



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 M/s Superior Finlease Limited (hereinafter referred to as “Target Company” or “Target” or “SFL”). If you require any clarifications about the action to be taken, you may consult your Stock Broker or Investment Consultant or Manager/Registrar to the Offer. In case you have recently sold your shares in the 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	
Mr. Rajneesh Kumar (“Acquirer 1”) Address: AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075; Telephone: +91-9871044499	Ms. Seema Sharma (“Acquirer 2”) Address: AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075; Telephone: +91-9810554177
(Acquirer1 and Acquirer 2 hereinafter collectively referred to as the “Acquirers”); alongwith	
Ms. Kaushlya Sharma Address: R-1/21, Vijay Vihar, Uttam Nagar, New Delhi-110059, Telephone: +91- 8178958110 (hereinafter referred to as the “Person Acting in Concert”/ “PAC”)	
to the public shareholder(s) of M/s Superior Finlease Limited Registered & Corporate Office: NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand, New Delhi-110043; Telephone No.: +91 9953798335 (hereinafter referred to as the “Target”/ “Target Company”/ “SFL”)	
To acquire upto 7,80,260 (Seven Lakh Eighty Thousand Two Hundred Sixty) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each (“Offer Shares”), representing 26% of the Fully Paid Up Equity Share Capital (defined under the head “Definition”) of the Target Company at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share, payable in cash.	
Please Note: <ol style="list-style-type: none"> 1. This Offer is being made by the Acquirers and the PAC 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 subject to the receipt of statutory and other approvals as mentioned in Paragraph 7.4 of this Draft Letter of 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 and the PAC, the same shall be done at any time prior to the commencement of the last one working day before the commencement of the Tendering Period i.e. upto Monday, June 24, 2019. Further, any upward revision on the Offer Price or Offer Shares would be informed by way of an Issue Opening Public Announcement in the same newspapers where the original Detailed Public Statement was made. Such revision in the Open Offer Price would be payable by the Acquirers and the PAC for all the shares validly tendered anytime during the Tendering Period of the Open Offer. 7. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, the same would be communicated within 2 (Two) Working Days by an announcement in the same newspapers in which the Detailed Public Statement was published. 8. 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 SEBI’s website: www.sebi.gov.in. 	
MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED SEBI Regn. No.: MB/INM000012290 Regd. & Corp. Off.: 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058 Tel. No.: +91-11-45510390 Contact Person: Mr. Heemadri Mukerjea and Ms. Palak Chopra Email id: info@tcagroup.in Website: www.tcagroup.in	 SKYLINE FINANCIAL SERVICES PRIVATE LIMITED SEBI Regn. No.: INR000003241 Regd. Off.: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel No.: +91-11-40450193-7 Fax No.: +91-11-26812682 Contact Person: Mr. Virender Rana Email id.: viren@skylinerta.com Website: www.skylinerta.com

SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

Nature of Activity	Day and Date
Date of the Public Announcement	Thursday, May 02, 2019
Date of publication of the Detailed Public Statement	Thursday, May 09, 2019
Last date of filling of Draft Letter of Offer with SEBI	Thursday, May 16, 2019
Last date for a Competing Offer	Thursday, May 30, 2019
Identified Date*	Wednesday, June 12, 2019
Last Date by which Letter of Offer will be dispatched to the Shareholders	Wednesday, June 19, 2019
Last date by which an independent committee of the Board of Target Company shall give its recommendation	Friday, June 21, 2019
Last Date for upward revision of the Offer Price/Offer Size	Monday, June 24, 2019
Advertisement of Schedule of Activities for Open Offer, status of statutory and other approvals in newspaper	Monday, June 24, 2019
Date of commencement of tendering period (Offer Opening Date)	Wednesday, June 26, 2019
Date of expiry of tendering period (Offer Closing Date)	Tuesday, July 09, 2019
Date by which all requirements including payment of consideration would be completed	Tuesday, July 23, 2019

**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, PAC and Sellers) are eligible to participate in the Offer any time before the closure of the Offer.*

TABLE OF CONTENTS

RISK FACTORS	2
1. DEFINITIONS	5
2. DISCLAIMER CLAUSE	8
3. DETAILS OF THE OFFER	8
4. BACKGROUND OF THE ACQUIRERS AND PAC	11
5. BACKGROUND OF SUPERIOR FINLEASE LIMITED	13
6. OFFER PRICE AND FINANCIAL ARRANGEMENTS	16
7. TERMS AND CONDITIONS OF THE OFFER	19
8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT	21
9. COMPLIANCE WITH TAX REQUIREMENTS:	26
10. DOCUMENTS FOR INSPECTION	27
11. DECLARATION BY THE ACQUIRERS AND PAC	28

RISK FACTORS

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

(A) Risk relating to the transaction

Acquisition of SPA Shares is subject to the applicable provisions of SEBI (SAST) Regulations, 2011 and terms of the SPA. In case the provisions of the SEBI (SAST) Regulations or the terms of the SPA are not satisfactorily complied by the Acquirers or the Sellers, then the parties to the SPA shall not act upon SPA and the transaction envisaged in the said SPA may not be consummated.

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.

(B) Risk relating to the Offer

1. As on the date of this Draft Letter of Offer, to the best of knowledge of the Acquirers/PAC, no statutory and other approvals are required in relation to the offer except the following:

- a. **Approval from Reserve Bank of India:** Approval of Reserve Bank of India under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015 issued in terms of Notification No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 09, 2015 is required for completing the Offer.

However, the Offer will be subject to all statutory approvals that may become applicable at a later date. The Acquirers/PAC 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/not granted.

2. In the event that (a) the regulatory approvals (that may become applicable at a later date prior to completion of this Offer) are not received in a timely manner; or (b) there is any litigation to stay the Offer; or (c) SEBI instructs the Acquirers/PAC not to proceed with the Offer or to comply with certain conditions before proceeding with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Public 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/PAC, 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/PAC for payment of consideration to the Public Shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirers/PAC agreeing to pay interest for the delayed period if so directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
4. The Acquirers/PAC will not proceed with the Open Offer in the event statutory or other approvals, if any are required, are refused in terms of Regulation 23(1) of SEBI (SAST) Regulations, 2011.
5. 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 Public 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 Public Shareholders who have tendered their Equity Shares in this Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer and the Acquirers/PAC 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.
6. Public Shareholders should note that Equity Shares cannot be withdrawn once tendered, even if the acceptance of Equity Share under the Offer and dispatch of consideration is delayed. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. The Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer and/or Clearing Corporation notwithstanding delay in acceptance of the Equity Shares in this Offer and dispatch of payment consideration. Accordingly, the Acquirers/PAC and Manager to the Offer make no assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon completion of this Offer and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by the Public Shareholders on whether or not to participate in this Offer.
7. 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 Public Shareholders in the Offer will be accepted.

8. This Offer is subject to completion risks as would be applicable to similar transactions.
9. The Acquirers/PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the PA, DPS, DLOF, LOF or in the post offer advertisement or any corrigendum or any materials issued by or at the instance of the Acquirers/PAC or the Manager to the Offer in relation to the Offer, and anyone placing reliance on any other sources of information (not released by the Acquirers/PAC) would be doing so at his / her / its own risk.
10. NRI and OCB holders of the Equity Shares must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI) and submit such approvals along with the Form of Acceptance and other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers/PAC reserves the right to reject such Equity Shares tendered in this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) were required to obtain 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, along with the other documents required to be tendered to accept this Offer. If such previous approvals and/or relevant documents are not submitted, the Acquirers/PAC reserves the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or on non-repatriable basis.
11. This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of the Letter of Offer, resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers/PAC or the Manager to the Offer to any new or additional registration requirements.
12. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax implications 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/PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.

(C) Probable risk involved in associating with the Acquirers/PAC

1. The Acquirers/PAC and Manager to the Offer make no assurance with respect to the financial performance of the Target Company and disclaim any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
2. The Acquirers/PAC make no assurance with respect to its investment/disinvestment decisions relating to its proposed shareholding in the Target Company.
3. The Acquirers/PAC 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 Public Shareholder on whether to participate or not to participate in the Offer.
4. The Acquirers/PAC 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/PAC) would be doing so at his/her/its own risk.
5. The Acquirers/PAC 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

Public Shareholder in the Offer. Public 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.

1. DEFINITIONS

Acquirers	Mr. Rajneesh Kumar and Ms. Seema Sharma
Acquirer 1	Rajneesh Kumar, having his residential address at AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075
Acquirer 2	Seema Sharma, having her residential address at AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075
Board/Board of Directors	Board of directors of the Target Company
BSE	BSE Limited
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 Closure of Offer/Date of closure of the Tendering Period	Tuesday, July 09, 2019
Date of Opening of Offer/Date of opening of the Tendering Period	Wednesday, June 26, 2019
Demat Escrow Account	A demat escrow account opened in terms of Demat Escrow Agreement, in the name and style of “ SUPERIOR OPEN OFFER DEMAT ESCROW ACCOUNT ” bearing Client ID “ 10103959 ” with the Demat Escrow Agent, irrevocably and unconditionally empowering the Manager to the Offer to operate the said account.
Demat Escrow Agent	K K Securities Limited (“KKSL”) having its registered office at 76-77, Scindia House, Janpath, New Delhi - 110001.
Demat Escrow Agreement	Demat Escrow Agreement dated February 19, 2019 entered into among Demat Escrow Agent, Acquirers and Manager to the Offer for opening of Demat Escrow Account for depositing of frequently traded and freely transferable Category A shares of Companies, which are traded both on the National Stock Exchange of India Limited and BSE Limited, by the Acquirers to fulfil the escrow requirement in terms of Regulation 17 (3) of SEBI (SAST) Regulations.
Depositories	CDSL and NSDL
Detailed Public Statement/DPS	Detailed Public Statement dated May 08, 2019, made by the Manager to the Offer on behalf of the Acquirers and the PAC to the Public Shareholders of the Target Company, which was published on May 09, 2019 in all editions of Business Standard (English), all edition of Business Standard (Hindi) and Mumbai edition of Mumbai Lakshadeep, being a local language daily with wide circulation at Mumbai (being the place where BSE and MSEI are 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 May 16, 2019 submitted to SEBI for its observations.
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 in the name and style of “SFL OPEN OFFER ESCROW ACCOUNT” bearing account number “3713225593” with the Escrow Bank, irrevocably and unconditionally empowering the Manager to the Offer to act in compliance with the SEBI (SAST) Regulations.
Escrow Bank/Escrow Agent	Kotak Mahindra Bank Limited having its registered office at 2nd Floor, 27 BKC, Plot No. C-27, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 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 Promoter 1	Parag Mittal, having his residential address at A-81/82, West Nathu Colony, Shahdra, Delhi-110093
Existing Promoter 2	Anil Kumar Laroiya, having his residential address at Plot No.7, Gali No.B-2, Ashok Vihar, Gurgaon-122001
Existing Promoters/Promoter Group/Outgoing Promoters/Sellers	Mr. Parag Mittal and Mr. Anil Kumar Laroiya
FII	Foreign Institutional Investors
Form of Acceptance/FOA	Form of Acceptance cum Acknowledgement
Fully Paid Up Equity Share Capital	Means total voting equity capital of the Target Company on a fully diluted basis expected as of the 10 th (tenth) 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. 3,00,10,000/- (Rupees Three Crores Ten Thousand Only) divided into 30,01,000 (Thirty Lakhs One Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) 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, June 12, 2019 i.e. the date falling on the 10 th (tenth) Working Day prior to the date of opening of the Tendering Period for the purposes of determining the Public Shareholders of the Target Company to whom the Letter of Offer shall be sent.
Income Tax Act	The Income Tax Act, 1961, as amended
ISIN	International Securities Identification Number
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.
MSEI	Metropolitan Stock Exchange of India Limited
NEFT	National Electronic Funds Transfer
NRIs	Non Resident Indians
NSDL	National Securities Depository Limited
OCBs	Overseas Corporate Bodies
Offer Period	Period commencing from Thursday, May 02, 2019 (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. 20/- (Rupees Twenty Only) per fully paid up equity share of Rs. 10/- (Rupees Ten Only) each.

Offer Size/Offer Shares	7,80,260 (Seven Lakh Eighty Thousand Two Hundred and Sixty) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, representing 26% of Fully Paid Up Equity Share Capital of the Target Company.
Offer/Open Offer	Open Offer for acquisition of upto 7,80,260 (Seven Lakh Eighty Thousand Two Hundred Sixty) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each ("Offer Shares"), representing in aggregate 26% of the Fully Paid Up Equity Share Capital at a price of Rs. 20/-(Rupees Twenty Only) per fully paid up Equity Share payable in cash.
PAC/Person acting in concert	Kaushlya Sharma, having her residential address at R-1/21, Vijay Vihar, Uttam Nagar, West Delhi-110059
PAN	Permanent Account Number
Public Announcement/PA	Public Announcement dated Thursday, May 02, 2019 made by the Manager to the Offer on behalf of the Acquirers and the PAC, in relation to this Offer.
Public Shareholders/Public Shareholder	Means Shareholders of the Target Company other the parties to the SPA and PAC.
RBI	Reserve Bank of India
Registrar/Registrar to the Offer/RTA	Skyline Financial Services Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at D-153 A, 1 st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020
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 thereto.
SEBI Act	Securities & Exchange Board of India Act, 1992 as amended
Sellers	Mr. Parag Mittal and Mr. Anil Kumar Laroia, the present Promoters of the Target Company
Share Purchase Agreement/SPA	Share Purchase Agreement dated Thursday, May 02, 2019 entered into between Acquirers and Seller to acquire 91,910 (Ninety One Thousand Nine Hundred Ten) Equity Shares representing 3.06% of fully paid-up equity share capital and voting capital of the Target Company ("SPA Shares").
Stock Exchange/Stock Exchanges	Stock Exchanges where Equity Shares of the Target Company are listed. The Target Company is currently listed on BSE and MSEI.
Superior Finlease Limited/ SFL/ Target Company/Target	A company incorporated under the Companies Act, 1956 and having its registered office at NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand, New Delhi-110043.
TCA/ Manager to the Offer/ MB/Merchant Banker	Turnaround Corporate Advisors Private Limited, the Merchant Banker appointed by the Acquirers and the PAC 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, June 26, 2019 to closing of offer on Tuesday, July 09, 2019.
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 DLOF, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF SUPERIOR FINLEASE LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS/PAC 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/PAC 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/PAC DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER, TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 15, 2019 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/PAC FROM THE REQUIREMENT OF OBTAINING SUCH A STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 Background of the Offer

3.1.1 This Open Offer is a mandatory offer, being made by the Acquirers and the PAC 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 as a result of a direct acquisition of Equity Shares and voting rights and control over the Target Company by the Acquirers, pursuant to the SPA.

3.1.2 On May 02, 2019, the Acquirers have entered into a SPA with the Outgoing Promoters. Pursuant to the SPA, the Acquirers have agreed to acquire 91,910 (Ninety One Thousand Nine Hundred Ten) Equity Shares (“SPA Shares”) representing 3.06% of fully paid-up equity share capital and voting capital of the Target Company as below:

Sr. No.	Name of the Seller	Number of Equity Shares	% of fully paid-up equity share capital and voting capital
1.	Mr. Parag Mittal	91,900	3.06%
2.	Mr. Anil Kumar Laroiya	10	0.00%

3.1.3 The salient features of the SPA are as under:

- The Acquirers have entered into SPA on May 02, 2019 with the Outgoing Promoters for the acquisition of 91,910 (Ninety One Thousand Nine Hundred Ten) Equity Shares representing 3.06% of the fully paid-up equity share capital and voting capital of the Target Company at a price equal to Rs. 10/- (Rupees Ten Only) per shares of the Target Company (“**Negotiated Price**”). The Negotiated Price is payable by the Acquirers to the Outgoing Promoters.
- On Closing Date (as defined under SPA), the Outgoing Promoters shall cede its control over the Target Company and the Acquirers shall gain control over the Company and shall have a right

to reconstitute the Board of Directors of the Target Company and appoint his own representative/Directors as Directors/Chairman of the Target Company.

- c) The Purchase Price shall be payable by the Acquirers to the Seller in cash.
- d) The Acquirers shall make an open offer in the manner required under the SEBI (SAST) Regulations and shall comply with all provisions of the SEBI (SAST) Regulations, as may be applicable.
- e) The acquisition of the SPA Shares by the Acquirers will result in change in control of the Target Company. The Target Company being a listed entity, the Acquirers shall be responsible for complying with the requirements of the SEBI (SAST) Regulations in relation to the offer to the public shareholders.

For further details of SPA, Public Shareholders of the Target Company may refer to the SPA, which would be available to them for inspection at the office of the Manager to the Offer.

- 3.1.4 Pursuant to acquisition of the Equity Shares in terms of the SPA, the collective holding of the Acquirers and PAC in the Target Company, which along with their existing shareholding in the Target Company [i.e. 6,59,248 (Six Lakh Fifty Nine Thousand Two Hundred and Forty Eight) Equity Shares representing 21.97% of Fully Paid Up Equity Capital of the Target Company] would exceed the threshold limit prescribed under Regulation 3(1) of the SEBI (SAST) Regulations, accordingly, this Offer is being made under Regulation 3(1) of the SEBI (SAST) Regulations. Further, the Acquirers and PAC will also acquire control over the Target Company post successful completion of the Open Offer, hence Offer is also being made under Regulation 4 of the SEBI (SAST) Regulations.
- 3.1.5 By virtue of the above proposed acquisitions, the Acquirers and PAC will be holding substantial stake and will be in control over the Target Company. Accordingly, this Offer is being made in terms of Regulation 3(1) and Regulation 4 read with Regulation 13 and other applicable provisions of the SEBI (SAST) Regulations.
- 3.1.6 The Offer is not as a result of Global Acquisition resulting in indirect acquisition of Target Company.
- 3.1.7 As on the date of this DLOF, the Acquirers and PAC hold 6,59,248 (Six Lakh Fifty Nine Thousand Two Hundred and Forty Eight) Equity Shares representing 21.97% of the Fully Paid Up Equity Share Capital of the Target Company.
- 3.1.8 The Acquirers and PAC have not been prohibited by SEBI from dealing in securities, in terms of directions, if any, issued under Section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.
- 3.1.9 The Acquirers and PAC 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. The Acquirers and PAC have not decided the names of persons who may be appointed on the Board of Directors of the Target Company.
- 3.1.10 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, MSEI and to the Manager to the Offer.

3.2 Details of the Proposed Offer

- 3.2.1 In accordance with Regulation 13(4) of the SEBI (SAST) Regulations, the Acquirers and the PAC 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	May 09, 2019
Business Standard (Hindi)	All Editions	May 09, 2019
Mumbai Lakshadeep (Marathi)	Mumbai	May 09, 2019

3.2.2 A copy of the Detailed Public Statement for the Open Offer is also available on the website of SEBI at www.sebi.gov.in and on the website of the Manager to the Offer at www.tcagroup.in.

3.2.3 The Acquirers and PAC are making an offer to acquire up to 7,80,260 (Seven Lakh Eighty Thousand Two Hundred Sixty) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each representing 26% of the Fully Paid Up Equity Share Capital of the Target Company at a price of Rs. 20/- (Rupees Twenty Only) per equity share, payable in cash, subject to the terms and conditions set out in the PA, the DPS and this DLOF.

3.2.4 The Calculation of the Offer Size is as follows:

Particulars	Figures
Shares outstanding (expected) as of tenth working day from the closure of the Tendering Period	30,01,000
Offer Size (in %)	26.00%
Offer Size (in no. of Shares)	7,80,260
Offer Price per share (in Rs.)	20.00
Maximum Offer Size (in Rs.)	1,56,05,200

3.2.5 All the shares of the Target Company are fully paid up and there are no partly paid up shares in the Target Company. There is no differential pricing in the Offer.

3.2.6 This is not a competing Offer in terms of Regulation 20 of the SEBI (SAST) Regulations and there has been no competing offer as on the date of this DLOF.

3.2.7 This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations.

3.2.8 The Acquirers and PAC will acquire upto 7,80,260 (Seven Lakh Eighty Thousand Two Hundred Sixty) 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 8.14 of this DLOF.

3.2.9 The Acquirers and PAC 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.

3.2.10 The entire 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.

3.2.11 The Acquirers and PAC have not acquired any shares of the Target Company from the date of the PA i.e. May 02, 2019, upto the date of this DLOF.

3.2.12 Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Turnaround Corporate Advisors Private Limited as the Manager to the Offer.

3.2.13 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.

3.2.14 Upon completion of the Offer, assuming full acceptance, the Acquirers and PAC will hold 15,31,418 (Fifteen Lakh Thirty One Thousand Four Hundred and Eighteen) Equity Shares of the Target Company, representing a total of 51.03% of the Fully Paid Up Equity Share Capital of the Target Company.

3.3 Object of the Acquisition/Offer

- 3.3.1 The Acquirers and PAC 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.
- 3.3.2 The main object of this acquisition is to acquire complete management control of the Target Company. The Acquirers and PAC 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 and PAC cannot ascertain the repercussions, if any, on the employees and locations of the business place of Target Company.
- 3.3.3 The Acquirers and PAC 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.
- 3.3.4 The Acquirers and PAC 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.

4. BACKGROUND OF THE ACQUIRERS AND PAC

Information about the Acquirers:

4.1 ACQUIRER 1: Mr. Rajneesh Kumar (PAN: ANDPK4877B)

- 4.1.1 Acquirer 1, aged about 41 (Forty One) Years, son of Shri Kumar Ramanand Singh is residing at AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075, Tel No.: +91 9871044499. He has done Post Graduate Diploma in Business Management (Specialisation in International Business) from Fortune Institute of International Business, New Delhi, in the year 2003. He has worked with several stock broking companies in senior positions. He has experience of more than 15 years in stock broking and investment advisory business. At present, he is one of the promoter and director of M/s Indian Finance Guaranty Limited, a stock broking company.
- 4.1.2 Acquirer 1 does not belong to any group.
- 4.1.3 CA Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants (Firm Registration No. 134006W), having office at 3023, 3rd Floor, World Trade Centre, Ring Road, Surat-395002, Ph: +91 9723693911, Email Id: ca.hemantbajaj@yahoo.com, has certified, vide certificate dated April 26, 2019 that the net worth of the Acquirer 1 is Rs. 1,43,81,449/- (Rupees One Crore Forty Three Lakh Eighty One Thousand Four Hundred and Forty Nine Only).
- 4.1.4 As on date of this DLOF, Acquirer 1 serves as Additional Director on the Board of Directors of the Target Company. As on date of this DLOF, Acquirer 1 is not a Director on the Board of any Listed Company except the Target Company. Further, Acquirer 1 is not serving as a whole time director on any listed or unlisted company.
- 4.1.5 As on date of this DLOF Acquirer 1 is holding 2,30,226 (Two Lakh Thirty Thousand Two Hundred and Twenty Six) Equity Shares equivalent to 7.67% of paid up share capital in the Target Company. Acquirer 1 has duly complied with the applicable provisions of chapter V of SEBI (SAST) Regulations, within the time specified in the Regulations, with respect to the acquisition of Equity Shares of the Target Company.
- 4.1.6 Acquirer 1 has confirmed that he is not categorized as a 'wilful defaulter' in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations and has not been prohibited by SEBI from dealing in

securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

4.1.7 Acquirer 1 has confirmed that he has not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.2 ACQUIRER 2: Ms. Seema Sharma (PAN: AWNPS9545H)

4.2.1 Acquirer 2, aged about 38 (Thirty Eight) Years, daughter of Shri Krishan Gopal Sharma is residing at AD-19, Mansarovar Apartment, Plot No. 3, Sector 5, Dwarka, New Delhi-110075, Tel No.: +91 9810554177. She has done her graduation in Bachelor of Commerce with Honours from Atma Ram Sanatan Dharma College, University of Delhi. She has also done Post Graduate Diploma in Business Management (Specialisation in International Business) from Fortune Institute of International Business, New Delhi in the year 2003. She has experience of more than 15 years in business administration. At present, she is one of the promoter and director of M/s Indian Finance Guaranty Limited, a stock broking company.

4.2.2 Acquirer 2 does not belong to any group.

4.2.3 CA Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants (Firm Registration No. 134006W), having office at 3023, 3rd Floor, World Trade Centre, Ring Road, Surat-395002, Ph: +91 9723693911, Email Id: ca.hemantbajaj@yahoo.com, has certified, vide certificate dated April 26, 2019 that the net worth of the Acquirer 2 is Rs. 3,60,92,077/- (Rupees Three Crore Sixty Lakh Ninety Two Thousand and Seventy Seven Only).

4.2.4 As on date of this DLOF, Acquirer 2 is not a Director on the Board of any Listed Company. Further, Acquirer 2 is not serving as a whole time director on any listed or unlisted company.

4.2.5 As on date of this DLOF Acquirer 2 is holding 2,91,204 (Two Lakh Ninety One Thousand Two Hundred and Four) Equity Shares equivalent to 9.70% of paid up share capital in the Target Company. Acquirer 2 has duly complied with the applicable provisions of chapter V of SEBI (SAST) Regulations, within the time specified in the Regulations, with respect to the acquisition of Equity Shares of the Target Company.

4.2.6 Acquirer 2 has confirmed that she is not categorized as a 'wilful defaulter' in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations and has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

4.2.7 Acquirer 2 has confirmed that she has not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Information about the PAC:

4.3 PAC : Ms. Kaushlya Sharma (PAN: ALNPD8395B):

4.3.1 PAC, aged about 60 (Sixty) Years, daughter of Shri Dhara Singh Sharma is residing at R-1/21, Vijay Vihar, Uttam Nagar, New Delhi-110059, Tel No.: +91 8178958110. She has passed Uttamadhya exams in 1986 from Sampurnanand Sanskrit University. She is a home maker.

4.3.2 PAC does not belong to any group.

4.3.3 CA Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants (Firm Registration No. 134006W), having office at 3023, 3rd Floor, World Trade Centre, Ring Road, Surat-395002, Ph: +91 9723693911, Email Id: ca.hemantbajaj@yahoo.com, has certified, vide certificate dated April 26, 2019 that the net worth of the PAC is Rs. 42,00,452/- (Rupees Forty Two Lakh Four Hundred and Fifty Two Only).

4.3.4 As on date of this DLOF, PAC is not a Director on the Board of any listed or unlisted company.

- 4.3.5 As on date of this DLOF PAC is holding 1,37,818 (One Lakh Thirty Seven Thousand Eight Hundred and Eighteen) Equity Shares equivalent to 4.59% of paid up share capital in the Target Company. PAC has duly complied with the applicable provisions of chapter V of SEBI (SAST) Regulations, within the time specified in the Regulations, with respect to the acquisition of Equity Shares of the Target Company.
- 4.3.6 PAC has confirmed that she is not categorized as a 'wilful defaulter' in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations and has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.
- 4.3.7 PAC has confirmed that she has not been declared as fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.4 Other Information about the Acquirers and PAC

- 4.4.1 There is no agreement amongst the Acquirers and PAC 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.
- 4.4.2 Regulation 6A of SEBI (SAST) Regulations, 2011 is not applicable as none of the Acquirers and PAC are wilful defaulters.
- 4.4.3 Acquirer 1 is the husband of Acquirer 2 and son-in-law of the PAC. Acquirer 2 is the wife of Acquirer 1 and the daughter of the PAC. PAC is the mother of Acquirer 2 & mother in law and Acquirer 1.

5. BACKGROUND OF SUPERIOR FINLEASE LIMITED

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

- 5.1 The Target Company was originally incorporated on October 06, 1994, as "Superior Finlease Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana vide a certificate of incorporation issued on October 06, 1994. The Target Company was converted from private limited company to public limited company w.e.f. November 02, 1994 and a fresh certificate of incorporation consequent to conversion from private limited company to public limited company was issued on November 02, 1994 by the Registrar of Companies, NCT of Delhi and Haryana. The Corporate Identity Number of the Company is L74899DL1994PLC061995.
- 5.2 Presently, the registered office of the Target Company is situated at NS-92, Khasra No-33/21, Ranaji Enclave, Najafgarh, Near Arjun Park Bus Stand, New Delhi-110043; Telephone No. +91 9953798335.
- 5.3 In terms of the Main Objects clause of its Memorandum of Association, the Target Company is inter-alia permitted to finance the industrial enterprises or other persons by way of lending and advancing money, with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any enterprise with any financial institution, banks, or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance or for any other purpose. The Target Company is registered as a Non-Banking Financial Company (NBFC) with the Reserve Bank of India.
- 5.4 As on the date of this DLOF, Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore and Fifty Lakh Only), comprising of 35,00,000 (Thirty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each. The issued, subscribed and paid-up equity share capital, is Rs. 3,00,10,000/- (Rupees Three Crores Ten Thousand Only), comprising of 30,01,000 (Thirty Lakhs One Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each, fully paid up.

5.5 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	30,01,000	100.00%
Partly Paid up Equity Shares	Nil	Nil
Total Paid up Equity Shares	30,01,000	100.00%
Total voting rights in the Target Company	30,01,000	100.00%

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

5.7 The Target Company does not have any partly paid up Equity Shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage.

5.8 As on the date of this DLOF, the Board of Directors of the Target Company comprises of 5 (Five) Directors. The details of the Board of Directors are as below:

Name of Directors	DIN	Designation	Date of Appointment
Anil Agarwal	01373788	Director	02/09/2014
Rajneesh Kumar	02463693	Additional Director	05/10/2018
Harish Kumar	02591868	Director	07/06/2018
Shikha Garg	06792255	Director	31/03/2015
Ravi Kant Sharma	07456078	Additional Director	05/10/2018

Mr. Rajneesh Kumar (Acquirer 1) is a deemed representative of the Acquirers and PAC on the Board of Directors of the Target Company.

5.9 There has been no merger, de-merger and spin off in the last 3 (three) years involving the Target Company.

5.10 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 and unaudited financials (subjected to limited review by the Statutory Auditors of the Target Company) for the nine months period ended December 31, 2018/ for the six months period ended September 30, 2018 are as follows:

(Rupees in Lakhs)

Profit & Loss Statement	9 Months period ending	Financial Year		
	Un-audited	Audited		
	31-Dec-18	2017-2018	2016-2017	2015-2016
Income from Operations	17.93	22.39	17.62	15.94
Other Income	0.00	0.00	0.00	0.00
Total Income	17.93	22.39	17.62	15.94
Total Expenditure (excluding depreciation and interest)	8.09	17.35	10.49	42.41
Profit/(Loss) before Depreciation, Interest & Tax	9.85	5.05	7.13	-26.47
Depreciation	0.00	0.00	0.00	0.00
Interest	0.00	0.29	0.00	0.00
Profit/ (Loss) Before Tax	9.85	4.76	7.13	(26.47)
Less: Provision for Tax (including deferred tax)	2.56	1.22	(6.69)	(8.01)
Profit/ (Loss) After Tax	7.29	3.53	13.82	(34.48)

(Rupees in Lakhs)

Balance Sheet	As on September 30	As on date of 31 st March		
	Un-audited	Audited		
	2018	2018	2017	2016
Sources of Funds				
Paid-up Share Capital	300.10	300.10	300.10	300.10
Reserves & Surplus (Excluding Revaluation Reserve)	(12.80)	(16.78)	(20.23)	(34.47)
Net Worth	287.30	283.32	279.87	265.63
Secured Loan	0.00	0.00	0.00	0.00
Unsecured Loan	105.09	100.09	90.09	38.06
Total Loans	105.09	100.09	90.09	38.06
Long Term Provisions	0.81	0.81	0.73	1.14
Deferred Tax Liabilities (Net)	0.00	0.00	0.00	8.01
Other Current Liabilities	12.64	13.29	12.62	12.07
Short term Provisions	0.07	0.00	0.27	0.00
Total	405.91	397.51	383.58	324.91
Uses of Funds				
Net Fixed Assets	0.00	0.00	0.00	0.00
Non Current Investments	64.03	64.03	83.91	83.19
Loans and Advances (Long term & Short Term)	329.75	324.89	292.58	225.62
Trade Receivables	0.00	0.00	0.00	0.00
Other Current Assets	1.91	0.00	0.00	0.00
Cash and Bank Balances	10.22	8.60	7.09	16.10
Preliminary Expenses	0.00	0.00	0.00	0.00
Total	405.91	397.51	383.58	324.91

Other Financial Data	6 Months period ending	12 Month Period Ended		
	Un-audited	Audited		
	September 30, 2018	2018	2017	2016
Net Worth (in Rs. Lacs.)	287.30	283.32	279.87	265.63
Dividend (in %)	-	-	-	-
Basic Earning Per Share (in Rs. per Share)	0.13	0.12	0.46	(1.15)
Diluted Earning Per Share (in Rs. per Share)	0.13	0.12	0.46	(1.15)
Return on Net worth (in %)	1.38%	1.25%	4.94%	(12.98)%
Book Value per (in Rs. per Share)	9.57	9.44	9.33	8.85

Note: Figures for 06 months period ended September 30, 2018 have not been annualized.
(Source- As certified by CA Gaurav Joshi (Membership No. 516027), partner of M/s V.N. Purohit & Co., Chartered Accountants, Statutory Auditors of the Target Company, having Office at 214, New Delhi House, 2nd Floor, 27, Barakhamba Road, New Delhi-110001, Tel No.: 011-43596011, Email Id: vnpdelhi@vnpaudit.com, dated May 06, 2019)

5.11 As on the date of this DLOF, 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 SPA and offer [#]		Equity Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations, 2011		Equity Shares/Voting rights to be acquired in the Open Offer (assuming full acceptance)		Shareholding / voting rights after the acquisition and offer	
	(A)		(B)		(C)		(A)+(B)+(C)=(D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoter Group								
a. Parties to SPA	91,910	3.06%	(91,910)	(3.06%)	Nil	N.A	Nil	N.A
b. Promoters other than (a) above	Nil	N.A	Nil	N.A	Nil	N.A	Nil	N.A
Total 1(a+b)	91,910	3.06%	(91,910)	(3.06%)	Nil	N.A	Nil	N.A
(2) Acquirers								
a. Main Acquirers								
Mr. Rajneesh Kumar	2,30,226	7.67%	91,910	3.06%	7,80,260	26.00%	13,93,600	46.44%
Ms. Seema Sharma	2,91,204	9.70%						
Total 2a	5,21,430	17.38%	91,910	3.06	7,80,260	26.00%	13,93,600	46.44%
b. PAC								
Ms. Kaushlya Sharma	1,37,818	4.59%	Nil	N.A	-	-	1,37,818	4.59%
Total 2(a+b)	6,59,248	21.97%	91,910	3.06%	7,80,260	26.00%	15,31,418	51.03%
(3) Parties to agreement other than (1) & (2)	Nil	N.A	Nil	N.A	Nil	N.A	Nil	N.A
(4) Public (other than parties to agreement, Acquirers & PAC)								
a) FIs/MFs/FILs/Banks/ Insurance Companies	Nil [#]	N.A	Nil	N.A	(7,80,260)	(26.00%)	14,69,582	48.97%
b) Others	22,49,842 [#]	74.97%	Nil	N.A				
Total (4) (a+b)	22,49,842[#]	74.97%	Nil	N.A	(7,80,260)	(26.00%)	14,69,582	48.97%
Total No. of Shareholders in Public category (excluding parties to the SPA and PAC)	417 [#]							
GRAND TOTAL (1+2+3+4)	30,01,000	100.00%	-	-	-	-	30,01,000	100.00%

[#] Based on shareholding pattern of the Target Company as on March 31, 2019 as available on the website of BSE Limited.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of offer price

6.1.1 This Open Offer is pursuant to Direct Acquisition.

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

6.1.3 The total trading turnover in the Equity Shares of the Target Company on BSE and MSEI based on trading volume during the twelve calendar months prior to the month of Public Announcement (i.e. from May 2018 to April 2019) 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	14,92,462	30,01,000	49.73%
MSEI	Nil	30,01,000	Nil

6.1.4 Based on the above information, Equity Shares of Target Company are frequently traded on BSE within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The Offer Price of Rs. 20/- (Rupees Twenty Only) per Equity Share is justified in terms of Regulation 8(2) of SEBI (SAST) Regulations, being higher than the highest of the following parameters:

(Amount in Rs.)

1	Negotiated Price under the Share Purchase Agreement (“SPA”)	10.00
2	The volume-weighted average price paid or payable for acquisition by the Acquirer during 52 weeks immediately preceding the date of PA [@]	17.67
3	Highest price paid or payable for acquisitions by the Acquirer during 26 weeks immediately preceding the date of PA [@]	19.20
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 the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period	15.73
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).

6.1.5 The relevant price parameters have not been adjusted for any corporate actions.

6.1.6 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 and PAC 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.

6.1.7 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 one working day 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.

6.2 Financial Arrangements:

- 6.2.1 The total funds required for implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 7,80,260 (Seven Lakh Eighty Thousand Two Hundred Sixty) Equity Shares at a price of Rs. 20/- (Rupees Twenty Only) per Equity Share is Rs. 1,56,05,200/- (Rupees One Crore Fifty Six Lakh Five Thousand and Two Hundred only) (“Maximum Consideration”).
- 6.2.2 The Acquirers and PAC have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full, out of their own sources. Mr. Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants, having office at 3023, 3rd Floor, World Trade Centre, Ring Road, Surat-395002, Ph: +91 9723693911, Email Id: ca.hemantbajaj@yahoo.com, has certified, vide certificate dated April 26, 2019, that sufficient resources are available with the Acquirer for fulfilling the obligations under this Offer in full.
- 6.2.3 In accordance with Regulation 17 of the SEBI (SAST) Regulations, an escrow arrangement has been created in the form of deposit of frequently traded and freely transferable equity shares with appropriate margin (“Escrow Shares”) in the demat escrow account opened specifically for this purpose. For this purpose, Acquirers have deposited following frequently traded and freely transferable Category A shares of the companies which are traded both on the National Stock Exchange of India Limited and BSE Limited in the Demat Escrow Account opened with Demat Escrow Agent:

Name of the Company of which Shares have been offered for Escrow Arrangement	NHPC Limited	Lakshmi Vilas Bank Limited
quantity	1,85,010	10,000
face value	Rs. 10 each	Rs. 10 each
paid up value	Rs. 10 each	Rs. 10 each
market price on the date of creation of escrow account (being date of actual deposit of shares in the Demat Escrow Account i.e May 06, 2019)	Rs. 23.25 (closing price on BSE, Source: BSE Website)	Rs. 80.55 (closing price on BSE, Source: BSE Website)
Margin	10%	10%
whether the securities are free of lien/encumbrances	Yes	Yes
whether the securities are carrying voting rights, if yes, details about the suspension or freeze of voting rights, if any	Escrow Shares carry voting rights and there has been no agreement to suspend or freeze the voting rights relating to such securities.	
Name of the holder of securities	Acquirers	
whether NOC has been obtained from the holder for depositing the same in the escrow account	NOC has been obtained from the Acquirers for depositing of Escrow Shares in Demat Escrow Account.	

Value of Escrow Shares based on the closing market price on BSE on the date of PA, is in excess of 25% of maximum consideration payable under the Open Offer. In terms of Demat Escrow Agreement entered into between Acquirers, Manager to the Offer and KKSL, the Manager to the Offer has been duly authorized and empowered by the Acquirers to realise the value of such securities by sale or otherwise in terms of Regulation 17 of SEBI (SAST) Regulations. Further, Acquirers vide letter dated May 02, 2019 have undertaken that additional shares, if required, will be deposited into the Demat Escrow Account so that, at all times, market value of Escrow Shares shall be in excess of 110% of minimum escrow requirement stipulated under Regulation 17 of SEBI (SAST) Regulations. In the event there is any deficit on realisation of value of the securities, the Manager to the Offer shall make good any such deficit.

- 6.2.4 In addition to the above, in accordance with Regulation 17 of the SEBI (SAST) Regulations, Acquirers and the Manager to the Offer have entered into an escrow agreement dated February 16, 2019 with the Escrow Bank in terms of which the Acquirers have opened an Escrow Account with the Escrow

Bank. Further, Acquirers have deposited therein an amount of Rs. 2,00,000/- (Rupees Two Lakh Only), in cash, being more than 1.00% of the total consideration payable ("1.00% Escrow Amount"). The cash amount kept in the Escrow Account may be converted into the Fixed Deposit.

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

6.2.6 Based on the above, the Manager to the Offer is satisfied about the ability of the Acquirers and PAC 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.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 The Offer is not conditional and is not subject to minimum level of acceptances.

7.1.2 Letters of Offer will be dispatched to all the Public Shareholders of Target Company, whose names appear in its Register of Members on Wednesday, June 12, 2019, the Identified Date. The Public Shareholders whose email ids are registered with the Depositories/ the Target Company/ Registrar to the Offer shall be dispatched the LOF through electronic means. If Public Shareholders who have been sent the LOF through electronic means wish to obtain a physical copy of the LOF, they may send a request in writing to the Registrar to the Offer at the address or email id mentioned on the cover page of the LOF by stating such Shareholder's name, address, number of Equity Shares held on Identified Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the LOF shall be provided to such Public Shareholders. The Public Shareholders who have not registered their email ids with the Depositories / the Target Company/ Registrar to the Offer shall be dispatched the LOF through physical mode by registered post / speed post / courier.

7.1.3 The Offer is subject to the terms and conditions set out in the LOF, the Form of Acceptance, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.4 The LOF along with the Form of Acceptance cum Acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and Public Shareholders can also apply by downloading such forms from the website.

7.1.5 This Offer is subject to the receipt of the statutory and other approvals as mentioned in paragraph 7.4 of this LOF. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

7.1.6 Accidental omission to dispatch the LOF to any Public Shareholders entitled to this Open Offer or non-receipt of the LOF by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.7 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).

7.1.8 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. The Equity Shares offered under the Offer shall be free from all liens, charges and encumbrances and the Equity Shares and are offered together with all the rights and interests attached thereto, including all rights to dividend, bonus thereon.

- 7.1.9 Each Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.
- 7.1.10 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period.
- 7.2 **Locked in shares:** As on the date of this DLOF, there are no locked in shares in the Target Company.
- 7.3 **Persons eligible to participate in the Offer**
All Public Shareholders of the Target Company are eligible to participate in the Offer anytime before the closure of the Offer.
- 7.4 **Statutory approvals and other approvals required for the offer**
- 7.4.1 As on the date of this DLOF, to the best of knowledge of the Acquirers and PAC, no statutory and other approvals are required in relation to the Offer except the following:
- a. **Approval from Reserve Bank of India:** Approval of Reserve Bank of India under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2015 issued in terms of Notification No. DNBR (PD) CC.No. 065/03.10.001/2015-16 dated July 09, 2015 is required for completing the Offer. The Target Company has initiated the process and filed the requisite application with the RBI.
- 7.4.2 Except as mentioned above, there are no other statutory approvals and/or consent required in relation to the Open Offer. However, if any 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.
- 7.4.3 If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIIs) 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 and PAC reserve the right to reject such Equity Shares tendered in this Offer.
- 7.4.4 Subject to the receipt of statutory and other approvals, if any, the Acquirers and PAC 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.
- 7.4.5 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 and PAC to diligently pursue such approvals, grant extension of time for the purpose of making the payments, subject to the Acquirers and PAC 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 and PAC 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.
- 7.4.6 If any of the statutory approvals set out above, are not met for reasons outside the reasonable control of the Acquirers and PAC, or in the event the statutory approvals are refused, the Acquirers and PAC, 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, MSEI and the Target Company at its Registered Office.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1 The Target Company is presently having connectivity with Central Depository Services (India) Limited ('CDSL') and National Securities Depositories Limited ('NSDL'). The ISIN of the Target Company is INE574R01010.
- 8.2 The Open Offer will be implemented by the Acquirers and PAC through Stock Exchange Mechanism as provided under the SEBI (SAST) Regulations and circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- 8.3 BSE will be the Designated Stock Exchange for the purpose of tendering shares in the Open Offer.
- 8.4 The Acquirers and PAC shall request BSE to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Public Shareholders who wish to tender their Equity Shares in the Open Offer.
- 8.5 The Acquirers have appointed Sumpoorna Portfolio 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: Sumpoorna Portfolio Limited**
Corporate Address: C-56A/13, 6th Floor, Sector-62, Noida, U.P -201301
Registered Address: 648, 3rd Floor, Guru Ram Dass Nagar, New Delhi-110092
Contact Person: Mr. Rahul Yadav
Telephone No.: 0120-4505200
Fax No.: 0120-4505234
Email Id: info@sumpoorna.com
- 8.6 Public Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period. Separate Acquisition window will be provided by the BSE to facilitate placing of sell orders.
- 8.7 **The Selling Brokers can enter orders for dematerialised Equity Shares only.** 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.
- 8.8 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 Public Shareholder does not have any stock broker then such Public 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 Public Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Public Shareholder may approach Company's Broker viz. Sumpoorna Portfolio 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 (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 (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 (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 (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 (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 (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

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

8.9 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 to their broker 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.
- h) Modification / cancellation of orders will not be allowed during the period the Offer is open.
- i) The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the Tendering Period

The Public Shareholders 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.

8.10 Procedure to be followed by Public Shareholders holding Equity Shares in the physical form

- a) As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Press Release (PR) no. 51/2018 dated

December 03, 2018 and Press Release (PR) no. 12/2019 dated March 27, 2019, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019.

- b) Accordingly, the Public Shareholders who are holding equity shares in physical form and are desirous of tendering their equity shares in the Offer can do so only after the equity shares are dematerialized. Such Public Shareholders are advised to approach any depository participant to have their equity shares dematerialized.

8.11 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 the 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) or Manager to the Offer's website (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.

Alternatively, in case of non-receipt of the LOF, the Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraphs 8.7 and 8.8. Such Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

- 8.12 Non-receipt of the LOF by, or accidental omission to dispatch this LOF to any shareholder, shall not invalidate the Offer in any way.
- 8.13 The acceptance of the Offer made by the Acquirers and PAC is entirely at the discretion of the Public Shareholders of the Target Company. The Acquirers and PAC do not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Acquirers and PAC 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.

8.14 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 validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers and PAC 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.

8.15 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.

Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders, shall be returned to the Public Shareholders by Clearing Corporation. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.

8.16 Settlement of Funds / Payment Consideration

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 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 and PAC 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 and PAC for payment of consideration to the Public Shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers and PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

9. COMPLIANCE WITH TAX REQUIREMENTS:

9.1 The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act, 1961 (“IT Act”). A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person’s India sourced income (i.e. income which accrues or arises or deemed to accrue or arise in India) or income received or deemed to be received by such persons in India. In case of shares of a company, the source of income from shares would depend on the “Situs” of such shares. “Situs” of the shares is generally where a company is “incorporated”. Accordingly, since the Target Company is incorporated in India, the Target Company’s shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act. Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, depending upon whether such shares were held as a capital asset or business asset (i.e. stock-in-trade). The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Open Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc. Any applicable surcharge and education cess would be in addition to such applicable tax rates. Based on the provisions of the IT Act, the shareholders would be required to file an annual income-tax return, as may be applicable to different category of persons, with the Indian income tax authorities, reporting their income for the relevant year. The summary of income-tax implications on tendering of Equity Shares on the recognized stock exchange and chargeable to STT is set out below. **Taxability of Capital Gain in the hands of the Public Shareholders:**

- a. The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. The Finance Act, 2018, vide Section 112A, has imposed an income tax on long-term capital gains at the rate of 10% (Ten percent only) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 1 (one) year and have been subject to STT upon both acquisition and sale (subject to certain transactions, to which the provisions of applicability of payment of STT upon acquisition shall not be applicable, as notified). Under this provision the capital gains tax would be calculated on gains exceeding INR 100,000 (Indian Rupees One Lakh only) (without any indexation). It may also be noted that any capital gains arising up to January 31, 2018 are grandfathered under this provision. The cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset (lower of consideration on transfer) as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.
- b. As per section 111A of the Act, short-term capital gains arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (Fifteen percent only) for Public Shareholders (except certain specific categories).
- c. Any applicable surcharge and education cess would be in addition to above applicable rates.

- d. **Tax deducted at Source:** In case of resident Public Shareholders, in absence of any specific provision under the IT Act, the Acquirers/PAC shall not deduct tax on the consideration payable to resident Public Shareholders pursuant to the Offer. However, in case of non-resident Public Shareholders, since the Offer is through the recognized stock exchange, the responsibility to discharge the tax due on the gains (if any) is on the non-resident Public Shareholders. It is therefore recommended that the non-resident Public Shareholder may consult their custodians/authorized dealers/ tax advisors appropriately. However, in case of interest payments by the Acquirers/PAC for delay in payment of Offer consideration or a part thereof, the Acquirers/PAC will deduct taxes at source at the applicable rates as per the IT Act.

The tax implications are based on provisions of the IT Act as applicable as on date of this DLOF. In case of any amendment made effective prior to the date of closure of this Offer, then the provisions of the IT Act as amended would apply. Notwithstanding the details given above, all payments will be made to the Public Shareholders subject to compliance with prevailing tax laws. The final tax liability of the Public Shareholders shall remain of such Public Shareholders and the said Public Shareholders will appropriately disclose the amounts received by it, pursuant to this Offer, before the Indian income tax authorities.

- 9.2 THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF THE EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, THE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS, PCA AND THE MANAGER TO THE OFFER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER

10. 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) Share Purchase Agreement dated May 02, 2019.
- b) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- c) Certificates dated April 26, 2019 by CA Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants, certifying the net worth of Acquirers and PAC.
- d) Certificate dated April 26, 2019 by CA Hemant Bajaj (Membership No. 140502) proprietor of M/s Hemant Bajaj & Co, Chartered Accountants, confirming that the Acquirers have adequate financial resources available for meeting its obligations under the Open Offer.
- e) Audited Financials of the Target Company for the financial years ended March 31, 2018, 2017 and 2016 and unaudited financial results (subjected to limited review by the Statutory Auditors of the Target Company) for the nine months period ended December 31, 2018 and for the six months period ended September 30, 2018.
- f) Certificate dated May 06, 2019 issued by CA Gaurav Joshi (Membership No. 516027), partner of M/s V.N. Purohit & Co., Chartered Accountants, Statutory Auditors of the Target Company, certifying the financial data of the Target Company based on Audited financials for the financial years ended March 31, 2018, 2017 and 2016 and unaudited financial results (subjected to limited review by the Statutory Auditors of the Target Company) for the nine months period ended December 31, 2018 and for the six months period ended September 30, 2018.

- g) Copy of Escrow Agreement dated February 19, 2019 entered between Acquirers, Manager to the Offer and the Escrow Bank.
- h) Letter from Escrow Bank confirming the cash deposit therein an amount of Rs. 2,00,000/- (Rupees Two Lakh Only), in cash.
- i) Copy of Demat Escrow Agreement dated February 19, 2019 entered into among Demat Escrow Agent, Acquirers and Manager to the Offer for opening of Demat Escrow Account
- j) Copy of Statement of Demat Escrow Account reflecting deposit of Escrow Shares by the Acquirers in terms of the requirement of Regulation 17 of the SEBI (SAST) Regulations.
- k) Copy of Agreement dated April 02, 2019 between the Acquirers and the Registrar to the Offer for the purpose of the Offer.
- l) Copy of Memorandum of Understanding dated February 07, 2019 between the Acquirers and Manager to the Offer.
- m) Copy of the PA dated May 02, 2019, the DPS dated May 08, 2019 (Published on May 09, 2019), and all other notices (including corrigenda released, if any) in connection with the Offer.
- n) Published Copy of the Offer Opening Public Announcement published by the Manager to the Offer on behalf of the Acquirers on [●].
- o) Published Copy of the recommendation made by the Committee of the Independent Directors of the Target Company.
- p) Copy of the letter from SEBI dated [●] containing its comments on the DLOF.

11. DECLARATION BY THE ACQUIRERS AND PAC

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

The Acquirers and PAC having made all reasonable inquiries, accepts 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 and PAC.

Sd/
(RAJNEESH KUMAR)
(Acquirer 1)

Sd/
(SEEMA SHARMA)
(Acquirer 2)

Sd/
(KAUSHLYA SHARMA)
(PAC)

Date: May 16, 2019
Place: New Delhi