

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“hereinafter referred to as the “LOF”) is being sent to you as a Public shareholder of Pearl Apartments Limited (“hereinafter referred to as the “Company”) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended. If the Public Shareholders require any clarifications regarding, the actions to be taken, they may consult their stock brokers or investment consultants or the Manager or the Registrar to the Offer. In case you have recently sold your shares of Pearl Apartments Limited, Please hand over this LOF and the accompanying documents to the Member of the Stock Exchange through whom the sale was effected.

LETTER OF OFFER TO THE PUBLIC SHAREHOLDERS FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF PEARL APARTMENTS LIMITED
BY

Mr. Nakul Seth one of the Promoters of M/s Pearl Apartments Limited (the “Company”), as defined under SEBI (Issue Capital and Disclosure Requirements) Regulations, 2018 along with other Promoters/ constituents of the Promoters Group of M/s Pearl Apartments Limited (hereinafter referred as “Acquirer”) inviting you to tender your fully paid-up equity shares of

Pearl Apartments Limited
Corporate Identification Number: L70101DL1979PLC009901;
Registered Office Address: 903, Rohit House 3, Tolstoy Marg New Delhi
110001
Tel. No.: +91-11-23725826; **Email:**
pearl.secretarial@pearlmail.com,
Website: www.pearlapartments.co.in;
Company Secretary & Compliance Officer: Mr.
Mohammad Bilal

Name of the Acquirer	Address	Email Address
Mr. Nakul Seth	Aashray, 24, Central Drive, DLF Chattarpur Farms, Chattarpur, New Delhi-110074	nakul.seth@pearlmail.com

The Acquirer is making this Delisting Offer to the Public Shareholders of the Company pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021 (hereinafter referred as “SEBI Delisting Regulations”) and is inviting you to tender your Offer Shares (defined below), through the reverse book-building process in accordance with the SEBI Delisting Regulations.

FLOOR PRICE: Rs. 44.05/- (RUPEES FORTY FOUR AND PAISE FIVE ONLY) PER EQUITY SHARE

BID OPENING DATE: Monday , April 04 ,2022

BID CLOSING DATE: Friday , April , 08, 2022

PLEASE NOTE:

- If you wish to tender your equity shares pursuant to this LOF to the Acquirer, you should carefully read this LOF and the instructions herein.
- The Delisting Offer will be implemented by the Acquirer through the Stock Exchange mechanism, as provided under the SEBI Delisting Regulations and SEBI circulars bearing reference numbers ‘CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015’, ‘CFD/DCR2/CIR/P/2016/131 dated December 09, 2016’ and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated 13th August, 2021 issued by SEBI. For details on methodology on Stock Exchange mechanism please refer Paragraph 16 of this LOF.
- For the implementation of the Delisting Offer, the Acquirer has already deposited the required Pay-in amount in the Escrow Account detailed in Paragraph 21 of this LOF. On success of the offer, funds pay in will be made from the Escrow account through the SEBI registered buying Broker appointed by the Acquirer.
- For the Shareholders who wish to tender their Equity Shares in physical form, please complete and sign the accompanying Bid Form (enclosed at the end of this document) in accordance with instructions therein and in this LOF.
- Detailed procedures for the submission and settlement of bids are set out in Paragraphs 18 and 19 of this LOF.

MANAGER TO THE OFFER



Turnaround Corporate Advisors Private Limited
714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058
Tel: +91-11-45510390, 41395590
E-mail: info@tcagroup.in
Website: www.tcagroup.in
Contact Persons: Mr. Heemadri Mukerjea/
Ms. Shweta
SEBI Registration No.: MB/INM000012290

REGISTRAR TO THE OFFER

BEETAL

Beetal Financial & Computer Services Private Limited
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Center, New Delhi-110062
E. Mail: beetalrta@gmail.com,
beetal@beetalfinancial.com
Tel. Nos.: 011- 29961281-83,
Fax No.: 011-91-2996 1284
Contact Person: Mr. Punit Mittal
SEBI Regn. No. INR000000262

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Dear Public Shareholder(s),

Invitation to tender Equity Shares held by you in the Company

The Acquirer is pleased to invite you to tender your Equity Shares, on the terms and subject to the conditions set out in the SEBI Delisting Regulations and this LOF, the Equity Shares held by you in the Company pursuant to the Delisting Offer made in accordance with relevant provisions of the SEBI Delisting Regulations.

SCHEDULE OF ACTIVITIES

For the process of the Delisting Offer, the schedule of activity is as below:

Activity	Date	Day
Date of receipt of MSEI in-principle approval	March 23, 2022	Wednesday
Date of publication of the Detailed Public Announcement	March 25, 2022	Friday
Specified Date for determining the names of shareholders to whom the Letter of Offer shall be sent@ (under Regulation 15 (3) of SEBI Delisting Regulations	March 25, 2022	Friday
Last date for dispatch of Letter of Offer/ Bid Forms to Public Shareholders as of Specified Date	March 28, 2022	Monday
Recommendation by Independent Directors of the Company	March 30, 2022	Wednesday
Bid Opening Date (bid starts at market hours)	April 04,2022	Monday
Last Date for upward revision or withdrawal of bids	April 06, 2022	Wednesday
Bid Closing Date (bid closes at market hours)	April 08, 2022	Friday
Last date for the announcement of Counter Offer	April 08, 2022	Friday
Last date for the announcement of Discovered Price/ Exit Price and the Acquirers' acceptance/ non-acceptance of Discovered Price/ Exit Price*	April 12, 2022	Tuesday
Proposed date for payment of consideration to Public Shareholders and/ or return of Equity Shares to Public Shareholders** in case of Bids not being accepted/failure of the Delisting Offer	April 19, 2022	Tuesday
<p>@ Specified Date is only for the purpose of determining names of the Public Shareholders to whom the LOF will be sent. However, all Public Shareholders, who are eligible to participate in the Delisting Offer, can submit their Bids in the Acquisition Window Facility or OTB through their respective Seller Member during the Bid Period. Changes to the proposed timeline, if any, will be notified to Public Shareholders by way of a public announcement in the same newspapers where the DPA is published.</p> <p>*This is an indicative date and the announcement may be made on or before April 12, 2022, being the second working day from the Bid Closing Date.</p> <p>**Subject to the acceptance of the Discovered Price or offer of an Exit Price higher than the Discovered Price by the Acquirer.</p>		

All the dates are subject to change and are dependent on obtaining the requisite statutory and regulatory approvals as may be applicable. In the event there is any change in the proposed timetable, it will be announced by way of corrigendum to the DPA and in the same newspapers in which the DPA appears.

RISK FACTORS

The risk factors set forth below do not relate to the present or future business operations of the Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Public Shareholder in the Delisting Offer. Each Public Shareholder of the Company is hereby advised to consult with legal, financial, tax, investment, or other advisors and consultants of their choice, if any, for further risks with respect to each such shareholder's participation in the Delisting Offer and related sale and transfer of Offer Shares to the Acquirers.

Risk factors relating to the transaction, the proposed Delisting Offer and the probable risk involved in associating with the Acquirer:

1. The Acquirer makes no assurance with respect to the financial performance of the Company.
2. The Beneficial Owner demat account of the Acquirer was frozen for debits in accordance with SEBI Circular No. SEBI/HO/CFD/DCR/CIR/P/2016/81 dated September 07, 2016 as he was the Promoter of a compulsorily delisted company, Pearl Engineering Polymers Limited. The said freeze was removed in line with BSE's email dated May 23, 2019 as the Company had completed the procedure of Exit Offer to the Public Shareholders of the Company at a fair value prescribed by the Exchange in the terms of regulation 23 of SEBI Delisting Regulations, 2009.
3. If there is any litigation leading to a stay on the Delisting Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this LOF. Consequently, the payment of consideration to the Public Shareholders whose Offer Shares are accepted under this Delisting Offer as well as the return of Offer Shares not accepted under this Delisting Offer by the Acquirer may get delayed.
4. The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in this LOF or in the DPA or in advertisements or other materials issued by, or at the instance of the Acquirer or the Manager to the Offer, and anyone placing reliance on any other source of information, would be doing so at his/her/their own risk.
5. This Delisting Offer is subject to completion risks as would be applicable to similar transactions.

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1. DEFINITIONS

Terms	Definitions
Acquirer	Mr. Nakul Seth, residents of Aashray, 24, Central Drive, DLF Chattarpur Farms, Chattarpur, New Delhi-110074;
Acquisition Window Facility / Offer to Buy / OTB	The separate acquisition window in the form of web-based bidding platform provided by BSE in accordance with the Stock Exchange Mechanism conducted in accordance with the SEBI Delisting Regulations.
Bid	Offer by a Public Shareholder to tender his/her/its Offer Shares by submitting a Bid Form at the relevant Bid Centre during the Bid Period in accordance with this LOF.
Bid Closing Date	April 08, 2022 being the last date of the Bid Period.
Bid Form	The forms as enclosed with this Offer Letter viz. the 'Bid cum Acceptance Form' and the Bid Revision/ Withdrawal Form'.
Bid Opening Date	April 04, 2022, being the date on which the Bid Period will commence.
Bid Period	Period commencing on Bid Opening Date till and ending on the Bid Closing Date, as per the timings of BSE
Bidder(s)/Seller(s)	All Public Shareholders (other than Acquirer) holding Equity Shares of the Company participating in this Delisting Offer by placing their bids under the Stock Exchange Mechanism.
Bidder/Selling Broker	A Trading Member (who is a member of the BSE) with whom the public shareholder has registered his/her Unique Client Code and through whom the public shareholder wants to participate in the Delisting Offer.
Board	Board of Directors of the Company.
BSE	BSE Limited
Company	Pearl Apartments Limited.
Cut-Off Date	March 23, 2022, in accordance with the provisions of Regulation 21 of the SEBI Delisting Regulations.
Delisting Offer / Offer	Exit Opportunity to the Public Shareholders of the Company holding 2,70,760 (Two Lakh Seventy Thousand Seven Hundred and Sixty only) fully paid up Equity Shares constituting 54.15% of total equity and voting share capital of the Company, in respect of Delisting of Equity Shares of the Company from MSEI in accordance with the SEBI Delisting Regulations.
Delisting Period	The period between the date of IPA and the date of payment of consideration to the shareholders, whose Equity Shares have been accepted in the RBB or the date on which Equity Shares have been returned upon failure of the delisting offer, as the case may be.
DPA	Detailed Public Announcement of the Delisting Offer dated March 24, 2022, and published on March 25, 2022, in terms of Regulation 15 of the SEBI Delisting Regulations.
Discovered Price	The price at which the shareholding of the Promoter Group reaches 90% pursuant to a RBB Process conducted in the manner specified in Schedule II of the SEBI Delisting Regulations.
Due Diligence Report	The due diligence report submitted by the Peer Review PCS on December 22, 2021, in accordance with the SEBI Delisting Regulations.
EPS	Earnings Per Share.
Escrow Amount	The amount required to be maintained in escrow by the Acquirers in accordance with Regulation 14 of the Delisting Regulations details of which are set out in Paragraph 21 of this LOF.
Escrow Bank	Axis Bank Limited
Equity Shares	Fully paid-up equity shares of face value Rs.10.00/- (Rupees Ten only) each of the Company.
Exit Window	A period of 1 (One) year following the date of delisting of Equity Shares from the MSEI.
Floor Price	The minimum price offered by the Acquirer, computed in accordance with Regulation 8 of the SAST Regulations while making the proposal for voluntarily delisting of the Equity Shares of the company, being Rs. 44.05/- (Rupees Forty Four and Paise Five Only) per Offer Share.

Indicative Price	The price offered by the Acquirers, if any which is higher than the floor price, while making the proposal to voluntarily delist the Equity Shares of the Company. However, the Acquirers have not proposed Indicative Price for this Delisting Offer.
IPA	Initial Public Announcement dated December 01, 2021, the first announcement by the Acquirer to express their intention to voluntarily delist the Equity Shares of the Company from MSEI.
IT Act	The Income Tax Act, 1961.
Manager to the Offer	Turnaround Corporate Advisors Private Limited
MSEI	Metropolitan Stock Exchange of India Limited
NSDL	National Securities Depository Limited.
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto.
LOF	This Letter of Offer issued by the Acquirer dated March 25, 2022.
Offer Shares	2,70,760 (Two Lakh Seventy Thousand Seven Hundred and Sixty only) fully paid up Equity Shares constituting 54.15% of total equity and voting share capital held by the Public Shareholders of the Company.
Peer Review PCS	The Peer Review Company Secretary appointed by the Board for the purpose of carrying out due diligence under the SEBI Delisting Regulations, namely M/s RMG & Associates.
Public Shareholders	All the holders of the Equity Shares of the Company other than Acquirer and the Promoters/Promoter Group of the Company in terms of the latest disclosure made by the Company under Regulation 31 of the Listing Regulations.
RBB Process / RBBP/RBBS	The reverse book-building process as per the SEBI Delisting Regulations.
RBI	Reserve Bank of India.
Reference Date	In terms of Regulation 20(3) of the SEBI Delisting Regulations, the reference date for computing the floor price would be the date on which the recognized stock exchange(s) was required to be notified of the board meeting in which the delisting proposal was considered and approved, i.e., December 18, 2021.
Registrar to the Offer	Beetal Financial & Computer Services Private Limited
Residual Shareholders	The Public Shareholders whose Offer Shares have not been acquired by the Acquirer.
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI Circulars	The following circulars issued by SEBI: (i) circular no. CIR/CFD/POLICYCELL/1/2015 dated 13 th April, 2015; (ii) circular no. CFD/DCR2/CIR/P/2016/131 dated 9 th December, 2016; and (iii) circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated 13 th August, 2021
Shareholders	The shareholders of the Company holding Equity Share and Voting Share Capital.
Specified Date	March 25, 2022, in accordance with Regulation 15(3) of the SEBI Delisting Regulations.
SEBI Delisting Regulations	Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments thereon.
STT	Securities Transaction Tax.
Stock Exchange Mechanism	The process set out in the SEBI Circulars.
TRS	Transaction Registration Slip.
UCC	Unique Client Code

2. BACKGROUND OF THE DELISTING OFFER

- 2.1. As on the date of this LOF, Equity Shares aggregating to 2,29,240 (Two Lakh Twenty Nine Thousand Two Hundred and Forty only) representing 45.85% of the total paid up Equity Share Capital of the Company, is held by the members of the promoter and promoter group of the Company (“**Promoter Group**”). As on the date of this LOF, the Public Shareholders hold 2,70,760 (Two Lakh Seventy Thousand Seven Hundred and Sixty only) fully paid up Equity Shares constituting 54.15% of total equity and voting share capital.
- 2.2. The Acquirer has appointed, Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker, as the Manager to the Offer pursuant to and in accordance with Regulation 9 of SEBI Delisting Regulations.
- 2.3. The Acquirer is making this Delisting Offer to acquire the Offer Shares. If the Delisting Offer is successful in accordance with the terms set out in paragraph 15 of this LOF, an application will be made to delist the Equity Shares from MSEI pursuant to and in accordance with the SEBI Delisting Regulations and on the terms set out in the DPA, the LOF and any other Delisting Offer related documents. Consequently, the Equity Shares shall be voluntarily delisted from MSEI.
- 2.4. In terms of Regulation 8 of the SEBI Delisting Regulations, the Company has received an IPA dated December 01,2021 from the Acquirer of the Company to the Public Shareholders of the Company, inter-alia expressing his intention to
 - a) Acquire 2,70,760 (Two Lakh Seventy Thousand Seven Hundred and Sixty) (“Offer Shares”) fully paid up equity shares of the Company, having a face value of INR 10/- each, ("Equity Shares") representing 54.15% of the paid-up capital held by the Public Shareholders; and
 - b) Consequently, voluntarily delist the Equity Shares of the Company from the MSEI.
- 2.5. The Board of directors in their meeting held on December 06, 2021 after giving intimation of Board Meeting Notice to MSEI on December 01, 2021, in compliance with Regulation 29 of the Listing Regulations, took into account the IPA dated December 01,2021 received from the Acquirer to voluntary delist the Company from MSEI and appointed M/s. RMG & Associates, a Peer Reviewed Practicing Company Secretaries Firm (bearing Firm Registration No. P2001DE016100, Peer Review Certificate No. 734/2020) as a Peer Reviewed Company Secretary for carrying out due diligence as required under Regulation 10(3) of the SEBI Delisting Regulations.
- 2.6. On December 18, 2021, the Company intimated MSEI that a meeting of the Board is scheduled to be held on December 22, 2021 to transact inter alia the following business along with other agenda items:
 - a) To consider the proposal made by Mr. Nakul Seth, Promoter (on behalf of the Promoters and Promoters Group of the Company) to voluntarily delist the Equity Shares of the Company from MSEI in terms of regulation 10(1) of the SEBI Delisting Regulations.
 - b) To take on record the due diligence report of the Peer Review Company Secretary in terms of the SEBI Delisting Regulations.
 - c) To approve the Postal Ballot Notice in terms of regulation 11(2) of the SEBI Delisting Regulations.
- 2.7. The Board, in its meeting held on December 22, 2021, inter-alia, transacted the following business:
 - a) took on record and reviewed the Due-Diligence Report dated December 22, 2021 obtained from M/s RMG & Associates, Peer Reviewed Practicing Company Secretaries in terms of regulation 10(3) of the SEBI Delisting Regulations, (Due-Diligence Report).
 - b) took on record and reviewed the Share Capital Audit report dated December 21, 2021 obtained from M/s Abhishek Gupta & Associates, Company Secretaries in terms of regulation 12(2) of the SEBI Delisting Regulations read with regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, covering a period of 6 months prior to the date of Board Meeting (“Audit Report”).
 - c) Certified under Regulation 10(4) of the SEBI Delisting Regulations that:

- The Company is in compliance with applicable provisions of Securities Laws.
 - Mr. Nakul Seth and other members of promoter and promoter group of the Company and/or related entities are in compliance with the applicable provisions of Securities Laws in terms of the Due Diligence Report, and are also in compliance with Regulation 4(5) of the SEBI Delisting Regulations; and
 - The Delisting Proposal is in the interest of the shareholders of the Company.
- d) Approved the Delisting Proposal, in accordance with Regulation 10 of the Delisting Regulations, subject to further approval by shareholders and MSEI.
- e) Approved the draft of the Postal Ballot Notice and the explanatory statement thereto, in terms of regulation 11(2) of the SEBI Delisting Regulations.
- f) M/s Abhishek Gupta & Associates, Company Secretaries were appointed as the scrutinizers in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.
- 2.8. The Acquirer has obtained a Valuation Report from Turnaround Corporate Advisors Private Limited, a SEBI Registered Category-I Merchant Banker dated December 23, 2021 for calculating the Floor Price computed in accordance with Regulation 20 of SEBI Delisting Regulation read with Regulation 8 of the SEBI SAST Regulations for the delisting offer. The Floor Price computed is Rs.44.05 (Rupees Forty Four and Paise Five Only) per equity shares (“the Floor Price”).
- 2.9. The postal ballot notice was dispatched on December 30, 2021 for seeking the approval of the shareholders, (through postal ballot and/or e-voting) for the Delisting Offer, as required under the SEBI Delisting Regulations. The Postal Ballot commenced on Thursday, December 30, 2021 at 9:00 A.M. IST and ended on Friday, January 28, 2022 at 5:00 P.M. IST.
- 2.10. The shareholders of the Company approved the Delisting Offer by way of a special resolution in accordance with the SEBI Delisting Regulations. The results of the postal ballot were announced on January 29, 2022 and the same was intimated to MSEI on January 29, 2022. As part of the said resolution, the votes cast by the Public Shareholders in favor of the Delisting Offer were 2, 21,110 (Two lakhs twenty one thousand one hundred and ten only) votes which was more than two times the number of votes cast by the Public Shareholders against it i.e., 0 (zero) votes.
- 2.11. MSEI has issued its in-principle approval to the Delisting Offer subject to compliance with the SEBI Delisting Regulations, pursuant to its Letter dated March 23, 2022, in accordance with Regulation 12(3) of the SEBI Delisting Regulations.
- 2.12. As required under Regulation 15(1) of the SEBI Delisting Regulations, the DPA was issued in Business Standard (English, all Editions), Business Standard (Hindi, all editions) and Pratahkal (Marathi, Mumbai Edition) newspapers.
- 2.13. The Delisting Offer is subject to the acceptance of the Discovered Price (defined below in paragraph 14.3 of this LOF), determined in accordance with the SEBI Delisting Regulations, by the Acquirer. The Acquirer shall be bound to accept the equity shares tendered or offered in the delisting offer, if the discovered price determined through the reverse book building process (“RBB”) is equal to the floor price. The Acquirer may also, at his discretion, propose: (a) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (b) a price which is lower than the Discovered Price but not less than the book value of the Company as certified by the Manager to the Offer, in terms of Regulation 22(5) of the Delisting Regulations (“Counter Offer Price”). Any Discovered Price that is accepted by the Acquirer for the Delisting Offer, a higher price that is offered by the Acquirer for the Delisting Offer at his discretion, or a Counter Offer Price pursuant to acceptance of the Counter Offer Price by the Public Shareholders, that results in shareholding of the Promoter and Promoter Group reaching 90% of the total issued and paid-up equity share capital of the Company, shall hereinafter be referred to as the “Exit Price”.

3. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

- 3.1. The Acquirers specified the following as the rationale for the Delisting Offer:
- i. to obtain full ownership of the Company, which will provide the Promoter/ Promoter Group with increased operational flexibility to support the Company's business,
 - ii. to provide an exit opportunity to the public shareholders of the Company; and
 - iii. to save time and cost for compliance with various laws.
- 3.2. In view of the foregoing, the Acquirer has concluded that the Delisting Offer is the option that best satisfies the objectives and that he believes it to be consistent with the interests of the Company's Public Shareholders.

4. BACKGROUND OF THE ACQUIRER

- 4.1. Mr. Nakul Seth S/o Mr. Krishen Kumar Seth aged about 40 years residing at, Aashray, 24, Central Drive, DLF Chattarpur Farms, Chattarpur, New Delhi-110074, Telephone No:- +91-9810017169, Email : Nakul.seth@pearlmail.com. Mr. Nakul Seth has a degree in Bachelors of Business Administration (B.B.A) from Bryant University, Rhode Island, USA. He has more than 18 years of working experience in the Pearl group of Companies.
- 4.2. The Acquirer belongs to the Promoter Group of the Company.
- 4.3. CA Naresh Khanna, (Membership No. 081482) Partner of M/s Sehgal Mehta & Co., Chartered Accountant (Firm Registration No. 003330N), having office at 14/35 Basement, Near Joggers Park, East Patel Nagar, New Delhi-110008 Tel No. 011-45064845, email id: sehgalmehta@hotmail.com, has certified vide certificate dated February 18, 2022 that the Net worth of Acquirer is Rs. 6,63,18,000/- (Rupees Six Crore Sixty Three Lakh Eighteen Thousand only).
- 4.4. As on the date of this LOF, Acquirer is holding 4,200 (Four Thousand Two Hundred) fully paid-up Equity Shares of the Company of the face value of Rs 10/- each constituting 0.84% of the total paid-up Equity Share Capital of the Company.
- 4.5. Acquirer has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of the SEBI Act, 1992 as amended ("SEBI Act") or under any other regulation made under the SEBI Act.
- 4.6. The Acquirer, along with other Promoters and Promoters Group collectively holds 2,29,240 (Two Lakh Twenty Nine Thousand Two Hundred and Forty only) Equity Shares representing 45.85% of the total paid up Equity Share Capital of the Company.

5. BACKGROUND OF THE COMPANY

- 5.1. The Company was incorporated as a private limited company under the provisions of the Companies Act, 1956, in the name and style of Pearl Apartments Private Limited vide Certificate of Incorporation dated September 24, 1979 issued by the Registrar of Companies, NCT of Delhi & Haryana. The name of Company was changed to its present name "Pearl Apartments Limited" and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, NCT of Delhi & Haryana on October 18, 1984. The Corporate Identification Number of the Company is L70101DL1979PLC009901.
- 5.2. The Company's registered office is located at 903, Rohit House, 3, Tolstoy Marg, New Delhi-110001.
- 5.3. The Company is currently engaged in the business of the Real Estate including dealing in land and properties.

5.4. As on date of this LOF, the members of the Board are:

Name and DIN	Designation as on the date of this LOF	Date of Appointment	No. of Equity Shares Held
Mr. Krishen Kumar Seth DIN: 00005765	Managing Director & CFO	15/02/2015	52110
Ms. Rita Seth DIN: 00005797	Non-Executive Non-Independent Director	30/09/2014	28450
Mr. Arjun Seth DIN: 00005826	Director	28/09/2012	NIL
Mr. Ramesh Mehra DIN: 00003334	Director	13/02/2013	NIL
Ms. Rakesh Dua DIN: 00542650	Director	13/02/2013	NIL

5.5. A summary of the financial performance of the Company, based on the audited standalone financial statements of the Company for the financial years ended on 31st March, 2021, 31st March, 2020 and 31st March, 2019, is set out below:

(Rs. In Lakh)

Particulars	As at 31.03.2019 (Audited)	at 31.03.2020 (Audited)	As at 31.03.2021 (Audited)	9 months ended on 31.12.2021 (Unaudited)
Revenue from Operations	62.50	62.50	NIL	NIL
Other Income	84.42	84.84	84.03	71.43
Total Income	146.92	147.34	84.03	71.43
Net Income (PAT)	46.97	54.77	10.33	8.33
Basic and Diluted Earnings Per share (In Rs.)	9.39	10.95	2.07	1.67
Net worth/ Shareholders Funds	2123.74	2178.50	2188.83	2197.16

As Certified by Mr. Naresh Khanna, (Membership No. 081482) Partner of M/s Sehgal Mehta & Co., Chartered Accountant, having their office at 14/35 Basement, Near Joggers Park, East Patel Nagar, New Delhi-110008, Tel No. 011-45064845, vide their certificate dated March 21, 2022.

6. PRESENT EQUITY CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

6.1. As on date of this LOF, the authorized share capital of the Company is:

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Authorized Capital (Rs.)
Equity	9,50,000	10/-	95,00,000/-
Preference	50,000	10/-	5,00,000/-

6.2. As on date of this LOF, Issued, Subscribed, Paid Up Capital is:

Particulars	Number of shares	Nominal Value per share (Rs.)	Total Issued, Subscribed,
Equity	5,00,000	10/-	50,00,000/-
Preference	-	-	-

6.3. As on date of this LOF, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the members of the Promoter Group are not subject to any statutory lock-in. The Company also does not have any partly paid-up shares outstanding. The Acquirer and other members of the Promoters Group are not participating in the Delisting Offer and will not tender their Equity Shares in the RBB as part of the Delisting Offer.

6.4. The Shareholding Pattern of the Company as on the date of this LOF is as follows:

Particulars	No. of Equity Shares	% of Total Number of Shares
Promoter and Promoter Group (A)	2,29,240	45.85
Public Shareholders (B)	2,70,760	54.15
Total Shares	5,00,000	100.00

7. STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

- 7.1. The Equity Shares are currently listed and traded on MSEI.
- 7.2. The Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations, and subsequent amendments thereto.
- 7.3. The Acquirer is seeking to delist the Equity Shares from MSEI, pursuant to their “in-principle” approval to the Delisting Offer.
- 7.4. The Acquirer propose to acquire the Offer Shares pursuant to the RBB through an acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the “Acquisition Window Facility” or “Offer to Buy (OTB)”), conducted in accordance with the terms of the SEBI Delisting Regulations and the SEBI Circulars (defined below).

8. LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF THE COMPANY

- 8.1. The post-delisting equity share capital structure is not going to change immediately upon successful completion of the Delisting Offer. The most likely post-delisting shareholding of the Company, pursuant to a successful completion of the Delisting Offer in terms of the SEBI Delisting Regulations, will be as follows:

Particulars	No. of equity Shares*	% of Total Number of shares
Promoter and Promoter Group (A)	5,00,000	100.00
Public shareholders (B)	Nil	Nil
Total Shares	5,00,000	100.00

* Assuming all offer shares are accepted in the Delisting offer.

9. MANAGER TO THE DELISTING OFFER

The Acquirer has appointed Turnaround Corporate Advisors Private Limited having their registered office at 714, Vishwadeep Building, Plot No. 4, District Centre, Janakpuri, New Delhi- 110058 as “Manager to the Offer”. Tel. no.: +91-11-45510390, 41395590; Email: info@tcagroup.in; Website: www.tcagroup.in and Contact person: Mr. Heemadri Mukerjea.

10. REGISTRAR TO THE DELISTING OFFER

The Acquirer has appointed Beetal Financial & Computer Services Private Limited having office at Beetal House 3rd Floor 99 Madangir, Behind Local Shopping Centre, New Delhi-110062, Tel. Nos.: +91-011-29961281-82, Fax: 011-91-29961284 E-Mail: beetalrta@gmail.com, beetal@beetalfinancial.com.

11. METHODOLOGY OF FUND PAYIN AND BUYING BID BY ACQUIRER

For the implementation of the Delisting Offer, the Acquirer has already deposited the required pay-in amount in Escrow account as given in Para 21. On the success of the offer, funds pay-in will be made from the Escrow account through the buying Broker. The Acquirer has appointed M/s KK Securities Limited, a SEBI registered BSE broker as the Buying Broker to place the bid.

12. STOCK EXCHANGE DATA REGARDING THE COMPANY

- 12.1. The Equity Shares are frequently traded on MSEI in terms of Regulation 2(1)(j) of the SEBI SAST Regulations.
- 12.2. The high, low and average market prices of the equity shares of the Company during the preceding 3 financial years are as follows:

Preceding 3 Financial years			
Period	High (INR)	Low (INR)	Average Price (INR)
April 1, 2018 – March 31, 2019	Nil	Nil	Nil
April 1, 2019 – March 31, 2020	Nil	Nil	Nil
April 1, 2020 – March 31, 2021	Nil	Nil	Nil

[Source: <https://www.msei.in/>]

- 12.3. The monthly high and low market prices for the 6 months preceding the date of this LOF and the corresponding volumes on MSEI are as follows:

Preceding 6 Months			
Period	High ⁽¹⁾ (INR)	Low ⁽¹⁾ (INR)	Average Price ^(*) (INR)
September 2021	Nil	Nil	Nil
October 2021	62	43	50.05
November 2021	42.65	40	40.97
December 2021	Nil	Nil	Nil
January 2022	Nil	Nil	Nil
February 2022	Nil	Nil	Nil

[Source: <https://www.msei.in/>]

Notes: ⁽¹⁾ High and low price for the period are based on intra-day prices and average price is based on average of closing price.

The aforesaid figures may be slightly different than the actual figures due to rounding off.

*Sum of total turnover for the period divided by number of shares traded during the period

13. DETERMINATION OF THE FLOOR PRICE

13.1. The Acquirer propose to acquire the Equity shares from the public shareholders pursuant to a RBBP established in terms of Schedule II of the SEBI Delisting Regulations.

13.2. The equity shares are currently listed and traded on MSEI. The Equity Shares of Company are frequently traded in terms of Regulation 20(3) of SEBI Delisting Regulations read with Regulation 2(1)(j) of the SEBI SAST Regulations.

13.3. The annualized trading turnover during the preceding twelve (12) calendar months i.e. from December 01, 2020 to November 30, 2021, is as under:

Stock Exchange	Total shares traded	Total listed shares	Trading (as a percentage of the total listed shares)
MSEI	58,000	5,00,000	11.60%

[Source: <https://www.msei.in/>]

13.4. Based on the information provided in the point above, the Equity Shares of the Company are frequently traded on MSEI within the meaning of explanation provided in Regulation 2(1)(j) of the SEBI SAST Regulations. As required under Regulation 20 of the SEBI Delisting Regulations, the floor price of the Delisting Offer is required to be determined in terms of Regulation 8 of the SEBI SAST Regulations, as may be applicable. The reference date for computing the floor price would be the date on which the MSEI was notified of the board meeting in which the delisting proposal was considered and approved, i.e., December 18, 2021 (“Reference Date”).

13.5. In terms of Regulation 8 of the SEBI SAST Regulations, the Floor price shall be the higher of the following:

(a)	the highest negotiated price per share of the target company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer.	Not Applicable
(b)	the volume-weighted average price paid or payable for acquisitions, whether by the acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the Reference Date.	Not Applicable
(c)	the highest price paid or payable for any acquisition, whether by the acquirer / Promoter/ promoter Group or by any person acting in concert with him, during the twenty six weeks immediately preceding the Reference Date.	Not Applicable
(d)	the volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the Reference Date as traded on the stock exchange where the maximum volume of trading in the shares of the company are recorded during such period.	Rs. 44.05 [#]
(e)	where the shares are not frequently traded, the price determined by the acquirer and the manager to the open offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.	Not Applicable

[#] As per certificate dated December 23, 2021, issued by Turnaround Corporate Advisors Private Limited, calculating the floor price, computed in accordance with Regulation 20(2) of SEBI Delisting Regulations read with Regulation 8 of SEBI SAST Regulations for the Delisting Offer is Rs 44.05 (Rupees Forty Four and Paise Five Only) per Equity Share (“**Floor Price**”).

- 13.6. The Acquirer has not exercised the option of providing an indicative price under Regulation 20(4) of the SEBI Delisting Regulations.

14. DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE

- 14.1. The Acquirer propose to acquire the Offer Shares pursuant to the RBB through the Acquisition Window Facility or OTB, conducted in accordance with the terms of the SEBI Delisting Regulations and the SEBI Circulars (*defined below*).
- 14.2. All Public Shareholders can tender their Offer Shares during the Bid Period as per the Schedule of Activities of this LOF.
- 14.3. The minimum price per Offer Share payable by the Acquirer pursuant to the Delisting Offer, shall be determined in accordance with the SEBI Delisting Regulations and will be the price at which the shareholding of the members of the Promoter Group reaches 90% of the total issued and paid-up equity share capital of the Company, pursuant to the RBB specified in Schedule II of the SEBI Delisting Regulations, which shall not be lower than the Floor Price (“**Discovered Price**”).
- 14.4. The Acquirer is under no obligation to accept the Discovered Price if it is above the Floor Price. The Acquirer may, at his discretion, subject to the terms and conditions as set out in the DPA and this LOF:
- a) accept the Discovered Price;
 - b) offer a price higher than the Discovered Price; or
 - c) offer a Counter Offer Price.
- 14.5. The “**Exit Price**” shall be:
- a) the Discovered Price, if accepted by the Acquirer;
 - b) a price higher than the Discovered Price, if offered by the Acquirer at his discretion; or
 - c) the Counter Offer Price offered by the Acquirer at his sole and absolute discretion which, pursuant to acceptance and/ or rejection by Public Shareholders, results in the shareholding of the members of the Promoter Group reaching 90% of the total issued and paid-up equity share capital of the Company.
- 14.6. The Acquirer shall announce the Discovered Price and his decision to accept or reject the Discovered Price/ offer a price higher than the Discovered Price/ offer a Counter Offer Price, as applicable, in the same newspapers in which the DPA was published, in accordance with the timetable set out in the Schedule of Activities of this LOF.
- 14.7. Once the Acquirer announce the Exit Price, the Acquirer will acquire, subject to the terms and conditions set out in the DPA and this LOF, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such validly tendered Offer Share. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- 14.8. If the Acquirer do not accept the Discovered Price in terms of Regulation 20 or 22 of the SEBI Delisting Regulations or the Delisting Offer fails in terms of Regulation 23 of the SEBI Delisting Regulations:
- a) the Acquirer will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
 - b) the Acquirer, through the Manager to the Offer, will within 2 (two) working days of closure of the Bid Period (*as defined herein*) announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where the DPA is published;
 - c) No Final application for delisting shall be made before MSEI;
 - d) The lien on the Equity Shares tendered in the Delisting Offer will be released and such Equity Shares shall be returned to the respective Public Shareholders within in accordance with Regulation 23(2)(a) of the SEBI Delisting Regulations; and
 - e) The Escrow Account (*as defined herein*) opened in accordance with Regulation 14 of the SEBI Delisting Regulations shall be closed.

15. MINIMUM ACCEPTANCE AND SUCCESS CONDITIONS TO THE DELISTING OFFER

The acquisition of Offer Shares by the Acquirer pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

15.1. The post-Delisting Offer shareholding of the Acquirer, along with the Equity Shares tendered or offered by the public shareholders accepted as eligible bids at the Discovered Price or the Counter Offer Price, as the case may be, reaches 90% of the total issued Equity Shares excluding:

- (i) Equity Shares held by custodian(s) against which depository receipts have been issued overseas;
- (ii) Equity Shares held by a Trust set up for implementing an Employee Benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021, as amended; and
- (iii) Equity Shares held by inactive shareholders such as vanishing companies and struck off companies, shares transferred to the Investor Education and Protection Fund's account and Equity Shares held in terms of Regulation 39(4) read with Schedule VI of the Listing Regulations. Inactive shareholders will be determined as on the date of In-Principle approval from MSEI as mentioned herein i.e. March 23, 2022

It may be noted that notwithstanding anything contained in the LOF, the Acquirer reserve the right to accept or reject the Discovered Price if it is higher than the Floor Price;

15.2. Where Counter Offer is not made:

- a) The Acquirer shall be bound to accept the Equity Shares tendered or offered in the Delisting Offer if the Discovered Price determined through the RBB is equal to the Floor Price.
- b) A minimum of 2,20,760 Two Lakh Twenty Thousand Seven Hundred Sixty) Equity Shares being tendered at the Discovered Price or the Counter Offer Price, as the case may be, prior to the closure of Bid period i.e. on the Bid Closing Date so as to cause the cumulative number of Equity Shares held by the Acquirer together with Promoter/ Promoter Group (as on date of this LOF taken together with the Equity Shares acquired through the Acquisition Window Facility or OTB) to be equal to or excess of 4,50,000 (Four Lakhs Fifty Thousand) Equity Shares representing 90% of the fully paid-up Equity Shares of the Company as per Regulation 21(a) of the SEBI Delisting Regulations ('**Minimum Acceptance Condition**').
- c) The Acquirer will obtain requisite statutory approvals, if any, required for the delisting of Equity Shares as stated in Paragraph 22 this LOF and meeting the conditions set out in Regulation 21 of the SEBI Delisting Regulations.

15.3. Where Counter Offer is made:

- a) If the Discovered Price is not acceptable to the Acquirers, a counter offer may be made by them to the Public Shareholders within 2 (Two) working days of the closure of the Bid Period.
- b) The counter offer price shall not be less than the book value of the Company as certified by the Manager to the Offer.
- c) The Acquirer through the Manager to the Offer, shall publish the Counter Offer public announcement in the same newspapers in which the DPA was made, within 4 (Four) working days of the closure of the RBB.
- d) The Acquirer shall ensure compliance with the provisions of the SEBI Delisting Regulations, and in accordance with the timelines provided in Schedule IV of the SEBI Delisting Regulations.

16. ACQUISITION WINDOW FACILITY

16.1. Pursuant to the SEBI Delisting Regulations, the Acquirer is required to facilitate tendering of the Equity Shares by the Public shareholders of the Company and the settlement of the same, through the stock exchange mechanism prescribed by SEBI vide its circular reference numbers 'CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015', 'CFD/DCR2/CIR/P/2016/131 dated 9th December, 2016' and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated 13th August, 2021 ('**SEBI Circulars**')

sets out the procedure for tendering and settlement of Equity Shares through the Stock Exchange (**‘Stock Exchange Mechanism’**).

- 16.2. Further, the SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchanges have issued guidelines detailing the mechanism for acquisition of shares through Stock Exchanges.
- 16.3. The Acquirer has chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange.
- 16.4. The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period.
- 16.5. The Acquirer has appointed KK Securities Limited as the Buying Broker to undertake the acquisitions made pursuant to this Delisting Offer.
- 16.6. The contact details of the Buying Broker are as mentioned below:
Name: K K Securities Limited
Address: 76-77, Scindia House, Janpath, New Delhi – 110001
Contact Person: Mr. Sanjay Bansal
Telephone No.: 011-46890000
Email Id: kksl@kksecurities.com

17. DATES OF OPENING AND CLOSING OF BID PERIOD

- 17.1. All the Public Shareholders holding Equity Shares are eligible to participate in the RBB process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price.
- 17.2. The period during which the Public Shareholders may tender their Equity Shares pursuant to the RBB (the **“Bid Period”**) shall commence on April 04, 2022 (the **“Bid Opening Date”**) and close on April 08, 2022 (the **“Bid Closing Date”**). During the Bid Period, Bids will be placed in the Acquisition Window Facility by the Public Shareholders through their respective stock brokers registered with BSE during normal trading hours of secondary market on or before the Bid Closing Date. Any change to the Bid Period will be notified by way of a corrigendum/ addendum in the newspapers where the DPA is published.
- 17.3. The Public Shareholders should note that the Bids (as defined herein) are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 17.4. The Public Shareholders should submit their Bids through their respective stock brokers who are registered with BSE (**“Seller Member”**). Thus, Public Shareholders should not send Bids to Company/ Acquirers/Manager to the Offer/ Registrar to the Offer.
- 17.5. Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirer pursuant to the RBB.
- 17.6. This letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of **“Bids”** (the **“Letter of Offer”**) is being dispatched as indicated in the Schedule of Activities of this LOF.

18. PROCEDURE FOR TENDERING

- 18.1. During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.

- 18.2. The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirer will be dispatched to the Public Shareholders by the Acquirer whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date (as indicated in the Schedule of Activities of this LOF).
- 18.3. For further details, refer the schedule of activities of this LOF.
- 18.4. In the event of an accidental omission to dispatch the LOF or non-receipt of the LOF by any Public Shareholder, such Public Shareholder may obtain a copy of the LOF by writing to the Registrar to the Offer at their address given in paragraph 10 of this LOF, clearly marking the envelope “Pearl Apartments Limited - **Delisting Offer**”. Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the website of MSEI i.e., <https://www.msei.in/> or from the website of the Registrar to the Offer, at <http://www.beetalfinancial.com/>.
- 18.5. Procedure to be followed by Public Shareholders holding Offer Shares in dematerialized form
- Public Shareholders who desire to tender their Shares in demat form would have to deposit appropriate depository instruction/ slip with their Depository Participant for marking lien/ transferring shares to the Member Pool Account of their registered Stock Broker as per the procedure laid down in SEBI Circulars mentioned in para 16.1 and circulars issued by SEBI.
 - During the Bid Period, Public Shareholders should place their bids through their respective stock brokers in the Acquisition Window Facility or OTB during normal trading hours of secondary market on or before the Bid Closing Date, by indicating to their Selling Broker the details, including number of shares and reverse bidding price. Shareholders should not send bids to the Company/ Acquirer/ Manager to the Offer/ Registrar to the Offer. Upon placing the bid, the Public shareholder should obtain from his / her Broker a Transaction Registration Slip (‘TRS’) generated by exchange bidding system which contains the details of the bid placed by the shareholder which the shareholder must check. Public Shareholders should tender their Equity Shares before close of market hours on the last day of the Bid Period.
 - Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (‘TRS’) generated by the exchange bidding system to the bidder/ Public Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered and price at which the bid was placed etc.
 - On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Delisting Offer.
 - Please note that submission of Bid Form and TRS is not mandatorily required in case of Offer Shares held in dematerialized form.
 - For custodian participant orders for demat shares, early pay-in is mandatory prior to confirmation of bid by the custodian. The custodian shall either confirm or reject the bids not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant bids, order modification shall revoke the custodian confirmation and the revised bids shall be sent to the custodian again for confirmation.
 - The buying broker will hold the Equity Shares tendered under the Delisting Offer in trust until the Acquirer completes his obligations under the Delisting in accordance with the SEBI Delisting Regulations.
- 18.6. Procedure to be followed by Public Shareholders holding Offer Shares in physical form
- SEBI vide its circular bearing reference number ‘SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated 31st July, 2020’, has allowed public shareholders holding shares in physical form to tender their shares in the Delisting Offer. The procedure for the same is as mentioned below:
 - Public Shareholders who hold Equity Shares in physical form and intend to participate in the Delisting Offer will be required to do so through Selling Broker. Public Shareholders should submit their bids through stock brokers registered with BSE only. In the event Selling Broker of any Public Shareholder is not registered with BSE trading member/ stock broker, then that Public Shareholder can approach any BSE registered stock broker and can register himself/ herself by using quick unique client code (UCC) facility through that BSE registered stock broker (after submitting all details as required by such BSE stock broker in compliance with applicable laws).
 - Public Shareholders holding Offer Shares in physical form and intending to participate in the Delisting Offer should approach their Selling Broker along with the following complete set of

documents to allow for verification procedure to be carried out: (a) Original share certificate(s); (b) Valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company and Registrar to the Offer) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/notary public/bank manager under their official seal; (c) Self-attested PAN card copy (in case of joint holders, PAN card copies of all transferors); (d) Bid form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares; (e) Any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.

In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport; (f) Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable, and upon placing the Bid, the Selling Broker shall provide a TRS generated by the Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Folio No., Certificate No., Distinctive No., No. of Offer Shares tendered and the price at which the Bid was placed.

- d) The Selling Broker/Public Shareholder should ensure the documents are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer at the address given in DPA within 2 (two) days of bidding by the Selling Broker. The envelope should be marked as 'Pearl Apartments Limited - **Delisting Offer**'.
- e) Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirer shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the BSE shall display such Bids as 'unconfirmed physical bids'. Once, the Registrar to the Offer confirms the Bids it will be treated as 'Confirmed Bids'. Bids of Public Shareholders whose original share certificate(s) and other documents along with TRS are not received by the Registrar to the Offer two days after the Bid Closing date shall be liable to be rejected.
- f) In case of non-receipt of the Letter of Offer/Bid Form, Public Shareholders holding Equity shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio number, share certificate number, distinctive number and number of Equity shares tendered for the delisting offer thereof, enclosing the original share certificates and other documents. Public Shareholders will be required to approach their respective Selling Broker and must ensure that their bid is entered by their Selling Broker in the electronic platform to be made available by the BSE before the Bid Closing Date.
- g) The Registrar to the Offer will hold in trust the share certificate(s) and other documents until the Acquirer complete his obligations under the Delisting Offer in accordance with the SEBI Delisting Regulations.

19. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the SEBI Delisting Regulations:

- 19.1. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 19.2. The Acquirer shall pay the consideration payable towards purchase of the Offer Shares to the Buying Broker who in turn will transfer the funds to the Clearing Corporation, on or before the pay-in date for settlement as per the secondary market mechanism. For the dematerialized Offer Shares acquired in the Delisting Offer, the Public Shareholders will receive the consideration in their bank account attached to the depository account from the Clearing Corporation. If bank account details of any Public Shareholder are not available or if the fund transfer instruction is rejected by the RBI or relevant bank, due to any reasons, then the amount payable to the relevant Public Shareholder will be transferred to the concerned Selling Brokers for onward transfer to such Public Shareholder. In case of physical shares, the funds will get released as per the secondary market mechanism for onward transfer to Public Shareholders. In case of certain client types of viz. non-resident Indians, non-resident 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 will be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchange.

- 19.3. The Offer Shares acquired in dematerialized form shall be transferred by the Buying Broker to the accounts of the Acquirer on receipt of the Offer Shares pursuant to the clearing and settlement mechanism of the Stock Exchange. Offer Shares acquired in physical form will be transferred directly to the Acquirer by the Registrar to the Offer.
- 19.4. In case of rejected dematerialized Offer Shares, if any, tendered by the Public Shareholders, the same would be transferred by the Clearing Corporation/Selling Broker directly to the respective Shareholder's Depository Participant account, as part of the exchange payout process. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Selling Broker's depository pool account for onward transfer to the respective Shareholder. The Selling Broker/ custodian participants would return these unaccepted Offer Shares to their respective clients (i.e., the relevant Public Shareholder(s)) on whose behalf the Bids have been placed. Similarly, in case of rejected physical shares, if any, Offer Shares tendered in physical form will be returned to the respective Public Shareholders directly by Registrar to the Offer.
- 19.5. The Selling Broker would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buying Broker would also issue a contract note to the Acquirer for the Offer Shares accepted under the Delisting Offer
- 19.6. Public Shareholders who intend to participate in the Delisting Offer should consult their respective Selling Broker for payment of any cost, charges, and expenses (including brokerage) that may be levied by the Selling Broker upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction).

20. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID

The Public Shareholders may submit their Bids to the Seller Member during the Bid Period. Additionally, once the Equity Shares have been delisted from MSEI, the Public Shareholders who either do not tender their Equity Shares in the Delisting Offer or whose Offer Shares have not been acquired by the Acquirer because the price quoted by them was higher than the Exit Price (the "**Residual Public Shareholders**") may offer their Offer Shares for sale to the Acquirer at the Exit Price for a period of 1 (One) year following the date of the delisting of the Equity Shares from MSEI ("**Exit Window**"). Separate Offer Letter in this regard will be sent to such Residual Public Shareholders, who will be required to submit the necessary documents to the Registrar to the Offer within the stipulated time.

21. DETAILS OF THE ESCROW ACCOUNT

- 21.1. The estimated consideration payable under the SEBI Delisting Regulations, being the Floor Price of Rs 44.05 (Rupees Forty Four and Paise Five Only) per Equity Share multiplied by 2,70,760 (Two Lakh Seventy Thousand Seven Hundred Sixty) Equity Shares held by the Public Shareholders is Rs.1,19,26,978 /- (Rupees One Crore Nineteen Lakhs Twenty Six Thousand Nine Hundred and Seventy Eight) ("**Escrow Amount**"). The Escrow Amount has been deposited by Mr. Nakul Seth in the manner set out below.
- 21.2. In accordance with Regulation 14 of the SEBI Delisting Regulations, The Acquirer, Axis Bank Limited, a scheduled commercial bank ("**Escrow Bank**") and the Manager to the Offer have entered into an escrow agreement dated January 31, 2022 pursuant to which Acquirer has opened an escrow account in the name of "Pearl Apartments Limited - Delisting - Escrow Account" with the Escrow Bank at their branch at Janakpuri ("**Escrow Account**").
- 21.3. The cash amount kept in the Escrow Account will be converted into a Fixed Deposit. The Manager to the Offer is authorized to operate the above mentioned Escrow Account and has been duly empowered to realize the value of the Escrow Account.
- 21.4. Acquirer has deposited an amount of Rs. 1,20,00,000 Rupees (One Crore Twenty Lakhs Only) in Escrow Account in cash.

- 21.5. On determination of the discovered price and making of the public announcement under sub-regulation 4 of Regulation 17 of the SEBI Delisting Regulations, the Acquirer shall ensure compliance with Regulation 14(4) of the SEBI Delisting Regulations by depositing in the escrow account such additional sum as may be sufficient to make up the entire sum due and payable as consideration in respect of equity shares outstanding with the Public Shareholders.

22. STATUTORY APPROVALS

- 22.1. The Public Shareholders have accorded their consent by way of special resolution passed through postal ballot on January 28, 2022, i.e., the last date specified for remote e-voting. The results of the postal ballot were announced January 29, 2022 and the same were intimated to MSEI.
- 22.2. MSEI has given its in-principle approval for delisting of the Equity Shares pursuant to its letter bearing reference number MSE/LIST/2022/383 dated March 23, 2022.
- 22.3. To the best of the Acquirer's knowledge, as on date of this LOF, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 22.4. If the shareholders who are not persons resident in India (including non-resident Indians, overseas corporate bodies and foreign portfolio investors) had required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be submitted to along with the Bid. In the event such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered in the Offer.
- 22.5. It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Company/ Acquirer/ Manager to the Offer/ Registrar to the Offer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval(s) to the Bid Form, wherever applicable.
- 22.6. The Acquirer reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in paragraph 15 of this LOF are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirer consider in their sole discretion to be onerous, are imposed in respect of such approvals.
- 22.7. In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to the Public Shareholders by way of a corrigendum/addendum to the DPA in the same newspapers in which the DPA is made.

23. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

23.1. The Board has certified that:

- a) there are no material deviations in utilization of the proceeds of the issues (as compared to the stated objects in such issues) of securities made by the Company during the 5 (Five) years immediately preceding the date of this LOF from the stated object of the issue;
- b) all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant equity listing agreement entered into between the Company and MSEI or the provisions of the Listing Regulations as applicable from time to time have been disclosed to MSEI;
- c) The Company is in compliance with applicable provisions of securities law;
- d) Members of Promoter Group or their related entities have not carried out any transaction during the aforesaid period to facilitate success of the Delisting Offer which is not in compliance with Regulation 4(5) of SEBI Delisting Regulations &
- e) The delisting of Equity Shares is in the interest of the shareholders.

24. COMPANY SECRETARY AND COMPLIANCE OFFICER OF THE COMPANY

24.1. The details of Company Secretary and the Compliance Officer of the Company are as follow:

Name: Mr. Mohammad Bilal

Designation: Company Secretary & Compliance Officer

Address: 903, Rohit House 3, Tolstoy Marg New Delhi 110001

Email: pearl.secretarial@pearlmail.com

Tel. No.: +91-11-23725826

24.2. In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting process and procedure, they may address the same to Registrar to the Offer or Manager to the Offer.

25. DOCUMENTS FOR INSPECTION

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

1. Certificate of Incorporation, Memorandum and Articles of Association of the Company.
2. Audited Financials of the Company for the Financial Year ended 31st March, 2021, 2020, 2019, and unaudited financials (subjected to limited review) for the period ended December 31, 2021.
3. Copy of Mandate Letter dated August 3, 2021 and Memorandum of Understanding in line with the Mandate Letter executed on the dated March 11, 2022 between Turnaround Corporate Advisors Private Limited & the Acquirer.
4. Copy of Undertakings received from the Acquirer.
5. Certificate from Chartered Accountant, dated November 30, 2021 certifying that the Acquirer has sufficient net worth to discharge the purchase obligations under the open offer.
6. Copy of the Initial Public Announcement dated December 01, 2021.
7. Copy of Due Diligence Report dated December 22, 2021 submitted by M/s. RMG & Associates, peer review company secretary.
8. Copy of Share Capital Audit Report dated December 21 2021 submitted by M/s Abhishek Gupta & Associates, Company Secretaries under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
9. Copy of Valuation Report dated December 23, 2021 submitted by Turnaround Corporate Advisors Private Limited.
10. Copy of Escrow Agreement dated January 31, 2022 amongst the Acquirer, Axis Bank Limited and Turnaround Corporate Advisors Private Limited.
11. Copy of Letters from Axis Bank Limited confirming Escrow Account Balance of Rs 30,00,000 (Rupees Thirty Lakhs only) within 7 days of Special resolution and an amount of Rs 90,00,000 (Rupees Ninety Lakhs only) before publication of the DPA.
12. MSEI In-principle Approval Letter number MSE/LIST/2022/383 dated March 23, 2022.

25. GENERAL DISCLAIMER

EVERY PERSON WHO DESIRES TO AVAIL OF THE DELISTING OFFER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE ACQUIRER, THE MANAGER TO THE OFFER OR THE COMPANY (INCLUDING ITS DIRECTORS) WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH OFFER AND TENDER OF SECURITIES IN THE RBBP THROUGH ACQUISITION WINDOW FACILITY OR OTB OR OTHERWISE WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

GENERAL

NO ACTION HAS BEEN OR WILL BE TAKEN TO PERMIT THIS DELISTING OFFER IN ANY

JURISDICTION WHERE ACTION WOULD BE REQUIRED FOR THAT PURPOSE. THE LETTER OF OFFER SHALL BE DISPATCHED TO ALL PUBLIC SHAREHOLDERS HOLDING THE EQUITY SHARES WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS OF THE COMPANY AND TO THE OWNER OF THE EQUITY SHARES WHOSE NAMES APPEAR AS BENEFICIARIES ON THE RECORDS OF THE RESPECTIVE DEPOSITORY AT THE CLOSE OF BUSINESS HOURS ON THE SPECIFIED DATE (AS INDICATED IN THIS LETTER OF OFFER). HOWEVER, RECEIPT OF THIS LETTER OF OFFER BY ANY PUBLIC SHAREHOLDER IN A JURISDICTION IN WHICH IT WOULD BE ILLEGAL TO MAKE THIS DELISTING OFFER, OR WHERE MAKING THIS DELISTING OFFER WOULD REQUIRE ANY ACTION TO BE TAKEN (INCLUDING, BUT NOT RESTRICTED TO, REGISTRATION OF THE LETTER OF OFFER UNDER ANY LOCAL SECURITIES LAWS OF SUCH JURISDICTION), SHALL NOT BE TREATED BY SUCH PUBLIC SHAREHOLDER AS AN DELISTING OFFER BEING MADE TO THEM AND SHALL BE CONSTRUED BY THEM AS BEING SENT FOR INFORMATION PURPOSES ONLY. PERSONS IN POSSESSION OF THIS LETTER OF OFFER ARE REQUIRED TO INFORM THEMSELVES OF ANY RELEVANT RESTRICTIONS IN THEIR RESPECTIVE JURISDICTIONS. ANY PUBLIC SHAREHOLDER WHO TENDERS HIS, HER OR ITS EQUITY SHARES IN THIS DELISTING OFFER SHALL BE DEEMED TO HAVE DECLARED, REPRESENTED, WARRANTED AND AGREED THAT HE, SHE OR IT IS AUTHORISED UNDER THE PROVISIONS OF ANY APPLICABLE LOCAL LAWS, RULES, REGULATIONS AND STATUTES TO PARTICIPATE IN THIS DELISTING OFFER.

This LOF will be available on the website of MSEI i.e., <https://www.msei.in/>. Public Shareholders will also be able to download the Letter of Offer, the Bid Form and the Bid Revision/ Withdrawal Form from the website of MSEI.

26. OTHER INFORMATION

The Acquirer accepts full responsibility for the information contained in this LOF and also for the fulfillment of the obligations as laid down in SEBI Delisting Regulations, 2021.

Signed on behalf of the Acquirer

Sd/-

(NAKUL SETH)

Place: New Delhi

Date: March 25, 2022