

## DRAFT LETTER OF OFFER

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*This Draft Letter of Offer (DLOO) is sent to you as an Equity Shareholder(s) of NDA Securities 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 DLOO 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. RAM GOPAL JINDAL

Residing at B-109 Block B, Swaroop Nagar, Libas Pur, North West Delhi - 110042;  
Ph. No.: +91-8287556566; Fax No.: NA, Email ID: [ramgopaljindal99@gmail.com](mailto:ramgopaljindal99@gmail.com)  
(Hereinafter referred to as 'Acquirer')

### MR. GAURAV JINDAL

Residing at Plot No. 4, Block- Q D Pitampura, Delhi – 110034;  
Ph. No.: +91-8860268286; Fax No.: NA, Email ID: [gauravjindalca@gmail.com](mailto:gauravjindalca@gmail.com)  
(Hereinafter referred to as 'PAC')

### NDA SECURITIES LIMITED

Registered Office: E-157, 2nd Floor, Kalkaji, New Delhi - 110019;  
Ph. No.: 011-23712751 / 23717551; Fax: 011-23731210;  
Email ID: [legal@ndaIndia.com](mailto:legal@ndaIndia.com) Website: [www.ndaIndia.com](http://www.ndaIndia.com)  
(Hereinafter referred to as 'Target Company' or 'NSL' or 'TC')

**At an Offer Price of INR 28/- (Indian Rupees Twenty-Eight 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 Acquirer along with PAC 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 Draft Letter of Offer.
4. **THIS OFFER IS NOT A COMPETING OFFER.**
5. If there is any upward revision in the Offer Price by the Acquirer along with PAC up to one working day prior to the commencement of the tendering period i.e., up to March 26, 2024, Tuesday 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 Acquirer along with PAC 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](http://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. 27 to 42). FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT IS ENCLOSED WITH THIS DRAFT 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  
Fax. No.: 91-11-40622201  
Email ID: [manoj@indiacp.com](mailto:manoj@indiacp.com) / [ruchika.sharma@indiacp.com](mailto:ruchika.sharma@indiacp.com)  
SEBI Registration Number.: INM000011435

#### REGISTRAR TO THE OFFER



**BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**  
CIN: U67120DL1993PTC052486  
BEETAL House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi – 110062  
Contact Person: Mr. Punit Kumar Mittal  
Ph. No.: +91-11-29961281, +91-11-26051061, +91-11-26051064  
Fax. No.: +91-11-29961284  
Email ID: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) / [beetalrta@gmail.com](mailto:beetalrta@gmail.com) SEBI Registration Number: INR000000262

**OFFER OPENS ON: MARCH 28, 2024, THURSDAY**

**OFFER CLOSSES ON: APRIL 15, 2024, MONDAY**

## SCHEDULE OF ACTIVITIES OF THE OFFER

ACTIVITY	ORIGINAL DATE AND DAY
Public Announcement (PA) Date	February 01, 2024 Thursday
Detailed Public Statement (DPS) Date	February 08, 2024 Thursday
Last date of filing of draft offer document with SEBI	February 15, 2024 Thursday
Last date for a competing offer	March 01, 2024 Friday
Identified Date*	March 13, 2024 Wednesday
Date by which Letter of Offer will be despatched to the shareholders	March 20, 2024 Wednesday
Issue Opening PA Date	March 27, 2024 Wednesday
Last date by which Board of TC shall give its recommendations	March 22, 2024 Friday
Date of commencement of tendering period (Offer opening Date)	March 28, 2024 Thursday
Date of expiry of tendering period (Offer closing Date)	April 15, 2024 Monday
Date by which all requirements including payment of consideration would be completed	April 30, 2024 Tuesday

*(\*) 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 Acquirer, their persons acting in concert and the parties to any underlying agreement i.e., the Share Purchase Agreement dated February 01, 2024 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**

**Given below are the risks related to the transaction, proposed Offer and those associated with Acquirer along with PAC:**

### **(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 Acquirer along with PAC 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 Acquirer along with PAC, for the acquisition of control and 84.82% of the Paid-up Equity Share Capital of the Target Company under the Share Purchase Agreement ('SPA') and this Offer, by the Acquirer along with PAC, approval of SEBI, BSE, NSE, and NSDL in terms of SEBI (Stock Brokers) Regulations, 1992 read with SEBI (Depositories and Participants) Regulations, 2018 and SEBI Master Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/71 dated May 17, 2023 and applicable laws would be required and in case the approval would not be received then the acquisition of 48.56% shares and control over the Target Company under SPA and this for 26% shares under Offer, would not be completed and the Open Offer would be withdrawn in terms of the provisions of Regulation 23(1)(a) of SEBI (SAST) Regulations, 2011.

### **(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 Acquirer along with PAC with any of the provisions of the SEBI (SAST) Regulations, 2011, the Acquirer along with PAC 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 Acquirer along with PAC not to proceed with the Offer, then the Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the shareholders of NSL, whose shares have been accepted in the Offer as well as the return of shares not accepted by the Acquirer along with PAC, may be delayed. In case of delay in receipt of any statutory approval, SEBI has the power to grant extension of time to the Acquirer along with PAC for payment of consideration to the shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer along with PAC 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 Acquirer along with PAC 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 Acquirer along with PAC and the Manager to the Offer accept no responsibility for statements made otherwise than in the Draft Letter of Offer (DLOO)/ Detailed Public Statement (DPS)/ Public Announcement (PA) and anyone placing reliance on any other sources of information (not released by the Acquirer along with PAC) would be doing so at his / her / its own risk.
6. This DLOO has not been filed, registered with or approved in any jurisdiction outside India. Recipients of the DLOO who are the 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 Acquirer along with PAC 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 Acquirer along with PAC:**

1. The Acquirer along with PAC 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.
2. The Acquirer along with PAC make no assurance with respect to their investment/ divestment decisions relating to their proposed shareholding in the Target Company.
3. The Acquirer along with PAC 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.

**The risk factors set forth above, 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 NSL 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.**

## INDEX

Sr. No.	Subject	Page No.
1.	Definitions	06
2.	Disclaimer Clause	09
3.	Details of the Offer	10
4.	Background of Acquirer (including PAC)	12
5.	Background of the Target Company	14
6.	Offer Price and Financial Arrangements	19
7.	Terms and Conditions of the Offer	25
8.	Procedure for Acceptance and Settlement of the Offer	27
9.	Documents for Inspection	42
10.	Declaration by Acquirer (including PAC)	43

## 1. DEFINITIONS

S. No.	Abbreviations	Particulars
1.	Acquirer	Mr. Ram Gopal Jindal
2.	Board of Directors / Board	Board of Directors of <b>NDA SECURITIES LIMITED</b>
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 Acquirer along with PAC on February 08, 2024, in Financial Express – English (All Editions), Jansatta – 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 February 01, 2024, between Acquirer along with PAC, 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 <sup>th</sup> (Tenth) Working Day prior to the commencement of the Tendering Period i.e., March 13, 2024, Wednesday for the purpose of determining the

		Shareholders to 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.	NSE	National Stock Exchange of India Limited
25.	NSDL	National Securities Depository 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 up to 15,46,575 (Fifteen Lakh Forty Six Thousand Five Hundred and Seventy Five) Equity Shares representing 26.00% of the Paid Up Share Capital of the Target Company at an Offer Price of INR 28.00/- (Indian Rupees Twenty Eight Only) per fully paid-up equity share payable in cash
29.	Offer Period	February 01, 2024, Thursday to April 30, 2024, Tuesday
30.	Offer Price	INR 28.00/- (Indian Rupees Twenty Eight Only) per fully Paid up Equity Share payable in cash
31.	PAC	Mr. Gaurav Jindal
32.	PAT	Profit After Tax
33.	Persons eligible to participate in the Offer	All the Registered shareholders of the Target Company and unregistered shareholders who own the Equity Shares of the Target Company any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirer, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated February 01, 2024 and including persons deemed to be acting in concert with such parties, for the sale of shares of the Target Company
34.	Paid-up Equity Share Capital	It means the paid-up Equity Shares Capital of the Target Company i.e., INR 5,94,83,640 (Indian Rupees Five Crores Ninety Four Lakh Eighty Three Thousand Six Hundred and Forty Only) representing 59,48,364 (Fifty Nine Lakh Forty

		Eight Thousand Three Hundred and Sixty Four) equity shares of INR 10 (Indian Rupees Ten only) each
35.	Public Announcement or PA	Public Announcement submitted to BSE, SEBI and TC on February 01, 2024, Thursday
36.	Public Shareholders	All the shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer, PAC, person acting in concert with the Acquirer, 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)
37.	Registrar or Registrar to the Offer	Beetal Financial & Computer 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
38.	RBI	The Reserve Bank of India
39.	Return on Net Worth	(Profit After Tax/Net Worth) *100
40.	SCRR	Securities Contracts (Regulation) Rules, 1957, as amended or modified
41.	SEBI Act	Securities and Exchange Board of India Act, 1992
42.	SEBI	Securities and Exchange Board of India
43.	SEBI (ICDR) Regulations, 2018	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and subsequent amendments thereto
44.	SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto
45.	SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto
46.	Sellers or the Sellers	<ul style="list-style-type: none"> <li>▪ Shri. Sanjay Agarwal</li> <li>▪ Shri. N D Agarwal</li> <li>▪ Smt. Deepti Agarwal</li> <li>▪ Smt. Saroj Agarwal</li> <li>▪ N D Agarwal HUF</li> <li>▪ NDA Research &amp; Technologies Private Limited</li> </ul>



47.	SPA	It means the Share Purchase Agreement entered on February 01, 2024 by the Acquirer to acquire 28,88,720 (Twenty Eight Lakh Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 28.00/- (Indian Rupees Twenty Eight only) per Equity Share aggregating to INR 8,08,84,160/- (Indian Rupees Eight Crore Eight Lakh Eighty Four Thousand One Hundred and Sixty only).
48.	Stock Exchanges	BSE & NSE
49.	Target Company/ TC/ NSL	NDA Securities Limited
50.	Tendering Period	March 28, 2024, Thursday to April 15, 2024, Monday
51.	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 DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF NDA SECURITIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF ACQUIRER ALONG WITH PAC OR THE TARGET COMPANY WHOSE SHARES ARE PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER ALONG WITH PAC ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER ALONG WITH PAC 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 FEBRUARY 14, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SAST) REGULATIONS, 2011. THE FILING OF THE DLOO DOES NOT, HOWEVER, ABSOLVE ACQUIRER ALONG WITH PAC 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 Acquirer along with PAC.
- 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 Acquirer has entered into SPA on February 01, 2024, with the Sellers to acquire 28,88,720 (Twenty Eight Lakh Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% of the Paid-up Equity Share Capital of the Target Company from the Sellers at an agreed price of INR 28.00/- (Indian Rupees Twenty Eight only) per Equity Share aggregating to INR 8,08,84,160/- (Indian Rupees Eight Crore Eight Lakh Eighty Four Thousand One Hundred and Sixty only). It has triggered the requirement to make Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations.
- 3.1.4. The Acquirer along with PAC have made this open offer to acquire up to 15,46,575 (Fifteen Lakh Forty Six Thousand Five Hundred and Seventy Five) Equity Shares representing 26.00% of the Equity Share Capital of the Target Company at an Offer Price of INR 28.00/- (Indian Rupees Twenty Eight 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 Draft 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 Acquirer along with PAC would increase from 6,10,250 (Six Lakh Ten Thousand Two Hundred and Fifty only) representing 10.26% to 50,45,545 (Fifty Lakh Forty Five Thousand Five Hundred Forty Five Only) Equity Shares representing 84.82% of the Paid-up 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 Acquirer along with PAC 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. Post to the acquisition of substantial shares and control over the Target Company, the Acquirer along with PAC will appoint their representatives on the Board of the Target Company.
- 3.1.8. 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 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 Acquirer along with PAC have made a PA on February 01, 2024 to SEBI, BSE and TC and the DPS was published on February 08, 2024 in the following newspapers:

Newspapers	Editions
Financial Express (English)	All Editions
Jansatta (Hindi)	All Editions
Prathakal (Marathi)	Mumbai Edition

The DPS is also available on the website of SEBI [www.sebi.gov.in](http://www.sebi.gov.in), BSE [www.bseindia.com](http://www.bseindia.com) and on the website of Manager to the Offer [www.corporateprofessionals.com](http://www.corporateprofessionals.com)

- 3.2.2. The Acquirer along with PAC have made this Takeover Open Offer in terms of SEBI (SAST) Regulations, 2011 to the Public Shareholders of the Target Company to acquire upto 15,46,575 (Fifteen Lakh Forty Six Thousand Five Hundred and Seventy Five) Equity Shares representing 26.00% of the Paid-up Share Capital of the Target Company at an offer price of INR 28.00/- (Indian Rupees Twenty Eight Only) per fully paid-up equity share payable in cash, subject to the terms and conditions as set out in PA, DPS and this Draft 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 Acquirer along with PAC will accept the Equity Shares of NSL those are tendered in valid form in terms of this offer up to a maximum of 15,46,575 (Fifteen Lakh Forty-Six Thousand Five Hundred and Seventy Five) Equity Shares representing 26.00% of the Paid-up Share Capital of the Target Company at an offer price of INR 28.00/- (Indian Rupees Twenty Eight Only).
- 3.2.7. The Acquirer along with PAC have not acquired any shares of Target Company after the date of PA i.e., February 01, 2024, and upto the date of this DLOO.
- 3.2.8. The Equity Shares of the Target Company will be acquired by the Acquirer along with PAC 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 DLOO, the Acquirer do not hold any shares/interest in the Target Company. As on the date of DLOO, PAC holds 6,10,250 equity shares representing 10.26% of the Paid-Up Equity Share Capital of the Target Company.
- 3.2.10. Upon completion of the Offer, assuming full acceptances in the Offer, Acquirer along with PAC will hold 50,45,545 (Fifty Lakh Forty Five Thousand Five Hundred and Forty Five) Equity Shares representing 84.82% of the Paid-up Equity Share Capital of the Target Company as on the tenth working day after the closure of the Tendering Period. As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules,

1957, as amended (the 'SCRR'), the Acquirer along with PAC is 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 reduce below the Minimum Public Shareholding required as per SCRR as amended and SEBI (LODR) Regulations, 2015, the Acquirer along with PAC undertake that they will take necessary steps to facilitate compliances of the Target Company with the relevant provisions of SCRR, the Listing Agreement or corresponding provisions of SEBI (LODR) Regulations, 2015 and the Regulations 7(4) and 7(5) of the SEBI (SAST) Regulations, 2011 and will reduce the non-public shareholding within the time period mentioned therein.

3.2.11. 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 Draft 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.

3.2.12. Pursuant to an Open Offer, the Acquirer along with PAC will be classified into Promoter and Promoter group of the Target Company and the Sellers along with the existing members of promoter and promoter group of the Target Company namely, Ms. Neena Dewan and Ms. Reena Gupta will be classified into Public Category in pursuance with Regulation 31A of SEBI (LODR) Regulations, 2015.

### **3.3. Object of the Acquisition/ Offer**

The objective behind the acquisition of substantial shares and control over the Target Company is to enter to stock broking business. The Acquirer along with PAC will appoint certain professional representatives on the Board of the Target Company upon acquisition of substantial shares and control over the Target Company, who has substantial relevant experience. The Acquirer and PAC are in final discussion with proposed representatives and upon confirmation, the names will be disclosed.

## **4. BACKGROUND OF THE ACQUIRER ALONG WITH PAC**

### **4.1. MR. RAM GOPAL JINDAL ('ACQUIRER')**

4.1.1 Mr. Ram Gopal Jindal S/o Mr. Anand Swarup, age 65 years, having PAN AJNPG2994B under the Income Tax Act, 1961, presently residing at B-109 Block B, Swaroop Nagar, Libas Pur, North West Delhi - 110042; Ph. No.: +91-8287556566; Email ID: [ramgopaljindal99@gmail.com](mailto:ramgopaljindal99@gmail.com)

4.1.2 Acquirer has rich experience in general administration and corporate field and also holds good experience in the field of Non-Banking Finance Company.

4.1.3 The Net Worth of Acquirer as on January 23, 2024 is INR 98,69,73,345/- (Indian Rupees Ninety Eight Crore Sixty Nine Lakh Seventy Three Thousand Three Hundred and Forty Five Only) as certified by CA Priyanka Verma having membership No. 541721, Partner of M/s MAAGS & Co., Auditors and Business Advisors (UDIN 24541721BJZXBE8892) having office at 405, PP Towers, Netaji Subhash Place, Pitampura Delhi 110034; Ph. No.: +91-9811277391; Tel.: 011-47461199; Email id: [info@maags.co.in](mailto:info@maags.co.in), vide its certificate dated January 31, 2024.

- 4.1.4 As on the date of the DLOO, Acquirer does not hold any shares / interest in the Target Company. Acquirer has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.1.5 As on the date of PA, Acquirer 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.
- 4.1.6 The Acquirer is the Managing Director in Standard Capital Markets Limited, a company whose equity shares are listed and traded on the bourses of BSE. Apart from this, the Acquirer does not hold any position on the Board of any listed company.
- 4.1.7 The Acquirer holds the directorship in the following companies as provided below:

S. No.	Name of the Company/Firm	Designation	Listed / Unlisted
1.	Standard Capital Market Limited	Managing Director	Listed
2.	Srikaya Health Institute Limited	Director	Unlisted
3.	Standard Infracap Services Limited	Director	Unlisted

## 4.2. MR. GAURAV JINDAL ('PAC')

- 4.2.1 Mr. Gaurav Jindal S/o Mr. Ram Gopal Jindal, age 33 years, having PAN ASXPJ3924B under the Income Tax Act, 1961, presently residing at Plot No. 4, Block- Q D Pitampura, Delhi – 110034; Ph. No.: +91-8860268286; Email ID: [gauravjindalca@gmail.com](mailto:gauravjindalca@gmail.com)
- 4.2.2 PAC is holding fellow membership of the Institute of Chartered Accountants of India ('ICAI') and have rich experience in the field of Investments, Fund raising, Financing, Portfolio Management, Technology Provider, Software and Website Development, Digital Marketing, Data Science, Data Analysis, etc.
- 4.2.3 The Net Worth of PAC as on February 06, 2024 is INR 71,72,60,045/- (Indian Rupees Seventy One Crores Seventy Two Lakh Sixty Thousand and Forty Five Only) as certified by CA Priyanka Verma (Membership No. 541721, Partner of M/s MAAGS & Co. Auditors and Business Advisors (UDIN 4541721BJZXBI3194) having office at 405, PP Towers, Netaji Subhash Place, Pitampura Delhi 110034; Ph. No.: +91-9811277391; Tel.: 011-47461199; Email id: info@maags.co.in vide its certificate dated February 07, 2024.
- 4.2.4 As on the date of PA, PAC holds 6,10,250 equity shares representing 10.26% of the Paid-Up Equity Share Capital of the Target Company. PAC has not acquired any equity shares of the Target Company from the date of PA till the date of this DLOO.
- 4.2.5 As on the date of PA, except the shares held by PAC as mentioned in para 4.2.4 above, the PAC do not hold any interest in the Target Company.
- 4.2.6 The PAC is the Managing Director in Quicktouch Technologies Limited, a company whose equity shares are listed and traded on the emerge platform of NSE. Apart from this, the PAC does not hold any position on the Board of any listed company.

4.1.8 The PAC holds the directorship in the following companies as provided below:

S. No.	Name of the Company/Firm	Designation	Listed / Unlisted
1.	Quicktouch Technologies Limited	Managing Director	Listed
2.	Srikaya Health Institute Limited	Director	Unlisted
3.	Standard Infracap Services Limited	Director	Unlisted
4.	Genius Townships Private Limited	Director	Unlisted
5.	Tronix IT Solutions Private Limited	Director	Unlisted
6.	Qtouch Business Solutions Private Limited	Director	Unlisted
7.	BIR Foods & Restaurants Private Limited	Director	Unlisted
8.	KRV Brooms Private Limited	Director	Unlisted
9.	Vein India Scholars Private Limited	Director	Unlisted

## 5. BACKGROUND OF THE TARGET COMPANY – NDA SECURITIES LIMITED

5.1 The Target Company having CIN L74899DL1992PLC050366, was incorporated as a Public Limited Company on 21<sup>st</sup> September, 1992 under the provisions of Companies Act, 1956. In the year 1994, the Company came out with a public issue and is among the first broking houses of Northern India to go public. The equity shares of the Target Company are listed and traded on BSE. The Target Company had started its journey by acquiring the membership in NSE as soon as it came into existence in the year 1994 and held Category-1 Merchant Banking license till 1998. The Target Company is currently operating as the SEBI Registered Stock Broker, having membership with NSE and BSE and the Depository Participant of NSDL.

5.2 The registered office of the Target Company is situated at E-157, S/F Kalkaji, South Delhi, New Delhi – 110019.

5.3 Share capital structure of the Target Company as on the date of DLOO is as follows—

Paid up Shares of Target Company	No. of Shares/ voting rights	% of voting rights
Fully paid up equity shares	59,48,364 Equity Shares of INR 10.00 each	100.00
Partly paid up equity shares	Nil	Nil
Total paid up equity shares	59,48,364 Equity Shares of INR 10.00 each	100.00
Total Voting Rights in TC	59,48,364 Equity Shares of INR 10.00 each	100.00

5.4 The equity shares of Target Company are listed and traded on the bourses of BSE and are 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.

5.5 The authorized share capital of the Target Company is INR 15,00,00,000 (Indian Rupees Fifteen Crores only) constituting 1,50,00,000 (One Crore and Fifty Lakh) Equity Shares of INR 10/- each.

The paid-up equity share capital of the Target Company is INR 5,94,83,640 (Indian Five Crore Ninety Four Lakh Eighty Three Thousand Six Hundred and Forty only) divided into 59,48,364 (Fifty Nine Lakh Forty Eight Thousand Three Hundred and Sixty Four) Equity Shares of INR 10.00 (Indian Rupees Ten only) each.

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

<b>S. No.</b>	<b>Name and Address of Director</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Mr. Sanjay Agarwal <b>DIN:</b> 00010639 <b>Address:</b> Farm No 4 Dera Greens Opposite Dera Sr. Secondary School, Mehrauli, Delhi – 110074	Managing Director	September 25, 2002
2.	Ms. Deepti Agarwal <b>DIN:</b> 00049250 <b>Address:</b> E-157 S/F Kalkaji, South Delhi, New Delhi, Delhi - 110019	Non Executive Director	May 01, 2008
3.	Mr. Uma Shanker Gupta <b>DIN:</b> 00008823 <b>Address:</b> Flat No. 1203A, 13 <sup>th</sup> Floor, Tower A-3, Emerald Bay, Sector 104, Dhwampur, Gurgaon	Independent Director	August 07, 2000
4.	Mr. Ram Kishan Sanghi <b>DIN:</b> 00350516 <b>Address:</b> 246, Nilgiri Apartment, Opp. St. George School, Kalkaji, Delhi – 110019	Independent Director	May 11, 2010

- 5.9 The financial information for last three financial years and for the six months ended September 30, 2023, is as follows:

#### **Standalone Financial Statements**

**(INR in Lacs)**

<b>Profit &amp; Loss Statement</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>

Income from Operations	502.65	736.36	510.48	246.08
Other Income	71.32	66.14	62.75	39.07
Increase/Decrease in Stock	0.00	0.00	0.00	0.00
<b>Total Income</b>	<b>573.97</b>	<b>802.50</b>	<b>573.23</b>	<b>285.15</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>515.64</b>	<b>702.13</b>	<b>532.67</b>	<b>245.33</b>
Profit Before Depreciation Interest and Tax	58.33	100.37	40.56	39.82
Depreciation	12.47	10.49	11.82	6.47
Interest	4.30	3.79	3.39	6.04
<b>Profit/ (Loss) Before Tax</b>	<b>41.56</b>	<b>86.09</b>	<b>25.35</b>	<b>27.31</b>
Provision for Tax	0.22	(8.20)	56.68	(7.56)
<b>Profit/ (Loss) After Tax</b>	<b>41.78</b>	<b>77.89</b>	<b>82.03</b>	<b>19.75</b>

<b>Balance Sheet Statement</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>
<b>Sources of funds</b>				
Paid up share capital	509.22	509.22	509.22	594.84
Reserves and Surplus (Excl. Revaluation Reserve)	233.92	319.31	391.76	476.17
Secured loans	0.00	64.26	14.18	119.76
Unsecured loans	0.00	0.00	0.00	0.00
Deferred Tax Liability (Net)	(8.90)	(13.08)	(74.79)	(73.88)
<b>Total</b>	<b>734.24</b>	<b>879.71</b>	<b>840.37</b>	<b>1116.89</b>
<b>Uses of funds</b>				
Net fixed assets	35.50	40.80	40.57	37.00
Investments	113.51	113.51	175.29	175.29
Net Current Assets	1326.35	1322.20	1334.12	1776.16
Total miscellaneous expenditure not written off	0.00	0.00	0.00	0.00



<b>Total</b>	<b>1475.36</b>	<b>1476.51</b>	<b>1549.98</b>	<b>1998.45</b>
--------------	----------------	----------------	----------------	----------------

<b>Other Financial Data</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>
Dividend (% of the Face Value)	0.00	0.00	0.00	0.00
Earnings Per Share (INR)	0.64	1.68	1.61	0.33
Net worth (INR In Lacs)	743.14	828.53	900.98	1071.01
Return on Net worth (%)	4.38	10.31	8.04	1.87
Book Value Per Equity Share (INR)	14.59	16.27	17.69	21.03

### Consolidated Financial Statements

(INR in Lacs)

<b>Profit &amp; Loss Statement</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>
Income from Operations	517.37	736.36	510.48	246.08
Other Income	72.67	67.02	63.53	39.49
Increase/Decrease in Stock	0.00	0.00	0.00	0.00
<b>Total Income</b>	<b>590.04</b>	<b>803.38</b>	<b>574.01</b>	<b>285.57</b>
<b>Total Expenditure (Excluding Depreciation and Interest)</b>	<b>529.39</b>	<b>703.02</b>	<b>533.13</b>	<b>245.55</b>
Profit Before Depreciation Interest and Tax	60.65	100.36	40.88	40.02
Depreciation	13.18	11.17	12.50	6.81
Interest	8.57	6.97	6.02	7.63
<b>Profit/ (Loss) Before Tax</b>	<b>38.90</b>	<b>82.22</b>	<b>22.36</b>	<b>25.58</b>
Provision for Tax	0.20	8.21	(56.63)	7.44
<b>Profit/ (Loss) After Tax</b>	<b>39.10</b>	<b>74.01</b>	<b>78.99</b>	<b>18.14</b>

<b>Balance Sheet Statement</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>
<b>Sources of funds</b>				
Paid up share capital	509.22	509.22	509.22	594.84
Reserves and Surplus (Excl. Revaluation Reserve)	289.38	289.89	359.30	442.10
Secured loans	66.00	109.26	62.18	169.35
Unsecured loans	0.00	0.00	0.00	0.00
Deferred Tax Liability (Net)	9.30	13.47	75.14	(74.34)
<b>Total</b>	<b>873.90</b>	<b>921.84</b>	<b>1005.84</b>	<b>1131.95</b>
<b>Uses of funds</b>				
Net fixed assets	38.30	42.91	42.01	38.10
Investments	88.51	128.03	79.72	80.33
Net Current Assets	1331.44	1323.02	1335.62	1777.61
Total miscellaneous expenditure not written off	0.00	0.00	0.00	0.00
<b>Total</b>	<b>3206.05</b>	<b>3337.64</b>	<b>3469.03</b>	<b>1896.04</b>

<b>Other Financial Data</b>	<b>Year ended March 31, 2021 (Audited)</b>	<b>Year ended March 31, 2022 (Audited)</b>	<b>Year ended March 31, 2023 (Audited)</b>	<b>Half Year ended September 30, 2023 (Unaudited)</b>
Dividend (% of the Face Value)	0.00	0.00	0.00	0.00
Earnings Per Share (INR)	0.77	1.45	1.55	0.30
Net worth (INR In Lacs)	717.60	717.60	717.60	1036.94
Return on Net worth (%)	5.45	10.31	11.01	1.75
Book Value Per Equity Share (INR)	14.09	14.09	14.09	17.43

Source – As certified by CA Joginder Kumar Mittal (Membership No. 088237), Partner of JM & Associates, Chartered Accountants (UDIN: 24088327BJZZKM6020) having office at A 402,

Ansal Chamber 1, 3 Bhikaji Cama place, New Delhi 110066; Tel.: 011-26178986 / 011-26168848; Fax: NA; Email ID [Info.jmindia@gmail.com](mailto:Info.jmindia@gmail.com) vide its certificate dated February 05, 2024.

5.10 Pre and Post-Offer shareholding pattern of the Target Company as on the date of Draft 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 the offer under 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.	%
<b>1.</b>	<b>Promoter Group</b>								
	a. Parties to agreement, if any	28,88,720	48.56	(28,88,720)	(48.56)	0	0.00	0	0.00
	b. Promoters other than (a) above	520	0.01	0	0.00	0	0.00	520	0.01
	<b>Total 1 (a+b)</b>	<b>28,89,240</b>	<b>48.57</b>	<b>(28,88,720)</b>	<b>(48.56)</b>	<b>0</b>	<b>0.00</b>	<b>520</b>	<b>0.01</b>
<b>2.</b>	<b>Acquirer along with PAC</b>								
	a. Ram Gopal Jindal	0	0.00	28,88,720	48.56	15,46,575	26.00	44,35,295	74.56
	b. Gaurav Jindal	6,10,250	10.26	0	0.00	0	0.00	6,10,250	10.26
	<b>Total 2 (a+b)</b>	<b>6,10,250</b>	<b>10.26</b>	<b>28,88,720</b>	<b>48.56</b>	<b>15,46,575</b>	<b>26.00</b>	<b>50,45,545</b>	<b>84.82</b>
<b>3.</b>	Parties to the agreement other than 1(a) & 2	0	0.00	0	0.00	0	0.00	0	0.00
<b>4.</b>	<b>Public (other than parties to agreement, Acquirer along with PAC &amp; PACs)</b>								
a.	FIs / MFs / FIs / Banks, SFIs	24,48,874	41.17	0	0.00	(15,46,575)	(26.00)	9,02,299	15.17
b.	Others			0	0.00				
	<b>Total (4)(a+b)</b>	<b>24,48,874</b>	<b>41.17</b>	<b>0</b>	<b>0.00</b>	<b>(15,46,575)</b>	<b>(26.00)</b>	<b>9,02,299</b>	<b>15.17</b>
	<b>Total (1+2+3+4)</b>	<b>59,48,364</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>59,48,364</b>	<b>100.00</b>

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of Offer Price

6.1.1. The Acquirer has entered into a SPA dated February 01, 2024 with the Sellers for the acquisition of 28,88,720 (Twenty Eight Lakh Eighty Eight Thousand Seven Hundred and Twenty) Equity Shares representing 48.56% 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 28.00/- (Indian Rupees Twenty Eight Only) per Equity Share of the Target Company aggregating to INR 8,08,84,160/- (Indian Rupees Eight Crores Eight Lakh Eighty Four Thousand One Hundred and Sixty) to be paid in cash.

It 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. 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. February 01, 2024 (February 2023 to January 2024) is as given below:

Stock Exchange	Time Period	Total No. of equity shares traded during the twelve calendar months prior to the month of PA date	Weighted Average No. of Equity Shares	Annualised Trading Turnover (as % of Weighted Average No. of Equity Shares)
BSE	February 2023 to January 2024	7,82,629	54,01,828	14.49

Source: [www.bseindia.com](http://www.bseindia.com)

- 6.1.3. The equity shares of the Target Company are listed and traded on the bourses of BSE and are **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).
- 6.1.4. The Offer Price of INR 28.00/- (Indian Rupees Twenty Eight 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 28.00/-
(b)	The volume-weighted average price paid or payable for acquisition by the Acquirer along with PAC along with their persons acting in concert during 52 weeks immediately preceding the date of Public Announcement	INR 25.00/-
(c)	The highest price paid or payable for any acquisition by the Acquirer along with PAC along with their persons acting in concert during 26 weeks immediately preceding the date of the Public Announcement	INR 25.00/-
(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	INR 27.34/- (Refer Note - 1 below)

	company are recorded during such period, provided such shares are frequently traded	
(e)	The Equity Shares are not frequently traded, the price determined by the Acquirer along with PAC 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	Not Applicable, since the equity shares of the Target Company are frequently traded

**Note 1 – Details of Volume Weighted Average Price for 60 trading days**

<b>VWAP for 60 trading days</b>			
<b>Date</b>	<b>WAP</b>	<b>Volume</b>	<b>VWAP</b>
31-Jan-24	28.13	3,174	89,293
30-Jan-24	29.07	1,265	36,768
29-Jan-24	28.97	2,137	61,915
25-Jan-24	28.01	2,902	81,294
24-Jan-24	29.44	639	18,814
23-Jan-24	29.01	11,528	3,34,411
20-Jan-24	27.84	7,606	2,11,748
19-Jan-24	28.43	280	7,961
18-Jan-24	28.98	1,878	54,423
17-Jan-24	29.56	1,504	44,457
16-Jan-24	30.13	2,404	72,441
15-Jan-24	30.74	1,264	38,859
12-Jan-24	31.36	701	21,985
11-Jan-24	30.82	64,093	19,75,620
10-Jan-24	31.38	478	14,998
09-Jan-24	30.99	5,273	1,63,417
08-Jan-24	31.59	4,500	1,42,155
05-Jan-24	31.00	7,429	2,30,275
04-Jan-24	30.87	17,367	5,36,082
03-Jan-24	31.38	1,137	35,679
02-Jan-24	30.77	38,775	11,93,106
01-Jan-24	30.17	309	9,322
29-Dec-23	29.58	231	6,832
28-Dec-23	28.66	26,774	7,67,359
27-Dec-23	29.25	34,459	10,07,964

26-Dec-23	29.81	759	22,625
22-Dec-23	29.14	12,305	3,58,525
21-Dec-23	28.66	622	17,826
20-Dec-23	28.10	5,992	1,68,375
19-Dec-23	27.55	1,014	27,935
18-Dec-23	27.01	354	9,561
15-Dec-23	26.49	2,944	77,986
14-Dec-23	25.81	1,737	44,834
13-Dec-23	25.48	730	18,600
12-Dec-23	24.25	2,796	67,805
11-Dec-23	24.50	101	2,474
08-Dec-23	23.61	610	14,400
07-Dec-23	23.56	1,200	28,274
06-Dec-23	23.14	1,785	41,304
05-Dec-23	22.11	1,123	24,828
04-Dec-23	21.62	5,487	1,18,629
01-Dec-23	21.05	2,279	47,971
30-Nov-23	20.14	3,856	77,645
29-Nov-23	19.39	3,888	75,377
28-Nov-23	17.71	14,373	2,54,481
24-Nov-23	18.33	4,334	79,448
23-Nov-23	19.15	2,073	39,706
22-Nov-23	19.59	4,335	84,935
21-Nov-23	20.63	1,491	30,758
20-Nov-23	20.14	2,519	50,734
17-Nov-23	19.59	27,829	5,45,122
16-Nov-23	19.97	1,778	35,515
15-Nov-23	19.97	6,165	1,23,136
13-Nov-23	21.04	96	2,020
12-Nov-23	22.10	10	221
10-Nov-23	21.34	366	7,809
09-Nov-23	21.71	269	5,841
08-Nov-23	21.29	103	2,193
07-Nov-23	23.44	120	2,813
06-Nov-23	24.02	249	5,980
<b>Total</b>		<b>3,53,799</b>	<b>96,72,864</b>
<b>VWAP for 60 trading days</b>			<b>INR 27.34/-</b>

- 6.1.5. In view of the parameters considered and presented in table above, in the opinion of the Acquirer along with PAC and the Manager to the Offer, the Offer Price INR 28.00/- (Indian Rupees Twenty-Eight 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 Acquirer along with PAC 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 Acquirer along with PAC 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 Acquirer along with PAC 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, Acquirer along with PAC 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 Acquirer along with PAC for payment of consideration to the shareholders of the Target Company shall be allowed subject to the Acquirer along with PAC 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 Acquirer along with PAC would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, then the Acquirer along with PAC 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 up to 15,46,575 (Fifteen Lakh Forty Six Thousand Five Hundred and Seventy Five) Equity Shares from the Public Shareholders of the Target Company at an Offer Price of INR 28.00/- (Indian Rupees Forty Four Only) per fully paid up equity share is INR 4,33,04,100/- (Indian Rupees Four Crores Thirty Three Lakh Four Thousand and One Hundred Only) (the '**Maximum Consideration**').
- 6.2.2. The Acquirer has 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 Acquirer.
- 6.2.3. The Acquirer, 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 February 01, 2024 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 Acquirer has deposited cash of INR 1,10,00,000/- (Indian Rupees One Crore Ten Lakh Only) ('**Security Deposit**') being more than 25% of the Maximum Consideration in an Escrow Account bearing name and style as '**CPCPL NSL OPEN OFFER ESCROW ACCOUNT**', (the '**Escrow Account**') opened with YES Bank Limited.
- 6.2.4. The Acquirer 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 Acquirer shall deposit additional funds in the Offer Escrow Account as required under Regulation 17(2) of the SEBI (SAST) Regulations.
- 6.2.6. CA Priyanka Verma having membership No. 541721, Partner of M/s MAAGS & Co., Auditors and Business Advisors (UDIN 24541721BJZXBE8892) having office at 405, PP Towers, Netaji Subhash Place, Pitampura Delhi 110034; Ph. No.: +91-9811277391; Tel.: 011-47461199; Email id: [info@maags.co.in](mailto:info@maags.co.in), vide its certificate dated January 31, 2024 has certified that the Acquirer has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 6.2.7. 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 Acquirer 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 NSL, whose names appear in its Register of Members as on March 13, 2024, Wednesday the Identified Date.
- 7.1.3 The Offer is subject to the terms and conditions set out in this Draft 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](http://www.sebi.gov.in) and copies of DLOO and LOO will be available on the website of SEBI at [www.sebi.gov.in](http://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](http://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 Draft 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 Acquirer in accordance with the terms and conditions set forth in the PA, DPS, this Draft Letter of Offer and the Letter of Offer.
- 7.1.12 The Acquirer along with PAC 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:** As per the information available on the website of BSE, it is evident that at present, 8,56,164 (Eight Lakh Fifty Six Thousand One Hundred and Sixty Four) Equity Shares representing 14.39% of the Paid-up Equity Share Capital of the Target Company are locked-in till March 24, 2024, Sunday. As per the timeline mentioned in this DLOO, the tendering period will commence on March 28, 2024, Thursday, thus, the locked-in shares would be free from lock-in by that time and the Acquirer will accept those shares, if tendered in the open offer without any discrimination.

### 7.3 **Persons eligible to participate in the Offer**

Registered shareholders of NSL and unregistered shareholders who own the Equity Shares of NSL any time prior to the Closure of Offer, including the beneficial owners of the shares, except the Acquirer, PAC, their persons acting in concert and the parties to any underlying agreement i.e. the Share Purchase Agreement dated February 01, 2024 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 To the best of the knowledge of the Acquirer along with PAC, apart from SEBI, BSE, NSE and NSDL approval for the acquisition of shares and control over the Target Company, in terms of SEBI (Stock Brokers) Regulations, 1992 read with SEBI (Depositories and Participants) Regulations, 2018 and SEBI Master Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/71 dated May 17, 2023, no statutory or other approvals are required to complete the acquisition of underlying agreement as on the date of this DLOO. 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. Acquirer 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 DPS) before the completion of the Open Offer.

7.4.2 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 Acquirer along with PAC 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 Acquirer along with PAC from NRIs and OCBs.

7.4.3 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to the Acquirer agreeing

to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the SEBI (SAST) Regulations.

7.4.4 In terms of the provisions of Regulation 18(11A) of SEBI (SAST) Regulations, if the Acquirer would not be able to make payment to shareholders on account of reasons other than delay in receipt of any statutory approval, the Acquirer 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.

7.4.5 The Acquirer 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 Acquirer along with PAC through Stock Exchange Mechanism made available by Stock Exchanges in the form of a separate window (**'Acquisition Window'**), as provided under the SEBI (SAST) Regulations and SEBI circular numbered CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as further amended by SEBI circular numbered CFD/DCR2/CIR/P/2016/131 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 read along with SEBI Master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023.

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 Acquirer has 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. Anupam Suman

**Tel. No.:** +91-9999492292

**Email ID:** [complianceofficer@nikunjonline.com](mailto: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 the 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 along with PAC 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](http://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. **Beetal Financial & Computer Services Private Limited** at the address mentioned on the cover page. The envelope should be superscribed '**NDA**

**SECURITIES 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](http://www.sebi.gov.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)) or Merchant Banker website ([www.corporateprofessionals.com](http://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 Acquirer along with PAC 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 read along with SEBI Master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 and 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 Acquirer along with PAC.
- 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 Acquirer along with PAC 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 Acquirer along with PAC for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirer along with PAC agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

#### 8.16. NOTE ON TAXATION

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE IT ACT (AS AMENDED BY FINANCE ACT, 2023) 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 INCOMETAX 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 ALONG WITH PAC 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 LISTED EQUITY SHARES IN OPEN OFFER ON 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 TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES. THE LAW STATED BELOW IS AS PER THE IT ACT.**

#### **GENERAL**

- a) As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to 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.
- b) The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.
- 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 is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

- 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 non-resident 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 MLI as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of 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 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) The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

### **Classification of Shareholders**

Public Shareholders can be classified under the following categories:

#### **Resident Shareholders being:**

1. Individuals, Hindu Undivided Family ("**HUF**"), Association of Persons ("**AOP**") and Body of Individuals ("**BOI**")
2. Others
  - a) Company
  - b) Other than company

#### **Non-Resident Shareholders being:**

1. Non-Resident Indians ("**NRIs**")
2. Foreign Institution Investors (FIIs)/ Foreign Portfolio Investors (FPIs)
3. Others:
  - a) Company
  - b) Other than company

### **Classification of Shares:**

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”). As per the current provisions of the IT Act, unless specifically exempted, gains arising from the transfer of shares may be treated either as “Capital Gains” or as “Business Income” for income tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e., stock-in-trade). Shareholders may also refer to Circular No.6/2016 dated February 29, 2016 issued by the Central Board of Direct Taxes (CBDT) in this regard.

**Shares held as investment:** As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), 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.

Capital gains in the hands of shareholders would be computed as per provisions of section 48 of the IT Act and the rate of income-tax would depend on the period of holding.

**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”

- a) In respect of Equity Shares held for a period less than or equal to 12 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 “short term capital gains” (“STCG”).
- b) Similarly, where Equity Shares are held for a period more than 12 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 “long-term capital gains” (“LTCG”).

**Tendering of Shares in the Offer through a Recognized Stock Exchange in India:**

Where a transaction for transfer of such Equity Shares (i.e., acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

- a) As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of Equity Shares exceeding one lakh rupees will be taxed at a rate of 10 percent without allowing benefit of indexation for resident shareholders and at a rate of 10 percent without allowing benefit of indexation and foreign exchange fluctuation for non-resident shareholders, provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

- b) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55 of IT Act.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

- c) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding 1,00,000
- d) Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):
- i. LTCG will be chargeable to tax at the rate of 20% (plus applicable surcharge and health and education cess) or 10% (plus applicable surcharge and health and education cess) without allowing benefit of indexation, 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 shall 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. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income tax on such LTCG.
  - v. 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 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.
- e) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 15% under section 111A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

- f) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.
- g) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%.
- h) 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.
- i) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.
- j) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

### **Investment Funds**

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head "Profits and gains of business or profession" would be exempt from income-tax on fulfilment of certain conditions specified therein. For this purpose, an "Investment Fund" means a fund registered as Category I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

### **Mutual Funds**

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

### **Shares held as Stock-in-Trade:**

- a) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession."
- b) Resident Shareholders
  - i. Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
  - ii. Domestic companies having turnover or gross receipts not exceeding 400 crores in the relevant financial year as prescribed will be taxable @ 25%.
  - iii. Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at 22%.

- iv. For persons other than stated above, profits will be taxable @ 30%.
- v. No benefit of indexation by virtue of period of holding will be available in any case

**Profits of:**

- a) **Non-Resident Shareholders:** Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.
- b) Where DTAA provisions are not applicable:
  - i. No benefit of indexation by virtue of period of holding will be available in any case.
  - ii. For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
  - iii. For foreign companies, profits would be taxed in India @ 40%.
  - iv. For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge and health and education cess are leviable for resident and non-resident shareholders.

- c) **Other Matters:** Further, the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders (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 under Sections 90/90A of the IT Act 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 analysed depending on the facts of each case.

**Tax Deduction at Source**

- a) **Resident Shareholders:** In absence of any specific provision under the IT Act, the Acquirer is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.
- b) **Non-Resident Shareholders:**
  - i. In case of FIIs: Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions:
  - ii. In case of non-resident tax payer (other than FIIs):

- FII/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
- FII/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the IT Act.
- If the above conditions are not satisfied, FII/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the IT Act (“TDC”), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.

**In case of non-resident tax payer (other than FIIs):**

Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the IT Act read with the provisions of the relevant DTAA and MLI, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in its records except in cases where the non-resident shareholders provide a specific mandate in this regard.

However, the Acquirer 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 Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident shareholders.

Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirer 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 non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate. The nonresident shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified. The non-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.

**Remittance/Payment of Interest:**



- a) In case of interest, if any, paid by the Acquirer 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 Acquirer depending on the settlement mechanism for such interest payments. In the event, the Acquirer decides 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 Acquirer. 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 Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.
- b) 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.

#### **Rate of Surcharge and Cess:**

As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

#### **Surcharge:**

- i. In case of domestic companies:  
Surcharge @ 12% is leviable where the total income exceeds 10 crore and @ 7% where the total income exceeds 1 crore but less than 10 crore for companies not opting for tax regime u/s. 115BAA and 115BAB. In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable.
- ii. In case of companies other than domestic companies:  
Surcharge @ 5% is leviable where the total income exceeds 10 crores.  
Surcharge @ 2% where the total income exceeds 1 crore but less 10 crores
- iii. In case of individuals, HUF, AOP, BOI:  
Surcharge at the rate of 10% is leviable where the total income exceeds 50 lakhs but does not exceed 1 crore.  
Surcharge at the rate of 15% is leviable where the total income exceeds 1 crore but does not exceed 2 crores.  
Surcharge at the rate of 25% is leviable where the total income exceeds 2 crores but does not exceed 5 crores.  
Surcharge at the rate of 37% is leviable where the total income exceeds 5 crores.

However, for the purpose of income chargeable under section 111A, 112, 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 1 crore.

Cess: Cess Health and Education Cess @ 4% is currently leviable in all cases.

**THE ABOVE DISCLOSURE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS DISCLOSURE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO THEIR PARTICULAR CIRCUMSTANCES.**

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

## **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 Priyanka Verma having membership No. 541721, Partner of M/s MAAGS & Co., Auditors and Business Advisors (UDIN 24541721BJZXBE8892) having office at 405, PP Towers, Netaji Subhash Place, Pitampura Delhi 110034; Ph. No.: +91-9811277391; Tel.: 011-47461199; Email id: [info@maags.co.in](mailto:info@maags.co.in), vide its certificate dated January 31, 2024 certifying that the Acquirer has sufficient resources to meet the fund requirement for the obligation of open offer of the Target Company.
- 9.2. Audited Annual Accounts of NSL for last three financial years.
- 9.3. Copy of Escrow Agreement between Acquirer, Manager to the Offer and Yes Bank Limited.
- 9.4. Copy of Share Purchase Agreement dated February 01, 2024, entered between the Acquirer and Sellers.
- 9.5. Confirmation from Yes Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulations, 2011.
- 9.6. Copy of Public Announcement filed on February 01, 2024, Thursday published copy of the Detailed Public Statement which appeared in the Newspapers on February 08, 2024, Thursday, Issue Opening PA and any corrigendum to these, if any.
- 9.7. A copy of the recommendation made by the committee of independent directors of the Target Company published in the newspapers.
- 9.8. A copy of the Observation letter from SEBI.

- 9.9. Copy of Agreement between Acquirer along with PAC and the Registrar to the Offer.
- 9.10. Consent letter of Registrar to the Offer.
- 9.11. Consent letter of Buying Broker.

## **10. DECLARATION BY ACQUIRER ALONG WITH PAC**

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

**For and on behalf of**

**Sd/-**  
**Mr. Ram Gopal Jindal**  
**Acquirer**

**Sd/-**  
**Mr. Gaurav Jindal**  
**PAC**

**Place: New Delhi**

**Date: February 15, 2024**

## **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)**

<b>THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION</b> <b>(Please send this Form of Acceptance with enclosures to the Registrar to the Offer)</b>	
<b>OFFER OPENS ON</b>	<b>: MARCH 28, 2024, THURSDAY</b>
<b>OFFER CLOSES ON</b>	<b>: APRIL 15, 2024, MONDAY</b>
<b>Please read the Instructions overleaf before filling-in this Form of Acceptance</b>	

<b>FOR OFFICE USE ONLY</b>	
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 along with PAC**

**C/O BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED**

BEETAL House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062

Dear Sir/s,

**OPEN OFFER TO THE SHAREHOLDERS OF NDA SECURITIES LIMITED ('NSL'/ 'TARGET COMPANY') BY MR. RAM GOPAL JINDAL ('ACQUIRER') AND MR. GAURAV JINDAL ('PAC') 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 **NDA SECURITIES 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 Acquirer along with PAC the following equity shares in NSL held by me/ us at a price of INR 28 (Indian Rupees Twenty Eight 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).

<b>Ledger Folio No.....Number of share certificates attached.....</b>			
<b>Representing ..... equity shares</b>			
<b>Number of equity shares held in NSL</b>		<b>Number of equity shares Offered</b>	
<b>In figures</b>	<b>In words</b>	<b>In figures</b>	<b>In words</b>

Sr. No.	Share Certificate No.	Distinctive Nos.		No. of equity shares
		From	To	
1				
2				
3				
<b>Total No. of Equity Shares</b>				

2. I / We confirm that the Equity Shares of NSL 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 Acquirer to accept the Equity Shares so offered or such lesser number of equity shares that Acquirer 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 Acquirer along with PAC 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 Acquirer acquiring these equity shares. I / We agree that Acquirer 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 Acquirer 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 Acquirer 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 Acquirer 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 NSL:

<b>Name and complete address of the Sole/ First holder (in case of member(s), address as registered with NSL):</b>	
----- -----	
<b>Place:</b> -----	<b>Date:</b> -----
<b>Tel. No(s) :</b> -----	<b>Fax No.:</b> -----

<b>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</b>	
Bank Account No.: -----	Type of Account: ----- <i>(Savings /Current /Other (please specify))</i>
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 <sup>st</sup> Shareholder	2 <sup>nd</sup> Shareholder	3 <sup>rd</sup> 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 Acquirer along with PAC is entirely at the discretion of the equity shareholder of NSL.
  - II. Shareholders of NSL to whom this Offer is being made, are free to Offer his / her / their shareholding in NSL for sale to the Acquirer along with PAC, 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 NDA SECURITIES LIMITED ('NSL'/ 'TARGET COMPANY') BY MR. RAM GOPAL JINDAL ('ACQUIRER') ALONG WITH MR. GAURAV JINDAL ('PAC') 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.				
<b>Total no. of Equity Shares</b>				

Stamp

Authorised Signatory

Date

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

**Registrar to the Offer**

**Beetal Financial & Computer Services Private Limited**

**CIN: U67120DL1993PTC052486**

**SEBI Registration Number: INR000000262**

**Address: BEETAL House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062**

**Contact Person: Mr. Punit Kumar Mittal**

**Ph. No.:** +91-11-29961281, +91-11-26051061, +91-11-26051064

**E-mail ID:** [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) , [beetalrta@gmail.com](mailto:beetalrta@gmail.com)