

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (LOO) is sent to you as an Equity Shareholder(s) of GI Engineering Solutions Limited. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager / Registrar to the offer. In case you have recently sold your shares in the Company, please hand over this LOO and the accompanying Form of Acceptance cum acknowledgement and Transfer Deed to the Member of Stock Exchange through whom the said sale was effected."

OPEN OFFER BY

MR. VISHESH GUPTA

Residing at F-14/9, Model Town, Delhi – 110009

Ph. No.: +91- 9650493506; Fax No.: NA; Email ID: guptavishesh9@gmail.com

(Hereinafter referred to as 'Acquirer 1')

VRINDAA ADVANCED MATERIALS LIMITED

Registered Office at Office No. 604, GD-ITL North Ex. Tower Plot No. A-09,

Netaji Subhash Place, Pitampura, Delhi – 110034

Ph. No.: +91- 9899599123; Fax No.: NA; Email ID: pridebuildtechprivatelimited@gmail.com

(Hereinafter referred to as 'Acquirer 2')

(Hereinafter collectively referred to as 'Acquirers')

to acquire upto 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares of face value of INR 10.00/- each representing 26.00% of the paid-up equity share capital of

GI ENGINEERING SOLUTIONS LIMITED

Registered Office: 73 A SDF – III, Seepz Andheri (East), Mumbai, Maharashtra – 400096

Ph. No.: +91- 022-44884488; Fax: 022-28290603

Email ID: investors@giesl.in Website: www.giesl.in

(Hereinafter referred to as 'Target Company' or 'GESL')

At an Offer Price of INR 5.15 (Indian Rupees Five and One Five Paise Only) per fully paid-up equity share payable in cash, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.

1. This offer is being made by the Acquirers pursuant to Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares in the Target Company.
2. This Offer is not subject to any minimum level of acceptance.
3. The details of statutory approvals required is given in para 7.4 of this Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirers upto one working day prior to the commencement of the tendering period i.e., upto June 03, 2022 Friday or in the case of withdrawal of offer, the same would be informed by way of the Offer Opening Public Announcement in the same newspapers where the original Detailed Public Statement has appeared. Such revision in the Offer Price would be payable by the Acquirers for all the shares validly tendered anytime during the offer.
6. **THERE IS NO COMPETING OFFER TILL DATE.**
7. A copy of Public Announcement, Detailed Public Statement, and Letter of Offer (including Form of Acceptance cum Acknowledgement) is also available on SEBI's web-site: www.sebi.gov.in.

FOR PROCEDURE FOR ACCEPTANCE OF THIS OPEN OFFER PLEASE REFER SECTION 8 'PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER' (PAGE NO. 28 to 42). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS LETTER OF OFFER.

All future correspondence, if any, should be addressed to the Manager / Registrar to the Offer at the following addresses:

MANAGER TO THE OFFER



CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED

CIN: U74899DL2000PTC104508

D-28, South Extn., Part – I, New Delhi – 110049

Contact Person: Mr. Manoj Kumar/ Ms. Ruchika Sharma

Ph. No.: +91-11-40622228/ +91-11-40622248/ +91-11-40622218

Fax. No.: 91-11-40622201

Email ID: manoj@indiacp.com / ruchika.sharma@indiacp.com

SEBI Registration Number.: INM000011435

OFFER OPENS ON: JUNE 07, 2022, TUESDAY

REGISTRAR TO THE OFFER



SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

CIN: U74899DL1995PTC071324

D-153 A, 1st Floor, Okhla Industrial Area, Phase-I,

New Delhi – 110020

Contact Person: Mr. Alok Gautam

Ph. No.: 011-40450193-97

Email ID: compliances@skylinerta.com

SEBI Registration Number: INR000003241

OFFER CLOSES ON: JUNE 20, 2022, MONDAY

SCHEDULE OF ACTIVITIES OF THE OFFER

| ACTIVITY | ORIGINAL | REVISED |
|--|-----------------------------|---------------------------|
| | DATE AND DAY | DATE AND DAY |
| Public Announcement (PA) Date | March 04, 2022 Friday | March 04, 2022 Friday |
| Detailed Public Statement (DPS) Date | March 11, 2022 Friday | March 11, 2022 Friday |
| Filing of draft offer document with SEBI | March 21, 2022 Monday | March 21, 2022 Monday |
| Last date for a competing offer | April 01, 2022 Friday | April 01, 2022 Friday |
| Identified Date* | April 13, 2022 Wednesday | May 24, 2022 Tuesday |
| Date by which Letter of Offer will be despatched to the shareholders | April 22, 2022 Friday | May 31, 2022 Tuesday |
| Issue Opening PA Date | April 28, 2022 Thursday | June 06, 2022 Monday |
| Last date by which Board of TC shall give its recommendations | April 26, 2022 Tuesday | June 02, 2022 Thursday |
| Date of commencement of tendering period (Offer opening Date) | April 29, 2022 Friday | June 07, 2022 Tuesday |
| Date of expiry of tendering period (Offer closing Date) | May 13, 2022 Friday | June 20, 2022 Monday |
| Date by which all requirements including payment of consideration would be completed | May 30, 2022 Monday | July 04, 2022 Monday |

() Identified Date is only for the purpose of determining the names of the shareholders of the Target Company to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e., the Share Purchase Agreement dated March 04, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company) are eligible to participate in the Offer any time before the Closure of the Offer.*

RISK FACTORS

The risk factors set forth below, pertains to the Offer and are not in relation to the present or future business or operations of the Target Company or any other related matters and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer. Public Shareholders of GESL are advised to consult their stock brokers or investment consultants, if any, for analysing all the risks with respect to their participation in this Open Offer.

Given below are the risks related to the transaction, proposed Offer and those associated with Acquirers:

(A) Relating to Transaction:

1. This Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011').
2. In terms of Regulation 23(1) of SEBI (SAST) Regulations, 2011, there may be an event which warrants withdrawal of the Offer. The Acquirers make no assurance with respect to the market price of the shares both during the Offer Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer. To the best of the knowledge of the Acquirers, for the acquisition of 26.00% of the Paid up Equity Share Capital of the Target Company under this Offer, no statutory and other approval(s) is required.

(B) Relating to the Offer:

1. This Offer is subject to the provisions of SEBI (SAST) Regulations, 2011, and in case of non-compliance by the Acquirers with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirers shall not act upon the acquisition of equity shares under this Offer.
2. In the event that either (a) the regulatory approvals are not received in a timely manner; or (b) there is any court or regulatory order to stay the offer; or (c) SEBI instructs Acquirers not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of GESL, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirers, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and Regulation 18(11A) of the SEBI (SAST) Regulations, 2011.
3. In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis.
4. The Acquirers make no assurance with respect to any decision by the shareholders on whether or not to participate in the offer. It is understood that the shareholders will be solely responsible for their decisions regarding their participation in this Offer.

5. The tendered physical shares and the documents would be held in trust by the Registrar to the Offer until the completion of Offer formalities and the shareholders who will tender their equity shares would not be able to trade such equity shares held in trust by the Registrar to the Offer during such period. The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Letter of Offer (LOO)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirers) would be doing so at his / her / its own risk.
6. This LOO has not been filed, registered with or approved in any jurisdiction outside India. Recipients of the LOO who are resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration/approval requirements.
7. The Shareholders should note that, under SEBI (SAST) Regulations, 2011, once the Shareholders have tendered their Equity Shares, they will not be able to withdraw their Equity Shares from the Offer during the Tendering Period even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the payment of consideration.

(C) Relating to Acquirers:

1. No person is acting as Person Acting in Concert ('PAC') with the Acquirers in this Open Offer.
2. The Acquirers make no assurance with respect to the financial performance of the Target Company and expressly disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
3. The Acquirers make no assurance with respect to their investment/ divestment decisions relating to their proposed shareholding in the Target Company.
4. The Acquirers will not be responsible in any manner for any loss of equity share certificate(s) and Offer acceptance documents during transit. The shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

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1. DEFINITIONS

| S. No. | Abbreviations | Particulars |
|--------|----------------------------------|--|
| 1. | Acquirers or The Acquirers | <ul style="list-style-type: none"> ▪ Mr. Vishesh Gupta ▪ Vrindaa Advanced Materials Limited |
| 2. | Board of Directors / Board | Board of Directors of GI ENGINEERING SOLUTIONS LIMITED |
| 3. | Book Value per equity share | Net worth / Number of equity shares issued |
| 4. | BSE | BSE Limited |
| 5. | Buying Broker | Nikunj Stock Brokers Limited |
| 6. | CDSL | Central Depository Services (India) Limited |
| 7. | CIN | Corporate Identification Number |
| 8. | Companies Act, 2013 | The Companies Act, 2013, as amended from time to time |
| 9. | Detailed Public Statement or DPS | The Detailed Public Statement in connection with the Open Offer, published on behalf of the Acquirers on March 11, 2022 in Business Standard – English (all editions), Business Standard – Hindi (all editions) and Pratahkal – Marathi (Mumbai edition) |
| 10. | Depositories | CDSL and NSDL |
| 11. | DLOO or Draft Letter of Offer | This Draft Letter of Offer is the document filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations, 2011 |
| 12. | DP | Depository Participant |
| 13. | EPS/ Earning Per Share | Profit after Tax / Number of Equity Shares issued |
| 14. | Escrow Agreement | Escrow Agreement dated March 04, 2022 between Acquirers, Escrow Agent and Manager to the Offer |
| 15. | Escrow Bank/ Escrow Agent | YES Bank Limited having its branch office at D-12, South Extension, Part – II, New Delhi – 110049 |
| 16. | Equity Shareholders | All holders of Equity Shares, including Beneficial Owners |
| 17. | Equity Shares or Shares | Fully paid-up equity shares of face value of INR 10.00 each of the Target Company |
| 18. | FEMA | The Foreign Exchange Management Act, 1999, as amended or modified from time to time |
| 19. | Form of Acceptance | Form of Acceptance cum Acknowledgement |
| 20. | Identified Date | The date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period i.e., May 24, 2022, Tuesday for the purpose of determining the Shareholders to |

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| | | whom the Letter of Offer ('LOO') in relation to this Offer shall be sent |
| 21. | INR | Indian Rupees |
| 22. | Manager to the Offer or, Merchant Banker | Corporate Professionals Capital Private Limited |
| 23. | N.A. | Not Available/Not Applicable |
| 24. | NSDL | National Securities Depository Limited |
| 25. | NSE | National Stock Exchange of India Limited |
| 26. | NRI | Non-Resident Indian |
| 27. | LOO/ Letter of Offer | Letter of Offer is the document which shall be dispatched to the shareholders of the Target Company post receipt of observation letter from SEBI |
| 28. | Offer or The Offer or Open Offer | Open Offer to acquire upto 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares representing 26.00% of the Paid up Equity Share Capital of the Target Company at an offer price of INR 5.15/- (Indian Rupees Five and One Five Paise Only) per fully paid-up equity share payable in cash |
| 29. | Offer Period | March 04, 2022 Friday to July 04, 2022, Monday |
| 30. | Offer Price | INR 5.15/- (Indian Rupees Five and One Five Paise Only) per fully Paid up Equity Share payable in cash |
| 31. | Paid up Equity Share Capital | INR 8,61,18,780 (Indian Rupees Eight Crore Sixty One Lakh Eighteen Thousand Seven Hundred Eighty only) divided into 86,11,878 (Eighty Six Lakh Eleven Thousand Eight Hundred Seventy Eight) Equity Shares of INR 10.00 (Indian Rupees Ten only) each |
| 32. | PAT | Profit After Tax |
| 33. | Persons eligible to participate in the Offer | All the Registered shareholders GI ENGINEERING SOLUTIONS LIMITED and unregistered shareholders who own the Equity Shares of GI ENGINEERING SOLUTIONS LIMITED any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated March 04, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company |

| | | |
|-----|-------------------------------------|---|
| 34. | Public Announcement or PA | Public Announcement submitted to BSE, NSE, SEBI and TC on March 04, 2022, Friday |
| 35. | Public Shareholders | All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirers, person acting in concert with the Acquirers, existing members of the promoter and promoter group of the Target Company, person acting in concert with the member of promoter and promoter group and the parties to the underlying SPA (as defined below) |
| 36. | Registrar or Registrar to the Offer | Skyline Financial Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time |
| 37. | RBI | The Reserve Bank of India |
| 38. | Return on Net Worth | (Profit After Tax/Net Worth) *100 |
| 39. | SCRR | Securities Contracts (Regulation) Rules, 1957, as amended or modified |
| 40. | SEBI Act | Securities and Exchange Board of India Act, 1992 |
| 41. | SEBI | Securities and Exchange Board of India |
| 42. | SEBI (ICDR) Regulations, 2018 | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subsequent amendments thereto |
| 43. | SEBI (LODR) Regulations, 2015 | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto |
| 44. | SEBI (SAST) Regulations, 2011 | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto |
| 45. | Sellers or the Sellers | <ul style="list-style-type: none"> ▪ Mr. Sajid Siraj Malik ▪ Mrs. Saroja Malik |
| 46. | SPA | The Share Purchase Agreement entered on March 04, 2022 by the Acquirers to acquire 33,89,116 (Thirty Three Lakh Eighty Nine Thousand One Hundred and Sixteen) Equity Shares representing 39.35% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 5.08/- (Indian Rupees Five and Eight Paise only) per Equity Share aggregating to INR 1,72,16,710/- (Rupees |

| | | |
|-----|-------------------------|--|
| | | One Crore Seventy Two Lakh Sixteen Thousand Seven Hundred and Ten only). |
| 47. | Stock Exchanges | BSE and NSE |
| 48. | Target Company/ GESL | TC/ GI Engineering Solutions Limited |
| 49. | Tendering Period | June 07, 2022, Tuesday to June 20, 2022, Monday |
| 50. | Working Days | Working Days of SEBI as defined under the SEBI (SAST) Regulations, 2011 |

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF GI ENGINEERING SOLUTIONS LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF ACQUIRERS OR THE TARGET COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER “CORPORATE PROFESSIONALS CAPITAL PRIVATE LIMITED” HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 21, 2022 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011. THE FILING OF THE LOO DOES NOT, HOWEVER, ABSOLVE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAYBE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1. Background of the Offer

3.1.1. This Open Offer is a Triggered/ Mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011 for the acquisition of substantial shares and control over the Target Company by the Acquirers.

- 3.1.2. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company.
- 3.1.3. The Acquirers have entered into a SPA dated March 04, 2022 with the Sellers for acquisition of 33,89,166 (Thirty Three Lakh Eighty Nine Thousand One Hundred and Sixteen) Equity Shares representing 39.35% of the Paid-up Equity Share Capital of the Target Company of Face Value of INR 10.00/- (Indian Rupees Ten Only) at a price of INR 5.08/- (Indian Rupees Five and Eight Paise Only) per Equity Share of the Target Company aggregating to INR 1,72,16,710/- (Indian Rupees One Crore Seventy Two Lakh Sixteen Thousand Seven Hundred and Ten Only) to be paid in cash, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.
- 3.1.4. The Acquirers have made this open offer to acquire upto 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares representing 26.00% of the Paid up Equity Share Capital of the Target Company at an offer price of INR 5.15/- (Indian Rupees Five and One Five Paise Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in Public Announcement, Detailed Public Statement and this Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company.
- 3.1.5. Pursuant to this Offer, the shareholding of the Acquirers would increase from Nil to 56,28,205 (Fifty Six Lakh Twenty Eight Thousand Two Hundred and Five) Equity Shares representing 65.35% of the Paid up Equity Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.1.6. As on the date of PA, the Acquirers have not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 ('SEBI Act') as amended or under any other regulation made under the SEBI Act.
- 3.1.7. As on the date of PA, the Acquirers have not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 3.1.8. As on the date of PA, the Acquirers have not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.1.9. Post to the acquisition of substantial shares and control over the Target Company, the Acquirers will appoint their representatives on the Board of the Target Company.

The recommendation of the committee of Independent Directors as constituted by the Board of Directors of the Target Company on the Offer will be published at least two working days before the commencement of the tendering period, in the same newspapers where the DPS was published and a copy whereof shall be sent to SEBI, BSE, NSE and Manager to the Offer and in case of a competing offer/s to the manager/s to the open offer for every competing offer.

3.2. Details of the proposed offer

- 3.2.1. In accordance with Regulations 13(1) and 14(3) of SEBI (SAST) Regulations, 2011, the Acquirers have made a PA on March 04, 2022 to SEBI, BSE, NSE and TC and the DPS was published on March 11, 2022 in the following newspapers:

| Newspapers | Editions |
|-----------------------------|----------------|
| Business Standard (English) | All Editions |
| Business Standard (Hindi) | All Editions |
| Pratahkal (Marathi) | Mumbai Edition |

The DPS is also available on the website of SEBI www.sebi.gov.in, BSE www.bseindia.com, NSE www.nseindia.com and on the website of Manager to the Offer www.corporateprofessionals.com

- 3.2.2. The Acquirers have made this Takeover Open Offer in terms of SEBI (SAST) Regulations, 2011 to the Public Shareholders of the Target Company to acquire upto 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares representing 26.00% of the Paid up Equity Share Capital of the Target Company at an offer price of INR 5.15/- (Indian Rupees Five and One Five Paise Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in PA, DPS and this Letter of Offer, that will be sent to the all the Public Shareholders of the Target Company.
- 3.2.3. There are no partly paid up shares in the Target Company.
- 3.2.4. There is no differential pricing in the Offer.
- 3.2.5. This is not a Competitive Bid in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 3.2.6. The Offer is not a conditional offer and is not subject to any minimum level of acceptance from the shareholders. The Acquirers will accept the Equity Shares of GESL those are tendered in valid form in terms of this offer upto a maximum of 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares representing 26.00% of the Paid up Equity Share Capital of the Target Company at a price of INR 5.15/- (Indian Rupees Five and One Five Paise Only).
- 3.2.7. The Acquirers have not acquired any shares of Target Company after the date of PA i.e., March 04, 2022 and upto the date of this LOO.
- 3.2.8. The Equity Shares of the Target Company will be acquired by the Acquirers free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.9. As on the date of LOO, the Acquirers do not hold any shares/interest in the Target Company.
- 3.2.10. Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirers will hold 56,28,205 (Fifty Six Lakh Twenty Eight Thousand Two Hundred and Five) representing 65.35% of the Paid up Equity Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period.
- 3.2.11. As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the SCRR, the Acquirers are required to maintain at least 25 percent public shareholding as

determined in accordance with SCRR, on a continuous basis for listing. Pursuant to this Open Offer, the public shareholding in the Target Company will not reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015.

3.2.12. The Manager to the Offer, Corporate Professionals Capital Private Limited does not hold any Equity Shares in the Target Company as at the date of DPS and this Letter of Offer. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.

3.2.13. Pursuant to an Open Offer, the Acquirers will be classified into Promoter and Promoter group of the Target Company and the Sellers along with the existing shareholders in the promoter and promoter group category of the Target Company namely, Mr. Sohel Malik and Kadam Holding Limited will be classified into Public Category in pursuance with Regulation 31A of SEBI (LODR) Regulations, 2015.

3.3. Object of the Acquisition/ Offer

3.3.1. The main object of this Offer is acquisition of substantial shares and control over the Target Company.

3.3.2. The Acquirers had entered into a SPA to acquire substantial shares and control over the Target Company, so that they may infuse some similar line of business in the Target Company and it will enable to achieve the desired liquidity, scalability, branding through listing & other synergy benefits, which will add further growth of the business and would be in the interest of all the stakeholders.

4. BACKGROUND OF THE ACQUIRERS

4.1. MR. VISHESH GUPTA ('ACQUIRER 1')

4.1.1 Acquirer 1 S/o Mr. Parmod Gupta having PAN AIAPG4936H under the Income Tax Act, 1961, presently residing at F-14/9, Model Town, Delhi – 110009; Ph. No.: +91- 9650493506; Email ID: guptavishesh9@gmail.com

4.1.2 Acquirer 1 has done graduation and holds experience of around 12 years in the plastic and chemical industry and has handled various areas of business including strategic planning and implementation, procurement, storage, marketing and has led institutions across business development, strategy as well as operations over the period of years.

4.1.3 The Net Worth of Acquirer 1 as on February 25, 2022 is INR 12,27,73,507/- (Indian Rupees Twelve Crores Twenty Seven Lakh Seventy Three Thousand Five Hundred and Seven only) as certified by CA Gunjan Jha (Membership No. 529511, Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN 22529511AEAXK6402) having office at Office: S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email id jhagunjanandassociates@gmail.com vide its certificate dated February 25, 2022.

- 4.1.4 As on the date of the LOO, Acquirer 1 does not hold any shares in the Target Company. Acquirer 1 has not acquired any equity shares of the Target Company from the date of PA till the date of this LOO.
- 4.1.5 Acquirer 1 holds position of Managing Director on the Board of Integra Essentia Limited, a company listed on BSE and NSE.
- 4.1.6 Acquirer 1 has not acquired shares of Target Company through open offers in past.
- 4.1.7 As on the date of PA, Acquirer 1 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (**'SEBI Act'**) as amended or under any other regulation made under the SEBI Act or by any other regulator.
- 4.1.8 As on the date of PA, Acquirer 1 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.
- 4.1.9 As on the date of PA, Acquirer 1 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.2. VRINDAA ADVANCED MATERIALS LIMITED ('ACQUIRER 2')

- 4.2.1. The Acquirer 2 having CIN U51100DL2007PLC168941 was incorporated as Private Limited Company on October 04, 2007 under the provisions of the Companies Act, 1956 with the name & style of "Pride Buildtech Private Limited". Further, the name has been changed from 'Pride Buildtech Private Limited' to 'Ketav Multicorp Private Limited' with effect from January 13, 2018. Thereafter the name has been further changed from 'Ketav Multicorp Private Limited' to 'Vrindaa Advanced Materials Private Limited' with effect from September 22, 2021.
- 4.2.2. Thereafter, pursuant to an application made by Acquirer 2 and approval obtained from Registrar of the Companies, Delhi & Haryana Acquirer 2 was converted from private limited company to public limited company and the name of Acquirer 2 changed to 'Vrindaa Advanced Materials Limited' with effect from November 08, 2021. The registered office of Acquirer 2 is currently situated at office No. 604, GD-ITL North Ex. Tower Plot No. A-09, Netaji Subhash Place, Pitampura, Delhi – 110034.
- 4.2.3. The Acquirer 2 is engaged in the business of trading of polymer products.
- 4.2.4. The present authorized share capital of the Acquirer 2 is INR 20,00,00,000 (Indian Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10 (Indian Rupees Ten Only) each. The paid-up share capital of the Acquirer 2 is INR 1,91,02,920 (Indian Rupees One Crores Ninety One Lakh Two Thousand Nine Hundred Twenty Only) divided into 19,10,292 (Nineteen Lakh Ten Thousand Two Hundred Ninety Two) Equity Shares of INR 10 (Indian Rupees Ten Only) each.
- 4.2.5. The person in control of Acquirer 2, Mr. Nand Kishore Garg holds 10,86,967 equity shares constituting 56.90% of the paid up share capital of the Acquirer 2.
- 4.2.6. Shareholding Pattern of Acquirer 2 is as follows –

| S. No. | Shareholder Category | No. of shares held | % |
|---------------|-----------------------------|---------------------------|----------|
|---------------|-----------------------------|---------------------------|----------|

| Promoter and Promoter group | | | |
|------------------------------------|-------------------------------|------------------|---------------|
| 1. | Nand Kishore Garg (Promoter) | 10,86,967 | 56.90 |
| 2. | Bharti Gupta (Promoter group) | 24,300 | 1.28 |
| Public | | | |
| 1. | Seema Garg | 6,08,662 | 31.86 |
| 2. | Amit Gupta | 1,62,110 | 8.49 |
| 3. | Bharti Gupta | 24,300 | 1.28 |
| 4. | Sachin Dewan | 10,650 | 0.56 |
| 5. | Lush Traders Private Limited | 7,715 | 0.40 |
| 6. | Jasmine Ispat Private Limited | 7,715 | 0.40 |
| 7. | Vaasu Garg | 590 | 0.03 |
| 8. | Vrinda Garg | 270 | 0.02 |
| 9. | Vaasu Welfare Trust | 590 | 0.03 |
| 10. | Vrinda Welfare Trust | 590 | 0.03 |
| 11. | Sunil Dhameja | 10 | 0.00 |
| 12. | Sikha Dhameja | 10 | 0.00 |
| 13. | Sarthak | 10 | 0.00 |
| 14. | Sakshi Thukral | 10 | 0.00 |
| 15. | P. C. Bhatia | 10 | 0.00 |
| 16. | Raj Gupta | 10 | 0.00 |
| 17. | Madhav Gupta | 10 | 0.00 |
| 18. | Kaushal | 10 | 0.00 |
| 19. | Shikha Gupta | 53 | 0.00 |
| Total | | 19,10,292 | 100.00 |

4.2.7. The financial information for last three financial years and for nine months ended December 31, 2021 is as follows:

(In INR Lacs)

| Profit & Loss Statement | Year ended March 31, 2019 (Audited) | Year ended March 31, 2020 (Audited) | Year ended March 31, 2021 (Audited) | Period from April 01, 2021 to December 31, 2021 (Unaudited) |
|------------------------------------|--|--|--|--|
| Income from Operations | 1017.59 | 10839.42 | 5157.79 | 6561.28 |
| Other Income | 136.89 | 123.89 | 104.00 | 53.78 |

| | | | | |
|--|----------------|-----------------|----------------|----------------|
| Increase/ (Decrease) in Stock | 0.00 | 897.27 | (798.53) | 344.53 |
| Total Income | 1154.48 | 11860.58 | 4463.26 | 6959.59 |
| Total Expenditure (Excluding Depreciation and Interest) | 1054.26 | 11669.13 | 3749.60 | 6762.33 |
| Profit Before Depreciation Interest and Tax | 100.22 | 191.46 | 713.66 | 197.26 |
| Depreciation | 0.00 | 0.00 | 0.13 | 4.17 |
| Interest | 129.19 | 230.22 | 117.71 | 4.23 |
| Profit/ (Loss) Before Tax | (28.97) | (38.77) | 595.82 | 188.86 |
| Exceptional Items | 0.00 | 0.00 | 538.41 | 0.00 |
| Provision for Tax | 0.00 | 0.00 | 5.66 | 48.80 |
| Profit/ (Loss) After Tax | (28.97) | (38.77) | 51.75 | 140.06 |

| Balance Sheet Statement | Year ended March 31, 2019 (Audited) | Year ended March 31, 2020 (Audited) | Year ended March 31, 2021 (Audited) | Period from April 01, 2021 to December 31, 2021 (Unaudited) |
|---|--|--|--|--|
| Sources of funds | | | | |
| Paid up share capital | 21.46 | 21.46 | 21.46 | 191.03 |
| Reserves and Surplus (Excl. Revaluation Reserves) | 537.13 | 498.37 | 550.12 | 4420.61 |
| Share Application received pending for Allotment | 0.00 | 0.00 | 13488.81 | 0.00 |
| Secured loans | 1198.58 | 761.62 | 215.06 | 23.25 |
| Unsecured loans | 300.40 | 60.41 | 0.00 | 0.00 |
| Deferred Tax Liability (Net) | 0.00 | 0.00 | 0.00 | 0.00 |
| Current Liabilities | 2029.18 | 7738.32 | 7190.41 | 10320.16 |

| | | | | |
|---|----------------|----------------|-----------------|-----------------|
| Total | 4086.75 | 9080.17 | 21465.85 | 14955.05 |
| Uses of funds | | | | |
| Net fixed assets | 747.19 | 267.44 | 267.44 | 321.75 |
| Investments | 1135.45 | 1186.75 | 289.46 | 295.10 |
| Net current assets | 2204.11 | 7625.98 | 20908.75 | 14338.20 |
| Total miscellaneous expenditure not written off | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 4086.75 | 9080.17 | 21465.85 | 14955.05 |

| Other Financial Data | Year ended March 31, 2019 (Audited) | Year ended March 31, 2020 (Audited) | Year ended March 31, 2021 (Audited) | Period from April 01, 2021 to December 31, 2021 (Unaudited) |
|-----------------------------|--|--|--|--|
| Dividend (%) | 0.00 | 0.00 | 0.00 | 0.00 |
| Earnings Per Share (INR) | (13.50) | (18.06) | 24.11 | 7.33 |
| Networth (INR In Lacs) | 558.59 | 519.83 | 571.58 | 4611.64 |
| Return on Networth (%) | (5.18) | (7.45) | 9.05 | 3.04 |
| Book Value Per Share (INR) | 260.25 | 242.18 | 266.29 | 241.41 |

Source – As certified by CA Mansi Gupta (Membership No. 545095, Proprietor of G Mansi and Associates, Chartered Accountants (UDIN: 22545095ADQWPV8647) having office at Office: 2518/A, Sheesh Mahal, Sarak Prem Narain, Delhi - 110006; Ph. No.: +91-9540264537; Email id camansigupta17@gmail.com vide its certificate dated February 25, 2022.

4.2.8. There are no contingent liabilities.

4.2.9. As on the date of the Public Announcement, Acquirer 2 does not hold any shares or interest in the Target Company.

4.2.10. The details of Board of Directors (BOD) of Acquirer 2 is as follows:

| Particulars | Details of BOD of Acquirer 2 |
|------------------------------|--|
| Name of Director | Mr. Deepak Kumar Gupta |
| DIN | 00057003 |
| Qualification and Experience | Mr. Deepak Kumar Gupta has done Master of Business Administration in Finance and holds more than 25 years of experience in |

| | |
|---|---|
| <p>Date of Appointment</p> <p>Number of Shares held in Target Company</p> <p>Whether Director in Target Company</p> <p>Other Directorships</p> | <p>top management of organization of Finance Sector and Manufacturing Sector</p> <p>September 08, 2021</p> <p>Nil</p> <p>No</p> <p>1. Suma Fibres and Allies Limited</p> <p>2. Steel Junction Private Limited</p> <p>3. Stepping Stone Construction Private Limited</p> |
| <p>Name of Director</p> <p>DIN</p> <p>Qualification and Experience</p> <p>Date of Appointment</p> <p>Number of Shares held in Target Company</p> <p>Whether Director in Target Company</p> <p>Other Directorships</p> | <p>Mr. Hari Bhagwan Sharma</p> <p>02542653</p> <p>Mr. Hari Bhagwan Sharma is a graduate and holds more than 25 years of experience in various sector including manufacturing and service</p> <p>November 11, 2018</p> <p>Nil</p> <p>No</p> <p>Stepping Stone Construction Private Limited</p> |
| <p>Name of Director</p> <p>DIN</p> <p>Qualification and Experience</p> <p>Date of Appointment</p> <p>Number of Shares held in Target Company</p> <p>Whether Director in Target Company</p> <p>Other Directorships</p> | <p>Ms. Komal Jain</p> <p>09270608</p> <p>Ms. Komal Jain holds Ph.D (Science) from Academy of Scientific & Innovation Research and holds experience of more than 2 years in product development and process improvement</p> <p>September 17, 2021</p> <p>Nil</p> <p>No</p> <p>Integra Essentia Limited</p> |
| <p>Name of Director</p> <p>DIN</p> <p>Qualification and Experience</p> <p>Date of Appointment</p> <p>Number of Shares held in Target Company</p> | <p>Mr. Sandeep Yadav</p> <p>09311731</p> <p>Mr. Sandeep Yadav is a graduate and holds more than 15 years of experience as top executive in finance sector.</p> <p>September 10, 2021</p> <p>Nil</p> |

| | |
|------------------------------------|-----|
| Whether Director in Target Company | No |
| Other Directorships | Nil |

4.2.11. As on the date of the Public Announcement, Acquirer 2 has not been prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992 (**‘SEBI Act’**) as amended or under any other regulation made under the SEBI Act.

4.2.12. As on the date of the Public Announcement, Acquirer 2 has not been categorized in the list of wilful defaulters of any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India.

4.2.13. As on the date of the Public Announcement, Acquirer 2 has not been categorized as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

4.3. ABOUT THE ACQUIRERS

4.3.1. There is no Person Acting in Concert (‘PAC’) with the Acquirers in this Takeover Open Offer.

4.3.2. Person in control of Acquirer 2 i.e., Mr. Nand Kishore Garg is Maternal Uncle of Acquirer 1.

5. BACKGROUND OF THE TARGET COMPANY – GI ENGINEERING SOLUTIONS LIMITED

5.1 The Target Company having CIN L40109MH2006PLC163731, was incorporated as a public limited company on 10th August, 2006 under the provisions of Companies Act, 1956. The registered office of the Target Company is situated at 73A SDF – III, SEEPZ, Andheri (East), Mumbai – 400096, India.

5.2 Share capital structure of the Target Company as on the date of LOO is as follows—

| Paid up Shares of Target Company | No. of Shares/ voting rights | % of voting rights |
|----------------------------------|---|--------------------|
| Fully paid up equity shares | 86,11,878 Equity Shares of INR 10.00 each | 100.00 |
| Partly paid up equity shares | Nil | Nil |
| Total paid up equity shares | 86,11,878 Equity Shares of INR 10.00 each | 100.00 |
| Total Voting Rights in TC | 86,11,878 Equity Shares of INR 10.00 each | 100.00 |

5.3 The equity shares of Target Company are listed and traded on the bourses of BSE and NSE and are not frequently traded within the meaning of definition of ‘frequently traded shares’ under clause (j) of Sub-Regulation (1) of Regulation (2) of the SEBI (SAST) Regulations, 2011 as on the date of PA.

5.4 The authorized share capital of the Target Company is INR 85,00,00,00,000 (Indian Rupees Eight Thousand Five Hundred Crores only) constituting 8,49,00,00,000 (Eight Hundred Forty Nine Crores) Equity Shares of INR 10/- each and 1,00,00,000 (One Crore) Preference Shares of INR 10/- each. The paid-up equity share capital of the Target Company is INR 8,61,18,780 (Indian Rupees Eight Crore Sixty One Lakh Eighteen Thousand Seven Hundred Eighty only)

divided into 86,11,878 (Eighty Six Lakh Eleven Thousand Eight Hundred Seventy Eight) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.

- 5.5 Presently, there are no outstanding convertible instruments and no outstanding partly paid up shares in the Target Company.
- 5.6 The equity shares of the Target Company are not currently suspended for trading on any Stock Exchanges.
- 5.7 As on the date of this LOO, the composition of the Board of Directors of GESL is as under—

| S. No. | Name and Address of Director | Designation | Date of Appointment |
|--------|---|------------------------------------|---------------------|
| 1. | Mr. Sajid Siraj Malik DIN: 00400366 Address: 702 Vastu, 7 th Floor, Bandstand, B.J. Road, Bandra (West), Mumbai – 400050 | Managing Director | August 10, 2006 |
| 2. | Mrs. Saroja Siraj Malik DIN: 00400421 Address: 702 Vastu, 7 th Floor, Bandstand, B.J. Road, Bandra (West), Mumbai – 400050 | Non-Executive Director | August 10, 2006 |
| 3. | Mr. Ganesh Acharya DIN: 00702346 Address: 3rd Floor, Murli Mahal, 10th Cross Bhaudaji Road, Matunga, Mumbai - 400019 | Non-Executive Independent Director | November 30, 2007 |
| 4. | Mr. Manish Patel DIN: 03051315 Address: 701, Marathon Era IV, Off GK Marg, Lower Parel, Mumbai, 400013 | Non-Executive Independent Director | February 11, 2020 |

- 5.8 The financial information for last three financial years and for the six months ended September 30, 2021 is as follows:

| Profit & Loss Statement | (INR in Lacs) | | | |
|-------------------------|---------------------------------|---------------------------------|---------------------------------|--|
| | Year Ended 31.03.2019 (Audited) | Year Ended 31.03.2020 (Audited) | Year Ended 31.03.2021 (Audited) | Six months ended from April 01, 2021 to September 30, 2021 (Audited) |
| Income from Operations | 5.25 | 11.45 | 10.23 | 5.71 |
| Other Income | 0.03 | 0.29 | 9.99 | 0.00 |

| | | | | |
|--|---------------|---------------|-----------------|---------------|
| Increase/Decrease in Stock | 0.00 | 0.00 | 0.00 | 0.00 |
| Total Income | 5.28 | 11.74 | 20.22 | 5.71 |
| Total Expenditure (Excluding Depreciation and Interest) | 13.08 | 15.31 | 264.40 | 6.34 |
| Profit Before Depreciation Interest and Tax | (7.80) | (3.57) | (244.18) | (0.63) |
| Depreciation | 0.00 | 0.00 | 0.00 | 0.00 |
| Interest | 0.08 | 0.02 | 0.01 | 0.00 |
| Profit/ (Loss) Before Tax | (7.89) | (3.59) | (244.19) | (0.63) |
| Provision for Tax | 0.00 | 0.00 | (8.00) | 2.89 |
| Profit/ (Loss) After Tax | (7.89) | (3.59) | (252.19) | 2.26 |

| Balance Sheet Statement | Year Ended 31.03.2019 (Audited) | Year Ended 31.03.2020 (Audited) | Year Ended 31.03.2021 (Audited) | Six months ended from April 01, 2021 to September 30, 2021 (Audited) |
|--|--|--|--|---|
| Sources of funds | | | | |
| Paid up share capital | 861.19 | 861.19 | 861.19 | 861.19 |
| Reserves and Surplus (Excl. Revaluation Reserve) | (170.21) | (173.80) | (426.00) | (423.74) |
| Secured loans | 0.00 | 0.00 | 0.00 | 0.00 |
| Unsecured loans | 5.00 | 99.50 | 0.00 | 0.00 |
| Trade Payables | 9.18 | 21.81 | 11.25 | 11.31 |
| Other Current Liabilities | 105.22 | 90.11 | 0.00 | 0.27 |
| Deferred Tax Liability (Net) | 17.37 | 17.37 | 12.20 | 7.09 |
| Total | 827.75 | 916.18 | 458.64 | 456.12 |
| Uses of funds | | | | |
| Net fixed assets | 0.00 | 0.00 | 0.00 | 0.00 |
| Investments | 0.00 | 0.00 | 0.00 | 0.00 |
| Net Current Assets | 827.75 | 916.18 | 458.64 | 456.12 |

| | | | | |
|---|---------------|---------------|---------------|---------------|
| Total miscellaneous expenditure not written off | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 827.75 | 916.18 | 458.64 | 456.12 |

| Other Financial Data | Year Ended 31.03.2019 (Audited) | Year Ended 31.03.2020 (Audited) | Year Ended 31.03.2021 (Audited) | Six months ended from April 01, 2021 to September 30, 2021 (Audited) |
|-----------------------------------|--|--|--|---|
| Dividend (% of the Face Value) | 0.00 | 0.00 | 0.00 | 0.00 |
| Earnings Per Share (INR) | (0.09) | (0.04) | (2.93) | 0.03 |
| Networth (INR In Lacs) | 690.98 | 687.39 | 435.19 | 437.45 |
| Return on Networth (%) | (1.14) | (0.52) | (57.94) | 0.52 |
| Book Value Per Equity Share (INR) | 8.02 | 7.98 | 5.05 | 5.08 |

Source – As certified by CA Sachin Phadke (Membership No. 117084, Proprietor of Sachin Phadke & Associates, Chartered Accountants (UDIN: 22117084AEOHMS8676) having office at 313/309, New Bldg., Shastri – Hall, Nana Chowk, J.D. Road, Grant Road, Mumbai - 400007; Ph. No.: +91-8369819699; Email ID spassociates@gmail.com vide its certificate dated March 04, 2022.

5.9 Pre and Post-Offer shareholding pattern of the Target Company as on the date of Letter of Offer is as follows:

| Sr. No. | Shareholder Category | Shareholding & voting rights prior to the Agreement/ acquisition and Offer (A) | | Shares/ voting rights agreed to be acquired which triggered off the Regulations (B) | | Shares/ voting rights to be acquired in the Open Offer (assuming full acceptance) (C) | | Shareholding/ voting rights after the acquisition and Offer i.e. (A+B+C) | |
|-----------|-----------------------------------|--|--------------|---|----------------|---|-------------|--|--------------|
| | | No. | % | No. | % | No. | % | No. | % |
| 1. | Promoter Group | | | | | | | | |
| | a. Parties to agreement, if any | 33,89,116 | 39.35 | (33,89,116) | (39.35) | 0 | 0.00 | 0 | 0.00 |
| | b. Promoters other than (a) above | 6,061 | 0.07 | 0 | 0.00 | 0 | 0.00 | 6,061* | 0.07* |
| | Total 1 (a+b) | 33,95,177 | 39.42 | (33,89,116) | (39.35) | 0 | 0.00 | 6,061* | 0.07* |
| 2. | Acquirers | | | | | | | | |
| | a. Vishesh Gupta | 0 | 0.00 | 8,89,116 | 10.32 | 5,87,413 | 6.82 | 14,76,529 | 17.15 |

| | | | | | | | | | |
|----|---|------------------|---------------|------------------|--------------|------------------|--------------|------------------|---------------|
| | b. Vrindaa Advanced Materials Limited | 0 | 0.00 | 25,00,000 | 29.03 | 16,51,676 | 19.18 | 41,51,676 | 48.21 |
| | Total 2 (a+b) | 0 | 0.00 | 33,89,116 | 39.35 | 22,39,089 | 26.00 | 56,28,205 | 65.35 |
| 3. | Parties to the agreement other than 1(a) & 2 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| 4. | Public (other than parties to agreement, acquirers & PACs) | | | | | | | | |
| a. | FIs / MFs / FIs / Banks, SFIs | 4,050 | 0.05 | 0 | 0.00 | (22,39,089) | (26.00) | 29,77,612 | 34.58 |
| b. | Others | 52,12,651 | 60.53 | 0 | 0.00 | | | | |
| | Total (4)(a+b) | 52,16,701 | 60.58 | 0 | 0.00 | 22,39,089 | 26.00 | 29,77,612 | 34.58 |
| | Total (1+2+3+4) | 86,11,878 | 100.00 | 0 | 0.00 | 0 | 0.00 | 86,11,878 | 100.00 |

(*) These shares will be reclassified in public category post completion of open offer in terms of the provisions of SEBI (LODR) Regulations, 2015.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. Justification of Offer Price

6.1.1. The Acquirers has entered into a SPA dated March 04, 2022 with the Sellers for acquisition of 33,89,166 (Thirty Three Lakh Eighty Nine Thousand One Hundred and Sixteen) Equity Shares representing 39.35% of the Paid-up Equity Share Capital of the Target Company of Face Value of INR 10.00/- (Indian Rupees Ten Only) at a price of INR 5.08/- (Indian Rupees Five and Eight Paise Only) per Equity Share of the Target Company aggregating to INR 1,72,16,710/- (Indian Rupees One Crore Seventy Two Lakh Sixteen Thousand Seven Hundred and Ten Only) to be paid in cash, which has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.

6.1.2. The Equity Shares of the Target Company are listed and traded on the bourses of BSE and NSE. The annualized trading turnover in the Equity Shares of the Target Company based on trading volume during the twelve calendar months prior to the month of PA date i.e. March 04, 2022 (March 2021 to February 2022) is as given below:

| Stock Exchange | Total No. of equity shares traded during the Twelve calendar months prior to the month of PA | Total No. of equity shares traded during the twelve calendar months prior to the month of PA date | Total No. of Equity Shares | Annualised Trading Turnover (as % of Total Equity Shares) |
|----------------|--|---|----------------------------|---|
| BSE | March 2021 to February 2022 | 3,77,883 | 86,11,878 | 4.39 |

| | | | | |
|-----|--------------------------------|----------|-----------|------|
| NSE | March 2021 to February 2022 | 1,32,036 | 86,11,878 | 1.53 |
|-----|--------------------------------|----------|-----------|------|

Source: www.bseindia.com and www.nseindia.com

- 6.1.3. The equity shares of the Target Company are listed and traded on the bourses of BSE and NSE and are not frequently traded within the meaning of definition of 'frequently traded shares' under clause (j) of Sub-Regulation (1) of Regulation 2 of the SEBI (SAST) Regulations) on Stock Exchanges.
- 6.1.4. The Offer Price of INR 5.15/- (Indian Rupees Five and One Five Paise Only) is justified, in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

| S. No. | Particulars | Price |
|--------|---|---|
| (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 | INR 5.08/- |
| (b) | The volume-weighted average price paid or payable for acquisition by the Acquirers along with their persons acting in concert during 52 weeks immediately preceding the date of Public Announcement | Not Applicable |
| (c) | The highest price paid or payable for any acquisition by the Acquirers along with their persons acting in concerts during 26 weeks immediately preceding the date of the Public Announcement | Not Applicable |
| (d) | The volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period, provided such shares are frequently traded | Not Applicable, since the equity shares of the Target Company are not frequently traded |
| (e) | The Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies | INR 5.08/- |

| Other Parameters | Based on the audited financial data for the half year ended September 30, 2021 |
|---|--|
| Value per share as per Net Asset Value Method | INR 5.08/- |

| | |
|---|----------------|
| Comparable Trading Multiples Value and Other Valuation Parameters | Not Applicable |
|---|----------------|

Source: As certified by Mr. SS Bhambra (Membership Number 093443) Partner of M/s. Raj Madhu & Co., Chartered Accountants (UDIN: 22093443ADWRZW5910) having office at 53, (G.F) Vinoba Puri, Lajpat Nagar- II, New Delhi – 110024; Tel. No.: +91-11-29840963; Fax No.: NA; Email ID: bhambrass@gmail.com vide certificate dated March 01, 2022.

- 6.1.5. In view of the parameters considered and presented in table above, in the opinion of the Acquirers and the Manager to the Offer, the Offer Price INR 5.15/- (Indian Rupees Five and One Five Paise only) per share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.
- 6.1.6. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.7. In the event of further acquisition of Equity Shares of the Target Company by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. However, it shall not be acquiring any equity shares of the Target Company between one working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.8. If the Acquirers acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI (SAST) Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.9. As on date, there is no revision in Open Offer Price or Open Offer Size. In case of any revision in the Open Offer Price or Open Offer Size, Acquirers shall comply with Regulation 18 of SEBI (SAST) Regulations and all the provisions of SEBI (SAST) Regulations which are required to be fulfilled for the said revision in the Open Offer Price or Open Offer Size.
- 6.1.10. If there is any revision in the offer price on account of future purchases / competing offers, it will be done only up to the period prior to one (1) working day before the date of commencement of the tendering period and would be notified to the shareholders.
- 6.1.11. In case of delay in receipt of any statutory approval, Regulation 18(11) of the SEBI (SAST) Regulations shall be adhered to i.e. extension of time to the Acquirers for payment of

consideration to the shareholders of the Target Company shall be allowed subject to the Acquirers agreeing to pay interest at such rate as may be specified.

- 6.1.12. In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, then the Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest.

6.2. Financial Arrangement

- 6.2.1. The total fund requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition upto 22,39,089 (Twenty Two Lakh Thirty Nine Thousand and Eighty Nine) Equity Shares from the Public Shareholders of the Target Company at an Offer Price of INR 5.15/- (Indian Rupees Five and One Five Paise Only) per fully paid up equity share is INR 1,15,31,309/- (Indian Rupees One Crore Fifteen Lakh Thirty One Thousand Three Hundred and Nine Only) (the '**Maximum Consideration**').
- 6.2.2. The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The additional fund requirement, if any, for acquisition under this Open Offer will be financed through the internal resources of the Acquirers.
- 6.2.3. The Acquirers, the Manager to the Offer and YES Bank Limited, a company incorporated under the Companies Act, 1956, and carrying on business as a banking company under Banking Regulations Act, 1949 having one of its branch offices at D-12, South Extension Part – II, New Delhi – 110049, have entered into an Escrow Agreement dated March 04, 2022 for the purpose of the Offer (the '**Offer Escrow Agreement**') in accordance with Regulation 17 of the SEBI (SAST) Regulations. In terms of the Offer Escrow Agreement and in accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers has deposited cash of INR 28,82,828 (Indian Rupees Twenty Eight Lakh Eighty Two Thousand Eight Hundred Twenty Eight Only) ('**Security Deposit**') being 25% of the Maximum Consideration in an Escrow Account bearing name and style as '**CPCPL GESL OPEN OFFER ESCROW ACCOUNT**', (the '**Escrow Account**') opened with YES Bank Limited.
- 6.2.4. The Acquirers have authorized the Manager to the Offer to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 6.2.5. In case of upward revision in the Offer price or Offer size, the Acquirers shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- 6.2.6. CA Gunjan Jha (Membership No. 529511), Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN: 22529511AEAUXK6402) having office at S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-

22484803; Email ID ihagunjanandassociates@gmail.com vide its certificate dated February 25, 2022 has certified that the Acquirer 1 has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.

6.2.7. CA Mansi Gupta (Membership No. 545095, Proprietor of G Mansi and Associates, Chartered Accountants (UDIN: 22545095ADQWPV8647) having office at Office: 2518/A, Sheesh Mahal, Sarak Prem Narain, Delhi – 110006; Ph. No.: +91-9540264537; Email ID camansigupta17@gmail.com vide its certificate dated February 25, 2022 has certified that the Acquirer 2 has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.

6.2.8. Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by Acquirers to fulfill their obligations through verifiable means in relation to the Offer in accordance with the Regulations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1 Operational terms and conditions

7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.

7.1.2 The Letter of Offer will be dispatched to all the equity shareholders of GESL, whose names appear in its Register of Members as on April 13, 2022, Wednesday the Identified Date.

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

7.1.4 Copies of PA and DPS are available on the website of SEBI at www.sebi.gov.in and copies of LOF and LOF will be available on the website of SEBI at www.sebi.gov.in.

7.1.5 The Letter of Offer along with the Form of Acceptance cum acknowledgement would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the website.

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

7.1.7 While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.8 In terms of Regulation 18(9) of the SEBI (SAST) Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer shall not be entitled to withdraw such acceptance during the Tendering Period

- 7.1.9 The acceptance of the Offer must be unconditional and should be on the enclosed Form of Acceptance and sent along with the other documents duly filled in and signed by the applicant shareholder(s).
- 7.1.10 Any equity shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from transferring the equity shares during pendency of the said litigation are liable to be rejected if directions/orders regarding these equity shares are not received together with the equity shares tendered under the Offer.
- 7.1.11 All the Equity Shares validly tendered under this Open Offer to the extent of the Offer Size will be acquired by the Acquirers in accordance with the terms and conditions set forth in the PA, DPS, this Letter of Offer and the Letter of Offer.
- 7.1.12 The Acquirers or the Manager to the Offer or the Registrar to the Offer shall not be responsible in any manner for any loss of documents during transit (including but not limited to Open Offer acceptance forms, copies of delivery instruction slips, etc.) and the Public Shareholders are advised to adequately safeguard their interests in this regard.
- 7.2 **Locked in shares:** There are no lock-in shares in the Target Company.
- 7.3 **Persons eligible to participate in the Offer**
- Registered shareholders of GESL and unregistered shareholders who own the Equity Shares of GESL any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirers, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated March 04, 2022 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company.
- 7.4 **Statutory and other Approvals:**
- 7.4.1 Shareholders of the Target Company who are either Non-Resident Indians ('NRIs') or Overseas Corporate Bodies ('OCBs') and wish to tender their Equity Shares in this Open Offer shall be required to submit all the applicable approvals (specific and general) from RBI that they have obtained at the time of their acquisition of the Equity Shares of the Target Company. In the event such approvals are not submitted, the Acquirers reserve the sole right to reject the Equity Shares tendered by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.
- 7.4.2 As of the date of this LOO, to the best of the knowledge of the Acquirers, no statutory or other approvals are required to complete the acquisition of underlying agreement. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Offer would also be subject to such other statutory or other approval(s) being obtained. The Acquirers will not proceed with the Offer in the event such statutory approvals that are required if refused, in terms of Regulation 23(1)(a) of SEBI (SAST)

Regulations. This Offer is subject to all other statutory approvals that may become applicable at the later (which are not applicable on the date of LOO) before the completion of the Open Offer.

- 7.4.3 No approval from any bank or financial institutions is required for the purpose of this Offer.
- 7.4.4 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.
- 7.4.5 In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirers would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of 10% per annum, however, if the situation warrants, waiver may be granted by SEBI for payment of interest on the Offer Price.
- 7.4.6 The Acquirers shall complete all procedures relating to the Open Offer including payment of consideration to the shareholders whose shares are accepted in the open offer within 10 working days from the last date of the tendering period.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT

- 8.1. The Open Offer will be implemented by the Acquirers through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window (**'Acquisition Window'**) as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI circular dated December 09, 2016, as per further amendment vide SEBI circular numbered SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021.
- 8.2. BSE shall be the Designated Stock Exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.3. The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of a separate window (**'Acquisition Window'**).
- 8.4. The Acquirers have appointed **Nikunj Stock Brokers Limited ('Buying Broker')** to act as buying broker for the Open Offer through whom the purchases and settlement of the shares tendered under the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

Name: Nikunj Stock Brokers Limited

CIN: U74899DL1994PLC060413

SEBI Registration Number: INZ000169335

Registered Address: A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi – 110007

Contact Person: Mr. Anshul Aggarwal

Tel. No.: +91-9810655378

Email ID: complianceofficer@nikunjonline.com

- 8.5. Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers (**'Selling Broker'**), during the normal trading hours of the secondary market during the Tendering Period.
- 8.6. Separate Acquisition window will be provided by BSE to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Equity Shares as well as physical Equity Shares. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders.
- 8.7. The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the Stock Exchange during the Tendering Period.
- 8.8. Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
- 8.9. Shareholders can tender their shares only through a broker with whom the Shareholder is registered as client (KYC Compliant).
- 8.10. Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirer or the Target Company
- 8.11. **Procedure for tendering Equity Shares held in dematerialised Form:**
 - a) Equity Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer.
 - b) The Selling Broker would be required to place an order/bid on behalf of the Equity Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the BSE. Before placing the order/bid, the Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.
 - c) Upon placing the order, the Selling Broker shall provide Transaction Requisition Slip ('TRS') generated by the stock exchange bidding system to the Equity Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
 - d) Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.
 - e) For custodian participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject

orders not later than time provided by the Stock Exchange on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

- f) The details of settlement number for early pay-in of equity shares shall be informed in the issue opening circular that will be issued by the Stock Exchanges / Clearing Corporation, before the opening of the Offer.
- g) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of the Equity Shares due to rejection or due to prorated Open Offer.

The cumulative quantity tendered shall be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

The shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledgement copy of the Delivery Instruction Slip ('DIS') and the TRS till the completion of the Offer Period.

8.12. Procedure to be followed by registered Shareholders holding Equity Shares in the physical form:

- a) The Public Shareholders holding physical shares and who wish to tender their Equity Shares in this Offer shall approach the relevant Selling Broker and submit the following set of documents for verification:
 - i. Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company;
 - ii. Original share certificates;
 - iii. Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place;
 - iv. Self-attested copy of the Shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors);
 - v. Any other relevant document such as powers of attorney and/or corporate authorizations (including board resolution(s)/specimen signature(s)); and
 - vi. Self-attested copy of proof of address such as valid Aadhar card, voter ID, passport or driving license.
- b) The Selling Broker(s) should place bids on the exchange platform including the relevant details as specified on the physical share certificate(s). The Selling Broker (s) shall print the TRS generated by the exchange bidding system. The TRS will contain the details of

order submitted such as Folio No., Certificate No., Dist. Nos. and number of Equity Shares.

- c) The Selling Broker(s)/Public Shareholder must deliver the share certificates relating to its Equity Shares and other documentation listed in paragraph (a) above along with the TRS to the Registrar i.e. **Skyline Financial Services Private Limited** at the address mentioned on the cover page. The envelope should be superscribed '**GI ENGINEERING SOLUTIONS LIMITED - Open Offer**'. Share certificates for physical shares must reach the Registrar within 2 (two) days of bidding by the Selling Broker.
- d) The Public Shareholders holding physical shares should note that their Equity Shares will not be accepted unless the complete set of documents specified in paragraph (a) above are submitted. Acceptance of the physical shares in this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted or rejected (as applicable) and accordingly depicted on the exchange platform.
- e) In case any person has submitted physical shares for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in this Offer by or before the closure of the Tendering Period.

The Public Shareholders holding Shares in Demat mode are not required to fill any Form of Acceptance. The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Public Shareholders holding Equity Shares in physical mode will be sent respective Form of Acceptances along with the Letter of Offer. Detailed procedure for tendering such Equity Shares will be included in the Form of Acceptance. Form of Acceptance will not be sent to the Public Shareholders holding Equity Shares in Demat mode.

8.13. Procedure for tendering the shares in case of non-receipt of Letter of Offer :

- a. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b. A Shareholder may participate in the Offer by approaching their broker and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance–cum-Acknowledgement.
- c. The Letter of Offer along with Form of Acceptance cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or BSE website (www.bseindia.com) or NSE website (www.nseindia.com) or Merchant Banker website

(www.corporateprofessionals.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company.

- d. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.

8.14. Acceptance of Shares

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

As per the recent amendment of SEBI vide its circular numbered SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchanges, it has been decided that a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure. All other procedures shall remain unchanged.

8.15. Settlement Process

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.
- b) While it would be ensured that the Letter of Offer is dispatched by the due date to all the eligible shareholders as on the Identified Date, non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

- c) For Equity Shares accepted under the Open Offer, the Clearing Corporation will make direct funds payout to respective eligible Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- d) In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.
- e) The Equity Shareholders will have to ensure that they keep the depository participant ('DP') account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non –acceptance of the shares under the Offer.
- f) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- g) Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Open Offer. If Equity Shareholders bank account details are not available or if the fund transfer instruction is rejected by Reserve Bank of India or bank, due to any reasons, then the amount payable to Equity Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.
- h) Equity Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Equity Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Equity Shareholders.

- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Acquirers.
- j) Any excess physical shares, to the extent tendered but not accepted, will be returned by registered post back to the Shareholder(s) directly by Registrar to the Offer.
- k) The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- l) For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds payout to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- m) The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker / custodian participant will receive funds payout in their settlement bank account.
- n) The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder / Selling Broker (s) as per secondary market pay out mechanism.
- o) Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.
- p) In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

8.16. Note on taxation

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT, 2021) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY

CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE PUBLIC SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS. IN VIEW OF THE PARTICULARISED NATURE OF INCOME-TAX CONSEQUENCES, PUBLIC SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE ACQUIRERS DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF EQUITY SHARES IN OPEN OFFER OFF THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE SUMMARY ON TAX CONSIDERATIONS IN THIS SECTION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND DOES NOT PURPORT TO BE A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAXADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE INCOME-TAX ACT, 1961.

1. General

- a) The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31.

- b) A person who is an Indian tax resident is liable to income-tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act, 1961 (the "IT Act") as amended from time to time.
- c) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or is deemed to accrue or arise in India) as also income received by such person in India.
- d) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a nonresident on transfer of such shares should be taxable in India under the IT Act.
- e) Further, the non-resident shareholder can avail beneficial treatment under the **Double Taxation Avoidance Agreement ("DTAA")** between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the **Multilateral Instrument ("MLI")** as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non applicability of General Anti-Avoidance Rule ("GAAR") and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- f) The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- g) The Public Shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income-tax authorities, reporting their income for the relevant year.
- h) In addition to income tax, as the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to Securities Transaction Tax ("STT"). STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted
- i) The summary of income-tax implications on tendering of equity shares is set out below.

2. Classification of Shareholders

Public Shareholders can be classified under the following categories:

- a) Resident Shareholders being:
 - (i) Individuals, Hindu Undivided Family ("HUF"), Association of Persons ("AOP") and Body of Individuals ("BOI")
 - (ii) Others
 - Company
 - Other Than Company

b) Non-Resident Shareholders being:

- (i) Non-Resident Indians (NRIs)
- (ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- (iii) Others
 - Company
 - Other Than Company

3. **Classification of Income:** Shares can be classified under the following two categories:

- a) Shares held as investment (Income from transfer of such shares taxable under the head “Capital Gains”)
- b) Shares held as stock-in-trade (Income from transfer of such shares taxable under the head “Profits and Gains from Business or Profession”)

4. **Taxability of Capital Gains in hand of shareholders**

- a) Gains arising from the transfer of shares may be treated either as “capital gains” or as “business income” for income-tax purposes, unless specifically exempted, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in trade).
- b) As per the current provisions of the IT Act, where the shares are held as investments (i.e. Capital assets), income arising from the transfer of such shares is taxable under the head “Capital Gains”. Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.
- c) Capital Gains in the hands of shareholders would be computed as per the provisions of Section 48 of the IT Act.
- d) Period of holding: Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain/ STCG” or “long-term capital gain/ LTCG”: (i) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “STCG”. (ii) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “LTCG”.
- e) The Finance Act, 2018, vide Section 112A, has imposed an income tax on LTCG at the rate of 10% (plus applicable surcharge and health and education cess) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (Twelve) months and have been subject to STT upon both acquisition and sale exceeding Rs. 1,00,000 (Rupees One lakh only).
- f) If STT is not paid at the time of acquisition of the shares being acquired under the Open Offer and they do not fall within the exceptions identified under Notification No. 60/2018 dated

October 01, 2018, then the entire LTCG arising to the shareholder shall be subject to tax @ 10% (plus applicable surcharge and cess) under Section 112 of the IT Act or 20% (plus applicable surcharge and cess) after claiming indexation benefit which is relevant in case of resident shareholders.

- g) As per section 111A of the IT Act, STCG arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (plus applicable surcharge and health and education cess).
- h) As per the seventh proviso to Section 48 of the IT Act, no deduction of amount paid on account of STT will be allowed in computing the income chargeable to tax as Capital Gains
- i) LTCG arising from tendering of Equity Shares in the Offer shall be subject to tax as follows:
 - i. LTCG will be chargeable to tax at the rate of up to 20% (plus applicable surcharge and health and education cess) in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.
 - ii. In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).
 - iii. For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost may not be available.
 - iv. For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation.
- j) Further, any gain realized on the sale of equity shares held for a period of 12 (twelve) months or less, which are transferred under the Offer, will be subject to short term capital gains tax and shall be taxable at the rates prescribed in First Schedule to the Finance Act (i.e. applicable marginal tax rates applicable to different categories of persons) (plus applicable surcharge and health and education cess).
- k) Taxability of capital gain arising to a non-resident in India from the transfer of equity shares shall be determined basis the provisions of the IT Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in para 1(d) above.
- l) As per Section 70 of the IT Act, short-term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years,

for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.

- m) Long-term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance 54 loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.

5. Other Matters

- Minimum alternate tax ("MAT") implications as per Section 115JB of the IT Act will get triggered in the hands of a resident corporate shareholder (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of non-corporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analyzed depending on the facts of each case.
- Submission of PAN and other details –
All Public Shareholders are required to submit their PAN along with self-attested copy of the PAN card for income-tax purposes. In absence of PAN for non-resident Public Shareholders, as per Notification No. 53/2016, F.No.370 142/16/2016-TPL, they shall furnish self-attested copy of documents containing the following details ("PAN Substitute Information"):
 - Name, email id, contact number;
 - Address in the country of residence;
 - Tax Residency Certificate ("TRC") from the government of the country of residence, if the law of such country provides for issuance of such certificate; and
 - Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which such non-resident is identified by the government of the country of which he claims to be a resident.

6. Tax Deducted at Source

Resident shareholders: As of the date of filing of this document, in the absence of any provisions under the IT Act casting an obligation on the buyer to deduct tax on income arising in the hands of the resident seller on transfer of any property (other than immovable property), the Acquirers are not required to withhold tax on the consideration payable to eligible shareholders pursuant to tendering of shares under the Open Offer. With effect from July 01 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where

the consideration for goods exceeds INR 50,00,000 and the buyer had a business turnover of more than INR 10,00,00,000 in the immediately preceding year. The term “goods” has not been defined and may cover shares.

As per Circular No. 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q is not applicable where the transactions in securities and commodities are traded through recognized stock exchange. Therefore, the Acquirers are not required to withhold tax under Section 194Q on consideration payable to resident shareholders. The resident shareholders must file their tax return in India inter alia considering gains arising pursuant to this Open Offer. The resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

Non-resident shareholders (FIIs): Section 196D of IT Act, provides for a specific exemption from withholding tax at source from any income, by way of Capital Gains arising to an FII from the transfer of securities referred to in Section 115AD of the IT Act. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs.

Non-resident FIIs shareholders (other than FIIs):

Section 195(1) of the IT Act provides that any person responsible for paying to a nonresident, any sum chargeable to tax under the provisions of the IT Act is required to deduct tax at source at applicable rates in force. However, the Acquirers will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirers to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirers to the nonresident shareholders. Since the tendering of shares under the Open Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is on the non-resident shareholder given that practically it is not possible to withhold taxes and the Acquirers believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the custodians/ authorized dealers/ non-resident shareholders – with no recourse to the Acquirer. It is therefore recommended that the non-resident shareholders consult their custodians/ authorized dealers/ tax advisors appropriately. In the event the Acquirers are held liable for the tax liability of the shareholder, the same shall be to the account of the nonresident shareholder and to that extent the Acquirers should be indemnified. The non-resident shareholders must file their tax return in India inter alia considering gains arising pursuant to this Open Offer. The non-resident shareholders also undertake to provide the Acquirers, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

7. Remittance/Payment of Interest

- In case of interest, if any, paid by the Acquirers to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST)

Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments. In the event, to withhold tax, the same shall be basis the documents submitted along with the Form of acceptance or such additional documents as may be called for by the Acquirers.

- It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorization of the interest, whether as capital gains or as other income). In the event the Acquirers are held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirers should be indemnified. The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer.
- The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

8. Rate of Surcharge and Cess In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under: 1

a) Surcharge–

In case of domestic companies:

- Surcharge @ 12% is leviable where the total income exceeds INR 10 crore and @ 7% where the total income exceeds INR 1 crore but less than INR 10 crores.
- In case of domestic companies liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable.

In case of companies other than domestic companies:

- Surcharge @ 5% is leviable where the total income exceeds INR 10 crore and @ 2% where the total income exceeds INR 1 crore but less than INR 10 crore.

In case of individuals, HUF, AOP, BOI:

- Surcharge at the rate of 10% is leviable where the total income exceeds INR 50 lakh but does not exceed INR 1 crore.
- Surcharge at the rate of 15% is leviable where the total income exceeds INR 1 crore but does not exceed INR 2 crore.
- Surcharge at the rate of 25% is leviable where the total income exceeds INR 2 crore but does not exceed INR 5 crore.
- Surcharge at the rate of 37% is leviable where the total income exceeds INR 5 crore.
- However, for the purpose of income chargeable under section 111A, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

In case of Firm and Local Authority:

- Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.
- b) **Cess** – Health and Education Cess @ 4% is currently leviable in all cases.
- c) **Others**
- Notwithstanding the details provided above, all payments will be made to the shareholders subject to compliance with prevailing tax laws.
 - The tax deducted by the Acquirers while making payment to a shareholder may not be the final tax liability of such shareholder and shall in no way discharge the obligation of the shareholder to appropriately disclose the amounts received by it, pursuant to this Open Offer, before the income-tax authorities.
 - The Acquirers will deduct tax (if required) as per the information provided and representation made by the shareholders. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the shareholder, such shareholder will be responsible to pay such income-tax demand under the IT Act and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before income tax/ appellate authority in India. The Acquirers and the Manager to the Open Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at D-28, South Extn. Part-I, New Delhi – 110049 from 10.30 A.M. to 1.00 P.M. on any working day, except Saturdays, Sundays and Holidays until the Closure of the Offer—

- 9.1. The Net Worth certificate by CA Gunjan Jha (Membership No. 529511), Proprietor of Jha Gunjan and Associates, Chartered Accountants (UDIN: 22529511AEAUXK6402) having office at Office: S-191, Fourth Floor, Gali No-04, School Block, Shakarpur, Delhi – 110092; Ph. No.: +91-8802147427; +91-11-22484803; Email ID jhagunjanandassociates@gmail.com vide its certificate dated February 25, 2022 certifying that the Acquirer 1 has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 9.2. The Net Worth certificate by CA Mansi Gupta (Membership No. 545095, Proprietor of G Mansi and Associates, Chartered Accountants (UDIN: 22545095ADQWPV8647) having office at Office: 2518/A, Sheesh Mahal, Sarak Prem Narain, Delhi - 110006; Ph. No.: +91-9540264537; Email id camansigupta17@gmail.com vide its certificate dated February 25, 2022 certifying that Acquirer 2 has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 9.3. Audited Annual Accounts of GESL for last three years.

- 9.4. Escrow Agreement between Acquirers, Yes Bank Limited and Manager to the Offer.
- 9.5. Copy of Share Purchase Agreement dated March 04, 2022 entered between the Acquirers and Sellers.
- 9.6. Confirmation from Yes Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations, 2011.
- 9.7. Copy of Public Announcement filed on March 04, 2022, Published copy of the Detailed Public Statement which appeared in the Newspapers on March 11, 2022, Issue Opening PA and any corrigendum to these, if any.
- 9.8. A copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers.
- 9.9. A copy of the Observation letter from SEBI.
- 9.10. Copy of Agreement between Acquirers and the Registrar to the Offer.
- 9.11. Consent letter of Registrar to the Offer.

10. DECLARATION BY ACQUIRERS

The Acquirers accept full responsibility for the information contained in this Letter of Offer and also for the obligations of Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirers would be responsible for ensuring compliance with the concerned Regulations.

For and on behalf of

For Vrindaa Advanced Materials Limited

Sd/-

Mr. Vishesh Gupta

Acquirer 1

Sd/-

Mr. Hari Bhagwan Sharma

Acquirer 2

Place: New Delhi

Date: May 21, 2022

11. ENCLOSURES

- 11.1. Form of Acceptance cum Acknowledgement
- 11.2. Blank Share Transfer

FORM OF ACCEPTANCE CUM ACKNOWLEDGEMENT

(For physical shares being tendered)

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

| | |
|---|---------------------------------|
| THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (Please send this Form of Acceptance with enclosures to the Registrar to the Offer) | |
| OFFER OPENS ON | : JUNE 07, 2022, TUESDAY |
| OFFER CLOSES ON | : JUNE 20, 2022, MONDAY |
| Please read the Instructions overleaf before filling-in this Form of Acceptance | |

| | |
|-----------------------------------|--|
| FOR OFFICE USE ONLY | |
| Acceptance Number | |
| Number of equity shares Offered | |
| Number of equity shares accepted | |
| Purchase consideration (Rs.) | |
| Cheque/Demand Draft/Pay Order No. | |

From:

Tel. No.:

Fax No.:

E-mail:

To,

Acquirer

C/O SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020

Dear Sir/s,

OPEN OFFER TO THE SHAREHOLDERS OF GI ENGINEERING SOLUTIONS LIMITED ('GESL'/ 'TARGET COMPANY') BY MR. VISHESH GUPTA AND VRINDAA ADVANCED MATERIALS LIMITED ('ACQUIRERS') PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

I / we, refer to the Letter of Offer dated _____ for acquiring the equity shares held by me / us in **GI ENGINEERING SOLUTIONS LIMITED**.

I / we, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I / We, unconditionally Offer to sell to Acquirers the following equity shares in GESL held by me/ us at a price of INR 10 (Indian Rupees Ten Only) per fully paid-up equity share.

1. I/We enclose the original share certificate(s) and duly signed valid Transfer Deed(s) in respect of my / our equity shares as detailed below (please enclose additional sheet(s), if required).

| | | | |
|---|-----------------|--|-----------------|
| Ledger Folio No.....Number of share certificates attached..... | | | |
| Representing equity shares | | | |
| Number of equity shares held in GESL | | Number of equity shares Offered | |
| In figures | In words | In figures | In words |
| | | | |

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of equity shares |
|-----------------------------------|------------------------------|-------------------------|-----------|-----------------------------|
| | | From | To | |
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |
| Total No. of Equity Shares | | | | |

2. I / We confirm that the Equity Shares of GESL which are being tendered herewith by me / us under the Offer are free from liens, charges and encumbrances of any kind whatsoever.
3. I / We authorize Acquirers to accept the Equity Shares so offered or such lesser number of equity shares that Acquirers may decide to accept in consultation with the Manager to the Offer and in terms of the said Letter of Offer and I / we further authorise Acquirers to apply and obtain on our behalf split of share certificate(s) as may be deemed necessary by them for the said purpose. I further authorize Acquire to return to me / us, equity share certificate(s) in respect of which the Offer is not found / not accepted, specifying the reason thereof.
4. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the equity shares comprised in this application are owned by me / us and are transferred by me / us free from all liens, charges, claims of third parties and encumbrances. If any claim is made by any third party in respect of the said equity shares, I / we will hold Acquire, harmless and indemnified against any loss they or either of them may suffer in the event of Acquirers acquiring these equity shares. I / We agree that Acquirers may pay the Offer Price only after due verification of the document(s) and signature(s) and on obtaining the necessary approvals as mentioned in the said Letter of Offer.
5. I / We also note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar to the Offer in trust for me / us till the date Acquirers make payment of consideration or the date by which Shares/ Original Share Certificate(s), Transfer Deed(s) and other documents are dispatched to the shareholders, as the case may be.
6. I/We note and understand that the Shares would held in trust by the Registrar until the time Acquirers make payment of purchase consideration as mentioned in the Letter of Offer.

7. I/We undertake to execute such further document(s) and give such further assurance(s) as may be required or expedient to give effect to my / our agreeing to sell the said equity shares.
8. I / We irrevocably authorise Acquirers to send by Registered Post at my / our risk, the Cheque(s) / Demand Draft(s) / Pay Order(s) in settlement of consideration payable and excess share certificate(s), if any, to the Sole / First holder at the address given hereunder and if full address is not given below the same will be forwarded at the address registered with GESL:

Name and complete address of the Sole/ First holder (in case of member(s), address as registered with GESL):

Place: ----- **Date:** -----

Tel. No(s) : ----- **Fax No.:** -----

So as to avoid fraudulent encashment in transit, the shareholder(s) have an option to receive the sale consideration through RTGS/ECS mode and requested to kindly provide following information compulsorily in order to received payment through RTGS/ECS

Bank Account No.: ----- Type of Account: -----

(Savings /Current /Other (please specify))

Name of the Bank: -----

Name of the Branch and Address: -----

MICR Code of Bank-----

IFCS Code of Bank-----

The Permanent Account Number (PAN / GIR No.) allotted under the Income Tax Act, 1961 is as under:

| | 1 st Shareholder | 2 nd Shareholder | 3 rd Shareholder |
|---------------|-----------------------------|-----------------------------|-----------------------------|
| PAN / GIR No. | | | |

Yours faithfully,

Signed and Delivered:

| | FULL NAME (S) OF THE HOLDERS | SIGNATURE (S) |
|------------------------|------------------------------|---------------|
| First/Sole Shareholder | | |
| Joint Holder 1 | | |
| Joint Holder 2 | | |

Note: In case of joint holdings all the holders must sign. In case of body corporate, stamp of the Company should be affixed and necessary Board Resolution should be attached.

INSTRUCTIONS

- 1 Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance.
- 2 The Form of Acceptance should be filled-up in English only.
- 3 Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
- 4 **Mode of tendering the Equity Shares Pursuant to the Offer:**
 - I. The acceptance of the Offer made by Acquirers is entirely at the discretion of the equity shareholder of GESL.
 - II. Shareholders of GESL to whom this Offer is being made, are free to Offer his / her / their shareholding in GESL for sale to the Acquirers, in whole or part, while tendering his / her / their equity shares in the Offer.

ACKNOWLEDGEMENT SLIP

SHARES IN PHYSICAL FORM

**OPEN OFFER TO THE SHAREHOLDERS OF GI ENGINEERING SOLUTIONS LIMITED ('GESL'/
'TARGET COMPANY') BY MR. VISHESH GUPTA AND VRINDAA ADVANCED MATERIALS
LIMITED ('ACQUIRERS') PURSUANT TO SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND
TAKEOVERS) REGULATIONS, 2011**

Received from Mr. / Ms.....

Ledger Folio No/ -----Number of certificates enclosed under the Letter of Offer dated _____, Form of Acceptance, Transfer Deeds(s) and Original Share Certificate(s) as detailed hereunder:

| Sr. No. | Share Certificate No. | Distinctive Nos. | | No. of equity shares |
|-----------------------------------|-----------------------|------------------|----|----------------------|
| | | From | To | |
| 1. | | | | |
| 2. | | | | |
| 3. | | | | |
| Total no. of Equity Shares | | | | |

Stamp

Authorised Signatory

Date

Note: All future correspondence, if any, should be addressed to

Registrar to the Offer

Skyline Financial Services Private Limited

CIN: U74899DL1995PTC071324

SEBI Registration Number: INR000003241

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

Contact Person: Mr. Alok Gautam

Ph. No.: 011-40450193-97

E-mail ID: compliances@skylinerta.com