person(s) signing this DLOF are the Acquirers.

**For Times Capital Services Private Limited (ACQUIRER 1)**

**(GIRISH BALI)**  
Authorized Signatory

**(ATUL SINGH TYAGI)**  
(Signed by duly constituted Attorney Mr. Girish Bali

Date: June 15, 2018  
Place: New Delhi