

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated February 28, 2023 ("Letter of Offer") which is available on the websites of the Registrar to the Issue, the Company, the Lead Manager to the Issue and the Stock Exchange where the equity shares of our Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). You are encouraged to read greater details available in the Letter of Offer. Capitalized terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 16 PAGES.  
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

The Company has made available on the Registrar's website at [www.bigshareonline.com](http://www.bigshareonline.com) and the Company's website at [www.shareindia.com](http://www.shareindia.com), the Letter of Offer, this Abridged Letter of Offer along with the Rights Entitlement Letter and Application Form to the Eligible Equity Shareholders. You may also download the Letter of Offer from the website of the Securities & Exchange Board of India ("SEBI") and the stock exchange where the Equity Shares of our Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited ("BSE"/ "NSE" "Stock Exchange") and the Lead manager to the Issue, i.e., [www.sebi.gov.in](http://www.sebi.gov.in), [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.corporateprofessionals.com](http://www.corporateprofessionals.com) respectively. Application Form is also available on the respective websites of the Company, Registrar to the Issue, Lead Manager to the Issue and the Stock Exchange.



### SHARE INDIA SECURITIES LIMITED

**Registered Office:** 1701, 17<sup>th</sup> Floor, Dalal Street Commercial Co-operative Society Limited, Road 5E, Block 53, Zone 5, Gift City, Gandhinagar Gujarat-382355

**Corporate Office:** A-15, Sector-64, Distt. Gautam Buddha Nagar, Noida 201301, Uttar Pradesh

**Contact person:** Mr. Vikas Aggarwal, Company Secretary & Compliance Officer

**Telephone:** +91 011-43011000 | **E-mail id:** [investors@shareindia.com](mailto:investors@shareindia.com) | **Website:** [www.shareindia.com](http://www.shareindia.com)

**Corporate Identity Number:** L67120GJ1994PLC115132

**PROMOTERS OF OUR COMPANY: YASH PAL GUPTA, RAJESH GUPTA, PARVEEN GUPTA AND SACHIN GUPTA**

### ISSUE DETAILS

ISSUE OF UP TO 6,38,131<sup>+</sup> FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹700 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹690 PER RIGHTS EQUITY SHARE) ALONG WITH 17 DETACHABLE WARRANTS FOR CASH AT A PRICE OF ₹700 PER DETACHABLE WARRANT FOR EVERY 1 RIGHTS EQUITY SHARE ALLOTTED IN THE ISSUE, (TOGETHER WITH THE RIGHTS EQUITY SHARES, THE "RIGHTS SECURITIES"), FOR AN AMOUNT COLLECTIVELY NOT EXCEEDING ₹80,404.51 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 50 (FIFTY) FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS FEBRUARY 28, 2023 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 207 OF THE LETTER OF OFFER.

\*Assuming full subscription

### LISTING DETAILS

The existing Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (the "Stock Exchanges"). Our Company has received the 'in-principle' approvals from BSE and NSE for listing the Rights Securities to be allotted pursuant to the Issue through their letters dated February 20, 2023 and February 21, 2023, respectively. Our Company will also make applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the Designated Stock Exchange is NSE.

### PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES\*

Amount Payable per Rights Equity Share	Face Value (₹)	Premium (₹)	Total (₹)
On Application (A)	10	690	700
<b>Total (₹)</b>	<b>10</b>	<b>690</b>	<b>700</b>

### PAYMENT SCHEDULE FOR THE DETACHABLE WARRANTS\*

Amount payable per Detachable Warrant	Total (₹)
On Application**(B)	175
On Warrant Exercise***	525
<b>Total (₹)</b>	<b>700</b>

\*For further details on Payment Schedule, see "Terms of the Issue" on page 207 of the Letter of Offer.

\*\* Constitutes 25% of the Detachable Warrants Price.

\*\*\* Constitutes 75% of the Detachable Warrants Price, to be paid within 18 months from the date of allotment of the Warrants. In case the Warrants are not exercised by the Warrant holder, then such un-exercised Warrants held shall lapse and 25% application money so paid shall be liable to be forfeited by the Company.

**Total Amount Payable on Application per Entitlement (₹) (A+B)**  
(i.e. ₹700 for each Rights Equity Share and ₹2,975 for 17 Warrants @ ₹175 per Warrant)

**3,675\***

*\* The application for subscription to Rights Entitlement to be successful, has to be paid in full. Any part subscription received, shall make the application liable to be rejected.*

### PROCEDURE

If you wish to know about processes and procedures applicable to a rights issue, you may refer to the section titled **“Terms of the Issue- Process of making an application in the issue”** on page 209 of the Letter of Offer. You may download a copy of the Letter of Offer from the websites of our Company, Stock Exchange, SEBI, Registrar to the Issue and Lead Manager to the Issue as stated above. You can also request for the hard copy of the Letter of offer.

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the Stock Exchanges. Our Company is eligible to offer Equity Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI to the SEBI ICDR Regulations. Our Company satisfies the conditions specified in Regulation 99 of the SEBI ICDR Regulations, and accordingly, our Company is eligible to make this Issue by way of a ‘fast track issue’.

### INDICATIVE TIMETABLE

<b>Last Date for credit of Rights Entitlements</b>	Friday, March 03, 2023	<b>Finalization of Basis of Allotment with the Designated Stock Exchange (on or about)</b>	Friday, March 24, 2023
<b>Issue Opening Date</b>	Thursday, March 09, 2023	<b>Date of Allotment (on or about)</b>	Saturday, March 25, 2023
<b>Last Date for On market renunciation#</b>	Monday, March 13, 2023	<b>Date of Credit of Rights Securities to demat account of Allottees (on or about)</b>	Friday, March 31, 2023
<b>Issue Closing Date*</b>	Friday, March 17, 2023	<b>Date of listing/ commencement of trading of Equity Shares &amp; Detachable Warrants (“Rights Securities”) on the Stock Exchanges (on or about)</b>	Tuesday, April 04, 2023

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While the Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of the Company’s equity shares and warrants on the Stock Exchanges are taken within the prescribed timelines, the time table may change due to various factors such as extension of the Issue period by the Company or any delay in receiving final listing and trading approval from the Stock Exchanges.*

*The commencement of the trading of Equity shares and Warrants will be entirely at the discretion of the Stock Exchanges in accordance with the applicable laws.*

*# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

*\* Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

### NOTICE TO INVESTORS

The distribution of the Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter and the issue of Rights Entitlement and Rights Securities to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer/ Abridged Letter of Offer, Application Form and Rights Entitlement Letter through email and courier only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. The Letter of Offer will be provided, through email and courier, by the Registrar, on behalf of our Company, to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Securities is permitted under laws of such jurisdictions and in each case who make a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of the Registrar, our Company and the Stock Exchanges.

THE RIGHTS ENTITLEMENTS AND RIGHT SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “US SECURITIES ACT”), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (THE “UNITED STATES” OR “U.S.”), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES

ACT. ACCORDINGLY, THE RIGHTS ENTITLEMENTS AND RIGHTS SECURITIES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES IN OFFSHORE TRANSACTIONS IN RELIANCE ON REGULATIONS UNDER THE US SECURITIES ACT ("**REGULATION S**"). THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS SECURITIES OR RIGHTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME.

### NOTICE TO NON-RESIDENT INVESTORS

NON-RESIDENT SHAREHOLDERS SHOULD REFER TO RULE 7 OF FEMA RULES AS PER WHICH A PERSON RESIDENT OUTSIDE INDIA AND HAVING AN INVESTMENT IN AN INDIAN COMPANY IS NOT PERMITTED TO MAKE INVESTMENTS IN SHARE WARRANTS ISSUED BY AN INDIAN COMPANY IN A RIGHTS ISSUE. ACCORDINGLY, NON-RESIDENT SHAREHOLDERS DESIROUS OF PARTICIPATING IN THE ISSUE MUST OBTAIN PRIOR APPROVAL FROM THE RESERVE BANK OF INDIA BEFORE THE ISSUE CLOSING DATE. FOR FURTHER DETAILS, PLEASE SEE "NOTICE TO NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS", "RISK FACTORS - A PERSON RESIDENT OUTSIDE INDIA SHALL REQUIRE APPROVAL OF THE RESERVE BANK OF INDIA TO BE ABLE TO SUBSCRIBE TO THE RIGHTS SECURITIES IN THE ISSUE" AND "TERMS OF THE ISSUE" ON PAGES 14, 35 AND 207 OF THE LETTER OF OFFER, RESPECTIVELY.

### GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The securities being offered in the Issue have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of this Letter of Offer. Specific attention of investors is invited to the statement of "**Risk Factors**" on page 21 of the Letter of Offer.

<b>Name of Lead Manager and contact details</b>	<p><b>Corporate Professionals Capital Private Limited</b>  D-28, South Extension I, New Delhi, Delhi 110049  <b>Tel:</b> +91 4062 2230/ 4062 2215  <b>E-mail:</b> mb@indiap.com  <b>Investor Grievance ID:</b> mb@indiap.com  <b>Website:</b> www.corporateprofessionals.com  <b>Contact Person:</b> Anjali Aggarwal  <b>SEBI Registration No.:</b> INM000011435</p>
<b>Name of Registrar to the Issue and contact details</b>	<p><b>Bigshare Services Private Limited</b>  Office no. S6-2, 6<sup>th</sup> floor, Pinnacle Business Park  next to Ahura Centre, Mahakali Caves Road  Andheri (East), Mumbai 400093  <b>Telephone:</b> +91 6263 8200/ 22  <b>Email:</b> rightsissue@bigshareonline.com  <b>Website:</b> www.bigshareonline.com  <b>Investor grievance e-mail:</b> investor@bigshareonline.com  <b>Contact Person:</b> Mr. Vijay Surana  <b>SEBI Registration No.:</b> INR000001385</p>
<b>Banker to Issue</b>	<p><b>HDFC Bank Limited</b>  HDFC Bank Limited, FIG-OPS Department  Lodha, I Think Techno Campus, O-3 Level,  next to Kanjurmarg railway station,  Kanjurmarg (East), Mumbai 400042  <b>Tel:</b> +91 3075 2927/ 28/ 2914  <b>Fax:</b> 022 2579 9801  <b>Contact person:</b> Siddharth Jadhav, Eric Bacha, Vikas Rahate, and Tushar Gavankar  <b>Website:</b> www.hdfcbank.com  <b>E-mail:</b> <a href="mailto:siddharth.jadhav@hdfcbank.com">siddharth.jadhav@hdfcbank.com</a>, <a href="mailto:eric.bacha@hdfcbank.com">eric.bacha@hdfcbank.com</a>, <a href="mailto:vikas.rahate@hdfcbank.com">vikas.rahate@hdfcbank.com</a>, and <a href="mailto:tushara.gavankar@hdfcbank.com">tushara.gavankar@hdfcbank.com</a>  <b>SEBI Registration Number:</b> INBI00000063</p>

<b>Name of Statutory Auditor</b>	<b>M/s SVP &amp; Associates</b> 1209, New Delhi House, 27, Barakhamba Road, New Delhi 110001, India <b>Firm Registration Number:</b> 003838N <b>Membership No.:</b> 089797 <b>Tel:</b> 0112 3351538 /39 /40 /4151 6079/ +91 99990 11234 <b>E-mail:</b> sudarshandua.ca@gmail.com <b>Peer Review Certificate Number:</b> 014217
<b>Self-Certified Syndicate Banks (“SCSBs”)</b>	The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

### SUMMARY OF BUSINESS

Our Company (on standalone basis) is currently engaged in the business of equity broking, investing and trading activities. Along with this, we are also providing the services as a Depository Participant, Research Analyst, Mutual Fund Advisor/Distributor and Portfolio Manager.

Our Company is a growing fintech conglomerate focusing on low latency platform and AI/ML driven trading strategy solution provider to empower its proprietary and professional traders’ clientele with improvised technology. With a wide range of financial products and services and a client base of retail investors, high net worth individuals and institutional investors, we are a diversified and tech-driven financial services derivatives trading company.

For further information, please refer to "**Our Business**" beginning on page 71 of the Letter of Offer.

### SUMMARY OF OBJECTS OF THE ISSUE

The proceeds from the Issue are proposed to be utilised by us towards the following Objects:

1. To augment the margin deposited with various stock exchange and provide permissible funding to clients; and
2. General corporate purposes.

Our Memorandum of Association enables us to undertake our existing activities, and the activities for which the funds are being raised by our Company in the Issue.

The details of the Issue Proceeds are provided in the following table:

<b>Particulars</b>	<b>Amount (in ₹ lakhs)</b>
Gross proceeds of the Issue	80,404.51*
Less: Issue related expenses	241.89
<b>Net Proceeds</b>	<b>80,162.62</b>

\*Assuming full subscription and Allotment with respect to the Rights Equity Shares and all Warrant holders exercising their option to subscribe to Equity Shares against Warrants.

#### **Requirement of funds and utilization of Net Proceed**

The proposed utilization of Net Proceeds is set forth below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (in ₹ lakhs)</b>
1.	To augment the margin deposited with various stock exchange and provide permissible funding to clients	76,154.49
2.	General corporate purposes	4,008.13 <sup>#</sup>
<b>Total</b>		<b>80,162.62*</b>

<sup>#</sup> The amount utilized for general corporate purposes shall not exceed 5% of the Gross Proceeds.

\*Assuming full subscription and Allotment with respect to the Rights Equity Shares and all Warrant holders exercising their option to subscribe to Equity Shares against Warrants.

There are no existing or anticipated transactions in relation to utilization of Net Proceeds with our Promoters, Promoter Group, Directors, key managerial personnel, associate companies as identified by our Company.

## Means of Finance

The Net Proceeds from the Issue will be used (a) To augment the margin deposited with various stock exchange and provide permissible funding to clients; and (b) general corporate purposes. The funding requirements mentioned above are based on our internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and we may have to revise our estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment, interest or exchange rate fluctuations. Consequently, our funding requirements and deployment schedules are subject to revision in the future at the discretion of our management and may also be subject to timing of Warrant holders exercising their option to subscribe to Equity Shares against Warrants on payment of Warrant Exercise Price. If additional funds are required for the purposes mentioned above, such requirement may be met through internal accruals, additional capital infusion, debt arrangements or any combination of them. Further, in the event of any shortfall of funds for any of the activities proposed to be financed out of the Net Proceeds, we may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. We propose to meet the entire funding requirements for the proposed objects of the Issue from the Net Proceeds and identifiable internal accruals. Therefore, our Company is not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

For more details, please refer to the chapter titled "Objects of the Issue" on page 51 of the Letter of Offer.

### NAME OF MONITORING AGENCY

CRISIL Ratings Limited

### EQUITY SHAREHOLDING PATTERN OF THE COMPANY AS ON DECEMBER 31, 2022

The statement of the shareholding pattern of our Company as on December 31, 2022 as included in the Letter of Offer is as follows:

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre Issue
1.	Promoter and Promoter Group	1,69,13,720	53.01
2.	Public	1,49,92,868	46.99
	<b>Total</b>	<b>3,19,06,588</b>	<b>100.00</b>

For more details, please refer to the section "Capital Structure" on page 48 of the Letter of Offer.

### BOARD OF DIRECTORS

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
1.	<p><b>Parveen Gupta</b>  <b>Age (in years):</b> 64  <b>Address:</b> 179, Hargobind Enclave, Delhi, Shakarpur, East Delhi, Delhi 110 092  <b>DIN:</b> 00013926  <b>Date of Birth:</b> December 18, 1958  <b>Term:</b> From July 21, 2022, till July 20, 2027  <b>Period of Directorship:</b> Since May 28, 1999  <b>Occupation:</b> Business</p>	Chairman and Managing Director	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>● Anmol Financial Services Limited</li> <li>● Share India Fincap Private Limited</li> <li>● Ever-Style Services Private Limited</li> <li>● Ananya Infraventures Private Limited</li> <li>● Total Securities (IFSC) Private Limited</li> </ul> <p><i>Foreign Companies</i> NIL</p>
2.	<p><b>Kamlesh Vadilal Shah</b>  <b>Age (in years):</b> 63  <b>Address:</b> 1403-04, Camron Heights, Sundervan Complex, near Shastri Nagar, Andheri (West), Mumbai 400 053  <b>DIN:</b> 00378362  <b>Date of Birth:</b> September 28, 1959  <b>Term:</b> From January 16, 2020, till January 15, 2025  <b>Period of Directorship:</b> Since January 16, 2020  <b>Occupation:</b> Business</p>	Managing Director	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>● Association of National Exchanges Members of India</li> <li>● Share India Algoplus Private Limited</li> <li>● Share India Securities (IFSC) Private Limited</li> <li>● Total Securities (IFSC) Private Limited</li> <li>● R.A. Maxx Private Limited</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>● Share India Global Pte. Limited</li> </ul>

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
3.	<p><b>Sachin Gupta</b>  <b>Age (in years):</b> 42  <b>Address:</b> 306, Jagriti Enclave, Shakarpur, East Delhi, Delhi 110 092  <b>DIN:</b> 00006070  <b>Date of Birth:</b> August 17, 1980  <b>Term:</b> From July 21, 2022, till July 20, 2027  <b>Period of Directorship:</b> Since March 26, 2007  <b>Occupation:</b> Business</p>	Chief Executive Officer and Whole Time Director	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>● Share India Capital Services Private Limited</li> <li>● Share India Securities (IFSC) Private Limited</li> </ul> <p><i>Foreign Companies</i> NIL</p>
4.	<p><b>Vijay Girdharlal Vora</b>  <b>Age (in years):</b> 60  <b>Address:</b> A/1405-06, Ekta Terrace, Mahavir Nagar, near Kamla Vihar Sports Club, Kandivali West, Mumbai 400 067  <b>DIN:</b> 00333495  <b>Date of Birth:</b> October 2, 1962  <b>Term:</b> From January 16, 2020 to January 15, 2025  <b>Period of Directorship:</b> Since January 16, 2020  <b>Occupation:</b> Business</p>	Whole-time Director	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>● Share India Algoplus Private Limited</li> </ul> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>● NIL</li> </ul>
5.	<p><b>Suresh Kumar Arora</b>  <b>Age (in years):</b> 56  <b>Address:</b> 776, Ward- 5, Jyoti Nagar, Kurukshetra, Haryana 136 118  <b>DIN:</b> 00412523  <b>Date of Birth:</b> January 15, 1967  <b>Term:</b> From June 1, 2021 to May 31, 2026  <b>Period of Directorship:</b> Since March 3, 2021  <b>Occupation:</b> Business</p>	Whole-time Director	<p><i>Indian Companies</i> NIL</p> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>● NIL</li> </ul>
6.	<p><b>Saroj Gupta</b>  <b>Age (in years):</b> 66  <b>Address:</b> 306, Jagriti Enclave, Shakarpur, Baramad, East Delhi, Delhi 110092  <b>DIN:</b> 00013839  <b>Date of Birth:</b> October 26, 1956  <b>Term:</b> Liable to retire by rotation  <b>Period of Directorship:</b> Since March 1, 2008  <b>Occupation:</b> Business</p>	Non-executive Non-Independent Director	<p><i>Indian Companies</i> NIL</p> <p><i>Foreign Companies</i></p> <ul style="list-style-type: none"> <li>● NIL</li> </ul>
7.	<p><b>Rajesh Gupta</b>  <b>Age (in years):</b> 59  <b>Address:</b> 25, Hargobind Enclave, Delhi, Shakarpur, East Delhi, Delhi 110092  <b>DIN:</b> 00006056  <b>Date of Birth:</b> November 7, 1963  <b>Term:</b> Liable to retire by rotation  <b>Period of Directorship:</b> Since March 1, 2008  <b>Occupation:</b> Business</p>	Non-executive Non Independent Director	<p><i>Indian Companies</i></p> <ul style="list-style-type: none"> <li>● Akashdeep Metal Industries Limited</li> <li>● Anmol Financial Services Limited</li> <li>● Share India Fincap Private Limited</li> <li>● Ever-Style Services Private Limited</li> <li>● N.R. Merchants Private Limited</li> <li>● Share India Securities (IFSC) Private Limited</li> <li>● Total Securities (IFSC) Private Limited</li> </ul> <p><i>Foreign Companies</i> NIL</p>

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
8.	<p><b>Yogesh Lohiya</b>  <i>Age (in years):</i> 71  <i>Address:</i> Flat No. 203, Tower-25, Common Wealth Games Village, near Akshrdham Temple, shakarpur, Laxmi Nagar, East Delhi, Delhi 110092  <i>DIN:</i> 00424142  <i>Date of Birth:</i> December 9, 1951  <i>Term:</i> From September 22, 2022, till September 21, 2027  <i>Period of Directorship:</i> Since August 23, 2022  <i>Occupation:</i> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i> NIL  <i>Foreign Companies</i>  <ul style="list-style-type: none"> <li>• NIL</li> </ul> </p>
9.	<p><b>Rishabh Yadav</b>  <i>Age (in years):</i> 32  <i>Address:</i> H.1019 Pan Mandi, Sadar Bazar, Delhi G.P.O., North Delhi, delhi 110006  <i>DIN:</i> 08839390  <i>Date of Birth:</i> June 16, 1990  <i>Term:</i> From September 22, 2022, till September 21, 2027  <i>Period of Directorship:</i> Since August 23, 2022  <i>Occupation:</i> Business</p>	Non-executive Independent Director	<p><i>Indian Companies</i> NIL  <i>Foreign Companies</i>  <ul style="list-style-type: none"> <li>• NIL</li> </ul> </p>
10.	<p><b>Sanjib Singh</b>  <i>Age (in years):</i> 32  <i>Address:</i> C-60, First Floor, Pandav Nagar, Shakarpur, East Delhi, Delhi 110092  <i>DIN:</i> 07761708  <i>Date of Birth:</i> August 10, 1990  <i>Term:</i> From September 26, 2019, till September 25, 2024  <i>Period of Directorship:</i> Since April 16, 2019  <i>Occupation:</i> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i> NIL  <i>Foreign Companies</i>  <ul style="list-style-type: none"> <li>• NIL</li> </ul> </p>
11.	<p><b>Ankit Taak</b>  <i>Age (in years):</i> 29  <i>Address:</i> 167, Railway Line Crossing, near Sai Temple, Hanumanpuri, Modinagar, Ghaziabad, Uttar Pradesh 201204  <i>DIN:</i> 08748886  <i>Date of Birth:</i> September 19, 1993  <i>Term:</i> From September 15, 2021, till September 14, 2026  <i>Period of Directorship:</i> Since March 3, 2021  <i>Occupation:</i> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i> NIL  <i>Foreign Companies</i>  <ul style="list-style-type: none"> <li>• NIL</li> </ul> </p>
12.	<p><b>Piyush Mahesh Khandelwal</b>  <i>Age (in years):</i> 36  <i>Address:</i> 7, Rashi Apartment, Akal Society, near Kohinoor Continental, JB Nagar, Andheri East, Mumbai 400 059  <i>DIN:</i> 06951293  <i>Date of Birth:</i> December 1, 1986  <i>Term:</i> From September 15, 2021 till September 14, 2026  <i>Period of Directorship:</i> Since March 3, 2021  <i>Occupation:</i> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i> NIL**  <i>Foreign Companies</i> NIL</p>

No.	Name, address, DIN, date of birth, term, period of directorship, occupation	Designation	Other directorships
13.	<p><b>Sonal Suraj Prakash Sood</b>  <b>Age (in years):</b> 36  <b>Address:</b> 9 Uma Kunj, 110 Model Town, 4 Bungalows, Andheri West, Mumbai, Maharashtra 400053  <b>DIN:</b> 06812288  <b>Date of Birth:</b> November 3, 1986  <b>Term:</b> From September 15, 2021, till September 14, 2026  <b>Period of Directorship:</b> Since April 9, 2021  <b>Occupation:</b> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i>  NIL**  <i>Foreign Companies</i>  • NIL</p>
14.	<p><b>Mohammad Rubaid Khan</b>  <b>Age (in years):</b> 40  <b>Address:</b> RZ 59 J, Gali No-8, Tughlakabad Extension, Kalkaji, South Delhi, Delhi 110019  <b>DIN:</b> 09565682  <b>Date of Birth:</b> July 27, 1982  <b>Term:</b> From September 22, 2022, till September 21, 2027  <b>Period of Directorship:</b> Since August 23, 2022  <b>Occupation:</b> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i>  NIL  <i>Foreign Companies</i>  • NIL</p>
15.	<p><b>Ashish Kumar</b>  <b>Age (in years):</b> 27  <b>Address:</b> House No – 387, Ground Floor, Pathan Pura, Near Geeta Bhawan, Bhol Nath Nagar, North East Delhi, Shahdara, 110 032  <b>DIN:</b> 09668119  <b>Date of Birth:</b> November 23, 1995  <b>Term:</b> From September 22, 2022, till September 21, 2027  <b>Period of Directorship:</b> Since August 23, 2022  <b>Occupation:</b> Service</p>	Non-executive Independent Director	<p><i>Indian Companies</i>  NIL  <i>Foreign Companies</i>  • NIL</p>
16.	<p><b>Gopalapillai Prasanna Kumar*</b>  <b>Age (in years):</b> 72  <b>Address:</b> TRRA, 101-A, Thrikkovil Road Chalikkavattom, Vennala, Ernakulam, Kerala, 682 028  <b>DIN:</b> 01804161  <b>Date of Birth:</b> October 16, 1950  <b>Term:</b> From February 5, 2023, till February 4, 2028*  <b>Period of Directorship:</b> Since January 6, 2023  <b>Occupation:</b> Retired IAS</p>	Non-executive Independent Director	<p><i>Indian Companies</i>  NIL  <i>Foreign Companies</i>  NIL</p>
17.	<p><b>Shanti Kumar Jain*</b>  <b>Age (in years):</b> 71  <b>Address:</b> N-86, 1st Floor, Panchsheel Park, Malviya Nagar, South Delhi, Delhi 110 017  <b>DIN:</b> 07720091  <b>Date of Birth:</b> August 27, 1951  <b>Term:</b> From February 5, 2023, till February 4, 2028  <b>Period of Directorship:</b> Since January 6, 2023  <b>Occupation:</b> Retired IPS</p>	Non-executive Independent Director	<p><i>Indian Companies</i>  NIL  <i>Foreign Companies</i>  NIL</p>

\*As on the date of this Letter of Offer, the form DIR-12 with respect to the appointments of Gopalapillai Prasanna Kumar and Shanti Kumar Jain as Independent Directors of our Company is not filed with RoC due to ongoing technical issue with MCA website.

\*\*Piyush Mahesh Khandelwal, and Sonal Suraj Prakash Sood were Directors on the Board of one of our wholly owned subsidiaries namely Share India Fincap Private Limited and resigned from its Board on January 17, 2023. However as on date of this Letter of Offer, their cessation is not filed with ROC due to ongoing technical issue with MCA website.

For more details, see the section “Our Management” on page 80 of the Letter of Offer.



**Details of the Issuer or any of its promoters or directors being a willful defaulter or a fraudulent borrower:**

Neither the Issue, nor any of its promoters or directors are willful defaulter or a fraudulent borrower.

**CONSOLIDATED FINANCIAL INFORMATION**

(₹ in lakhs)

Particulars	For Nine Months ended at December 31, 2022 (Unaudited)	For the year ended at March 31, 2022 (Audited)
Total Income from operations (Net)	74,635.79	85,649.52
Net Profit/(loss) before tax and extraordinary items	<b>29,624.94</b>	<b>27,244.44</b>
Net Profit/(loss) after tax and extraordinary items	<b>22,376.93</b>	<b>20,183.80</b>
Equity Share Capital	3,190.66	3,190.66
Reserves and Surplus	64374.40	42622.85
Net Worth	67565.06	45,813.51
Basic Earnings per share (Rs.)	69.76	63.26
Diluted Earnings per share (Rs.)	69.49	63.26
Return on net worth (%)	33.12% (9 Monthly)	44.06%
Net asset value per share (Rs.)	211.76 Per Share	143.59 Per Share

**INTERNAL RISK FACTOR- Top 5 risk factors as per the Letter of Offer**

1. We rely on our broking and related services business for a substantial share of our revenue and profitability. Any reduction in our brokerage fee due to dynamic market scenario or competitive landscape could have material adverse effect on our business, financial condition, cash flows, results of operations and prospects.
2. General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.
3. Our Company and Subsidiaries require certain statutory and regulatory approvals for conducting our business and our failure to obtain, retain or renew them in a timely manner, or at all, may adversely affect our operations.
4. Our Company, some of our Directors, our Promoters, our Subsidiaries and certain Group Companies are involved in legal and other proceedings.
5. The functioning of our operations is significantly reliant on information technology, and we are susceptible to risks emerging from any IT system failures or deficiencies.

For further details, see the section "Risk Factors" on page 21 of the Letter of Offer.

**SUMMARY OF OUTSTANDING LITIGATIONS**

A summary of outstanding litigation proceedings involving our Company and our Subsidiaries as on the date of Letter of Offer is provided below:

Nature of Cases	No. of outstanding cases	Amount Involved (in ₹) <sup>^</sup>
<b>Litigation against our Company</b>		
Matters involving issues of moral turpitude or criminal liability on the part of our Company	1	5,00,000
Matters involving material violations of Statutory Regulations by our Company	6	Not ascertainable <sup>#</sup>
Economic Offences where proceedings have been initiated against our Company	Nil	Nil
Other proceedings involving our Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Company.	Nil	Nil
Direct and indirect tax proceedings	25	3,91,04,265
<b>Litigation by our Company</b>		
Criminal Proceedings	1	30,00,000
Other Proceedings	Nil	Nil

Nature of Cases	No. of outstanding cases	Amount Involved (in ₹)^
<b>Litigation against our Subsidiaries</b>		
Matters involving issues of moral turpitude or criminal liability on the part of our Subsidiaries	Nil	Nil
Matters involving material violations of Statutory Regulations by our Subsidiaries	Nil	Nil
Economic Offences where proceedings have been initiated against our Subsidiaries	Nil	Nil
Other proceedings involving our Subsidiaries which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Materiality Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of our Subsidiaries	Nil	Nil
Direct and indirect tax proceedings	20	13,50,70,241
<b>Litigation by our Subsidiaries</b>		
Criminal Proceedings	6	3,78,95,216
Other Proceedings	1	3,35,53,173

<sup>^</sup>To the extent quantifiable

\*Includes outstanding direct and indirect tax for prior years

#Not ascertainable as the liability will be ascertainable only upon the conclusion of certain cases

For further details, please see the section “Outstanding Litigation and Defaults” on page 190 of the Letter of Offer.

## TERMS OF THE ISSUE

The Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Securities is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Securities under applicable laws) on the websites of our Company at [www.shareindia.com](http://www.shareindia.com); the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com); the Lead Manager at [www.corporateprofessionals.com](http://www.corporateprofessionals.com); the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

### Process of making an application in the issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, please see “Terms of The Issue- Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on page 219 of the Letter of Offer.

Investors may apply for the Rights Securities by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i. the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- ii. the requisite internet banking.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Terms of The Issue-Grounds for Technical Rejection*” on page 215 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Terms of The Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 211 of the Letter of Offer.

### **Making of an Application through the ASBA process**

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For further details, - please see “*Terms of the Issue- Making of an Application through the ASBA process*” on page 210 of the Letter of Offer.

### **Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process**

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchanges or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Share India Securities Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Securities applied for pursuant to this Issue;
5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Securities entitled to;
8. Number of Rights Securities applied for within the Rights Entitlements;

9. Number of Additional Rights Securities applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number Rights Securities applied for;
11. Total Application Money paid i.e. at the rate of ₹875 per Rights Securities;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at Bigshare Services Private Limited, Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, Maharashtra, India; and
17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in "**Restrictions on Purchases and Resales**" on page 237 and shall include the following:

*"I/ We hereby make representations, warranties and agreements set forth in "**Restrictions on Purchases and Resales**" on page 237 of this Letter of Offer.*

*I/ We acknowledge that the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein. "*

#### **Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Securities shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Securities in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be same as set out in "*Terms of The Issue - Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*" on page 211.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as at the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialised Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Securities while submitting the Application through ASBA process.

## **Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders**

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as at the Record Date, you may be entitled to subscribe to the number of Rights Securities as set out in the Rights Entitlement Letter. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.*, [www.bigshareonline.com](http://www.bigshareonline.com)) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, [www.shareindia.com](http://www.shareindia.com)). In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. Our Company shall apply for a separate ISIN for the Rights Entitlements. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Securities for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Securities offered under Issue for subscribing to the Rights Securities offered under Issue.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares and Warrants shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, "SHARE INDIA SECURITIES LIMITED -RIGHTS ENTITLEMENT DEMAT SUSPENSE ACCOUNT ") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any;.

For further details, - please see "*Terms of The Issue- Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*" on page 219 of the Letter of Offer.

## **Rights Entitlements Ratio**

The Rights Securities are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 Rights Equity Share along with 17 (seventeen) detachable Warrants for every 1 Rights Equity Share held, for every 50 Equity Shares held by the Eligible Equity Shareholders as on the Record Date, which will be credited in the demat account of the Applicant after the Allotment.

Please note that investors at the time of application for subscribing to each Rights Entitlement, shall pay consideration for 1 Equity Shares (*i.e.*, INR 700) together with consideration for 17 Warrants (*i.e.*, INR 175 per warrant). The application for Rights Entitlement subscription shall be liable to be rejected, if any part consideration is received for exercising each Rights Entitlement.

## **Fractional Entitlements**

The Rights Securities are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 1 Equity Share along with 17 Detachable Warrants per Rights Equity Share for every 50 fully paid-up Equity Shares held as on the Record Date. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 50 Equity Shares or is not in the multiple of 50 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Securities over and above their Rights Entitlements, if any, subject to availability of Rights Securities in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than 50 Equity Shares shall have 'zero' entitlement for the Rights Securities. Such Eligible Equity Shareholders are entitled to apply for additional Rights Securities and will be given preference in the Allotment of one Rights Security, if such Eligible Equity Shareholders apply for additional Rights Securities, subject to availability of Rights Securities in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

## **Procedure for Renunciation of Rights Entitlement**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”); or (b) through an off-market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

### **a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN: INE932X20018 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialised form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, *i.e.*, from March 9, 2023 to March 13, 2023 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: INE932X20018 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on ‘T+1 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

### **b) Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Securities in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: INE932X20018, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

For further details, - please see “*Terms of The Issue - Renunciation and Trading of Rights Entitlement*” on page 220 of the Letter of Offer.

### **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Rights Securities to the full extent of its Rights Entitlements; or
- ii. apply for its Rights Securities to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Rights Securities to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Rights Securities to the full extent of its Rights Entitlements and apply for Additional Rights Securities; or
- v. renounce its Rights Entitlements in full.

### **Additional Rights Equity Shares**

Investors are eligible to apply for Additional Rights Securities over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Securities forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Securities applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Securities shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “*Terms of The Issue - Basis of Allotment*” on page 231 of the Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Securities. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Securities.**

### **Listing and trading of the Rights Securities to be issued pursuant to this Issue**

Subject to receipt of the listing and trading approvals, the Rights Equity Shares and Detachable Warrants, proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchanges.

Further, please note that once the Detachable Warrants are traded on the Stock Exchanges, any person or investor who purchases such warrants from the open market shall have to abide by the terms and conditions of payment of exercise price of the Detachable Warrant i.e. 75% of the Detachable Warrant Price.

For further details, - please see “*Terms of The Issue- Basis for this issue and terms of this issue*” on page 223 of the Letter of Offer.

### **Exercise of Detachable Warrants**

One Warrant will be converted into one Equity Share of ₹ 10 each upon making the complete payment of the Warrant Exercise Price during the Warrant Exercise Period. The Warrant Exercise Period shall refer to the period that commences on the completion of the 1st month from the date of allotment of the Detachable Warrants and shall continue up to the close of business hours on completion of the 18th months from the date of allotment of the Detachable Warrants.

Further the Detachable Warrants held by the Warrant holders (Warrant Allottees/ Buyer as the case may be) which are not tendered to be converted into Equity Shares at the completion of the Warrant Exercise Period, shall lapse and the relevant holder/s of such Warrants shall not be entitled to allotment of the Equity Shares against such Warrants. Further, consideration paid on Warrant allotment made in respect of such warrants shall be forfeited by our Company in accordance with the SEBI ICDR Regulations.

For further details, - please see “*Terms of The Issue- Terms of the Detachable Warrants*” on page 225 of the Letter of Offer.

### **Intention and extent of participation by the Promoter and Promoter Group**

Our Promoters and entities forming part of our Promoter Group have, vide their letters dated February 10, 2023 and February 15, 2023, have undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement renounced in their favour by any other Promoter or member of the Promoter Group of our Company. Further, they reserve the right to apply for, and subscribe to, additional Rights Securities, including subscribing to the unsubscribed portion (if any), subject to compliance with the minimum public shareholding requirement as prescribed under the SCRR and the SEBI Listing Regulations.

**Availability of offer document of the immediately preceding public issue or rights issue for inspection:** A copy of the letter of offer dated February 28, 2023 is available for inspection the Registered Office and Corporate Office of the Company from the date of the Letter of Offer until the Issue Closing Date.

## DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Letter of Offer is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in the Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS AND CFO OF OUR COMPANY

Sd/-  
**Parveen Gupta**  
(Chairman and Managing Director)

Sd/-  
**Kamlesh Vadilal Shah**  
(Managing Director)

Sd/-  
**Sachin Gupta**  
(Chief Executive Officer and Whole Time Director)

Sd/-  
**Vijay Girdharlal Vora**  
(Whole-time Director)

Sd/-  
**Suresh Kumar Arora**  
(Whole-time Director)

Sd/-  
**Saroj Gupta**  
(Non-executive Non Independent Director)

Sd/-  
**Rajesh Gupta**  
(Non-Executive Non Independent Director)

Sd/-  
**Yogesh Lohiya**  
(Non-executive Independent Director)

Sd/-  
**Rishabh Yadav**  
(Non-executive Independent Director)

Sd/-  
**Sanjib Singh**  
(Non-executive Independent Director)

Sd/-  
**Ankit Taak**  
(Non-executive Independent Director)

Sd/-  
**Piyush Mahesh Khandelwal**  
(Non-executive Independent Director)

Sd/-  
**Sonal Suraj Prakash Sood**  
(Non-executive Independent Director)

Sd/-  
**Mohammad Rubaid Khan**  
(Non-executive Independent Director)

Sd/-  
**Ashish Kumar**  
(Non-executive Independent Director)

Sd/-  
**Gopalapillai Prasanna Kumar**  
(Non-executive Independent Director)

Sd/-  
**Shanti Kumar Jain**  
(Non-executive Independent Director)

Sd/-  
**Vijay Kumar Rana**  
(Chief Financial Officer)

**Place:** Noida

**Date:** February 28, 2023