

**DRAFT LETTER OF OFFER***'This document is important and requires your immediate attention'*

The Letter of Offer will be sent to you as a Public Shareholder of M/s V. R. Woodart Limited. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or the Registrar. In case you have recently sold your Equity Shares, please hand over the Letter of Offer and the accompanying form of acceptance-cum-acknowledgement and transfer deed to the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER BY**

Name of the Acquirers		Registered Address	Contact Details	Email Address
Mrs. Minal Patil	Acquirer 1	D – 501, Rushiraj Harmony, Gangapur Road, District Nashik, Nashik - 422013, Maharashtra, India.	+91-93092-58631	<a href="mailto:minalpatil09071986@gmail.com">minalpatil09071986@gmail.com</a>
Ms. Maddukuri Mounica	Acquirer 2	Flat No. 1104, Shreenath Tower, Saneguruji Nagar, Mulund East, Mumbai, Mulund Tal, Mumbai Suburban, Mumbai - 400 081, Maharashtra, India.	+91-95157-27972	<a href="mailto:maddukurimounica@gmail.com">maddukurimounica@gmail.com</a>

**OPEN OFFER FOR ACQUISITION OF UP TO 1,06,50,070 OFFER SHARES, REPRESENTING 26.00% OF THE EXPANDED VOTING SHARE CAPITAL OF V. R. WOODART LIMITED, THE TARGET COMPANY, FROM ITS PUBLIC SHAREHOLDERS AT AN OFFER PRICE OF ₹22.00/- PER OFFER, PAYABLE IN CASH, BY MRS. MINAL PATIL (ACQUIRER 1) AND MS. MADDUKURI MOUNICA (ACQUIRER 2), COLLECTIVELY REFERRED TO AS THE ACQUIRERS, PURSUANT TO AND IN COMPLIANCE WITH REGULATIONS 3 (1), AND 4, OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO.**

**TO THE PUBLIC SHAREHOLDERS OF  
V. R. WOODART LIMITED**

**Corporate Identification Number: L51909MH1989PLC138292;**

**Registered Office: Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India;**

**Contact Number: +91 22 4351 4444; Fax: +91 22 24936811;**

**Email Address: [investors@vrwoodart.com](mailto:investors@vrwoodart.com) ; Website: [www.vrwoodart.com](http://www.vrwoodart.com);**

- This Offer is being made by the Acquirers, in pursuance of the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulations, for substantial acquisition of Equity Shares and expanded voting share capital accompanied with change in control and management of the Target Company.
- This Offer is not conditional upon a minimum level of acceptance and is not a conditional offer under Regulation 19 of the SEBI (SAST) Regulations.
- There is no differential pricing in this Offer.
- This Offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
- There are no statutory approvals required to complete this Offer. However, if any statutory approvals are required by the Acquirers at a later date before the expiration of the Tendering Period, this Offer shall be subject to obtaining such approvals, and the Acquirers shall make the necessary applications for such statutory approvals. Where any statutory or other approval extends to some but not all the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required to complete this Offer.
- The Offer Price and/ or the Offer Size may be subject to upward revision, if any, pursuant to the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations, at any time prior to commencement of the last 1 Working Day prior to the Tendering Period i.e. Monday, May 05, 2025, and the same would also be informed by way of a public announcement in the Newspapers. Where the Acquirers have acquired any Equity Shares during the Offer Period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with the provisions of Regulation 8 (8) of the SEBI (SAST) Regulations. However, Acquirers shall not acquire any Equity Shares after the 3<sup>rd</sup> Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. In the event of such revision, Acquirers shall: (i) make corresponding increase to the Escrow Amount; (ii) make a public announcement in the same newspapers in which the Detailed Public Statement was published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. Such revised Offer Price shall be payable by the Acquirers for all the Offer Shares validly tendered during the Tendering Period of this Offer.
- There has been no competing offer as on date of this Draft Letter of Offer. If there is a competitive offer, then the Offer under all subsisting bids shall open and close on the same date.**
- The Offer Documents would also be available on SEBI's website accessible at [www.sebi.gov.in](http://www.sebi.gov.in) , BSE's website accessible at [www.bseindia.com](http://www.bseindia.com), Manager's website accessible at [www.swarajshares.com](http://www.swarajshares.com), and Registrar's website accessible at [www.integratedindia.in](http://www.integratedindia.in).

For capitalized terms, refer to the Paragraph titled 'Definitions and Abbreviations' beginning on page 8 of this Draft Letter of Offer.

**All future correspondences should be addressed to the Manager/ Registrar at the address mentioned below:**

 <p><b>MANAGER TO THE OFFER</b> Swaraj Shares and Securities Private Limited <b>Principal Place of Business:</b> Unit No 304, A Wing, 215 Atrium, Near Courtyard Marriot, Andheri East, Mumbai - 400093, Maharashtra, India <b>Contact Number:</b> +91-22-69649999 <b>E-mail Address:</b> <a href="mailto:takeover@swarajshares.com">takeover@swarajshares.com</a> <b>Investor grievance Email Address:</b> <a href="mailto:investor.relations@swarajshares.com">investor.relations@swarajshares.com</a> <b>Website:</b> <a href="http://www.swarajshares.com">www.swarajshares.com</a> <b>Contact Person:</b> Tanmoy Banerjee/ Pankita Patel</p>	 <p><b>REGISTRAR TO THE OFFER</b> Integrated Registry Management Services Private Limited 2nd Floor, Kences Towers, 1, Ramakrishna Street, T.Nagar, Chennai - 600 017, India. <b>Contact Person:</b> Mr. J. Gopinath <b>Contact Number:</b> 044 - 28143045/46 <b>Email:</b> <a href="mailto:gopi@integratedindia.in">gopi@integratedindia.in</a> <b>Website:</b> <a href="http://www.integratedindia.in">www.integratedindia.in</a> <b>SEBI Registration No.:</b> INR000000544 <b>Validity:</b> Permanent Corporate Identification Number: U74900TN2015PTC101466S</p>
<b>TENTATIVE OFFER OPENING DATE</b>	<b>TENTATIVE OFFER CLOSING DATE</b>
<b>TUESDAY, MAY 06, 2025</b>	<b>MONDAY, MAY 19, 2025</b>

## TENTATIVE SCHEDULE OF THE MAJOR ACTIVITIES RELATING TO THIS OFFER

The schedule of major activities under the Offer is set out below:

<b>Tentative Schedule of Activities</b>	<b>Day and Date</b>
Issue date of the Public Announcement	Friday, March 07, 2025
Publication date of the Detailed Public Statement in the Newspapers	Thursday, March 13, 2025
Date of filing of the Draft Letter of Offer with SEBI	Friday, March 21, 2025
Last date for public announcement for a competing offer(s)#	Monday, April 07, 2025
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Wednesday, April 16, 2025
Identified Date*	Monday, April 21, 2025
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Monday, April 28, 2025
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Friday, May 02, 2025
Last date for upward revision of the Offer Price and / or the Offer Size	Monday, May 05, 2025
Last date of publication of opening of Offer public announcement in the Newspapers	Monday, May 05, 2025
Date of commencement of Tendering Period ('Offer Opening Date')	Tuesday, May 06, 2025
Date of closing of Tendering Period ('Offer Closing Date')	Monday, May 19, 2025
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Monday, June 02, 2025

*Note:*

*The above timelines are indicative (prepared based on timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of statutory/regulatory approvals and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations. Further, the schedule of activities mentioned above is tentative and based on the assumption that SEBI's comments to the Draft Letter of Offer will be received by Wednesday, April 16, 2025. Accordingly, the dates for the abovementioned activities, wherever mentioned in this Draft Letter of Offer (including where used to define terms in the "Definitions and Abbreviation" section), are subject to change.*

*#There has been no competing offer as of the date of this Draft Letter of Offer.*

*\*Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Offer any time during the Tendering Period.*

## RISK FACTORS

The risk factors set forth below pertain to this Offer, the Underlying Transactions and association with Acquirers, and do not pertain to the present or future business or operations of the Target Company or any other related matters. These risk factors are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by a Public Shareholder in the Offer but are merely indicative. Public Shareholders are advised to consult their legal advisor, stockbroker and investment consultant and/ or tax advisors, for analysing all the risks with respect to their participation in the Offer.

For capitalized terms used hereinafter, please refer to the 'Definitions' set out below.

### A. Risks relating to Underlying Transaction

1. The consummation of the Underlying Transactions are subject to the conditions as specified under Paragraph 3.1.2.6.1 under the section 3.1. titled as 'Background of the Offer' under Paragraph 3 titled as 'Details of the Offer' on page 15 of this Draft Letter of Offer.

### B. Risks relating to this Offer

1. This is a mandatory Offer for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, made by the Acquirers at an Offer Price of ₹22.00/- per Offer Share, payable in cash. Assuming full acceptance, the total consideration payable by the Acquirers under the Offer at the Offer Price aggregates to ₹ 23,43,01,540.00/-, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Open Offer, subject to the terms and conditions set out in the Offer Documents. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 1,06,50,070 Equity Shares, representing 26.00% of the Expanded Voting Share Capital.
2. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in this Offer will be accepted. The lien marked against the unaccepted Equity Shares tendered by the Public Shareholders shall be released in accordance with the schedule of activities for this Offer.
3. In accordance with Regulation 23 (1) of the SEBI (SAST) Regulations, this Offer, shall not be withdrawn except under the following circumstances:
  - 3.1. If statutory approvals required for this Offer or for acquisition of Sale Shares as stipulated under the Share Purchase Agreement are refused, provided these requirements for approval have been disclosed in the Detailed Public Statement and the Letter of Offer;
  - 3.2. If the Acquirers, being natural persons, have died;
  - 3.3. Any condition stipulated in the Share Purchase Agreement attracting the obligation to make the Open Offer is not met for reasons outside the reasonable control of the Acquirers, and such Share Purchase Agreement is rescinded, subject to such conditions having been specifically disclosed in this Detailed Public Statement and the Letter of Offer.
  - 3.4. If SEBI determines that circumstances merit the withdrawal of the Offer, in which case SEBI shall issue a reasoned order permitting the withdrawal, which will be published on SEBI's official website.

In the event of the withdrawal of the open offer, the Acquirers shall, through the Manager to the Offer, within 2 Working Days of such withdrawal, make an announcement in the Newspapers in which the Detailed Public Statement for this Offer was published, providing the grounds and reasons for the withdrawal. Simultaneously with the announcement, the Acquirers shall inform in writing the SEBI, BSE Limited, and the Target Company at its registered office.

4. The Acquirers in terms of Regulation 18 (11) of SEBI (SAST) Regulations, are responsible to pursue all statutory approvals in order to complete this Offer without any default, neglect or delay. In the event, the Acquirers are unable to make the payment to the Public Shareholders who have accepted this Offer within such period owing to non-receipt of statutory approvals required by the Acquirers, SEBI may, where it is satisfied that such non-receipt was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant extension of time for making payments, subject to the Acquirers agreeing to pay interest to the shareholders for the delay at such rate as may be

specified. In addition, where any statutory approval extends to some but not all the Public Shareholders, Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by Acquirers may be delayed.

5. In accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, if there is any delay in making payment to the Public Shareholders who have accepted this Offer, the Acquirers will be liable to pay interest at the rate of 10% per annum for the period of delay. This obligation to pay interest is without prejudice to any action that the SEBI may take under Regulation 32 of the SEBI (SAST) Regulations of the relevant regulations or under the Act.

However, it is important to note that if the delay in payment is not attributable to any act of omission or commission by the Acquirers, or if it arises due to reasons or circumstances beyond the control of the Acquirers, SEBI may grant a waiver from the obligation to pay interest. Public Shareholders should be aware that while such waivers are possible, there is no certainty that they will be granted, and as such, there is a potential risk of delayed payment along with the associated interest.

6. As on the date of this Draft Letter of Offer, except as stated under Paragraph 8.3 titled as '*Statutory Approvals and conditions of the Offer*' at page 34 of this Draft Letter of Offer, there are no statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to this Offer or to complete this Offer. However, if any other statutory approvals are required or become applicable later before closure of the Tendering Period, then this Offer would be subject to the receipt of such other statutory approvals that may become applicable later, and Acquirers shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s).
7. The acquisition of Equity Shares under this Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to this Offer and the transfer of Equity Shares held by them to Acquirers. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, Acquirers reserve his right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
8. In terms of circular issued by SEBI bearing reference number SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Public Shareholders holding Equity Shares in physical form are allowed to tender their Equity Shares in the Open Offer. However, the acceptance of the Equity Shares in physical form tendered in this Open Offer would be conditional on the Eligible Public Shareholders holding the physical Equity Shares and wishing to tender the same in the Open Offer, following the process laid out in more detail in the Draft Letter of Offer diligently and submitting all the required documents for the purpose of ensuring that their physical Equity Shares can be verified and confirmed by the Registrar to the Offer. Equity Shares, once tendered through the Form of Acceptance-cum-Acknowledgement (as applicable) in the Open Offer, cannot be withdrawn by the Public Shareholders, even if the acceptance of their Equity Shares in this Open Offer and payment of consideration are delayed.
9. A lien shall be marked against the shares of the Public Shareholders participating in the tender offers. Upon finalisation of the entitlement, only accepted quantity of shares shall be debited from the demat account of the Public 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 Chapter 4 to the SEBI Master Circular for SEBI (SAST) Regulations bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 dated February 16, 2023.
10. The Public Shareholders will not be able to trade in such Equity Shares which have been tendered in the Open Offer. During such period, there may be fluctuations in the market price of the Equity Shares.
11. This Draft Letter of Offer has not been filed, registered, or approved in any jurisdiction outside India. Recipients of this Draft Letter of Offer, residents 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 the applicable laws or regulations or would subject the Acquirers or the Manager to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in, any foreign jurisdictions covered under the Sub-Paragraph titled '*General Disclaimer*' under Paragraph 2 titled as '*Disclaimer Clause*'

on page 12 of this Draft Letter of Offer and cannot be accepted by any means or instrumentality from within any such foreign jurisdictions.

12. Public Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choice, if any, for assessing further risks with respect to their participation in this Offer, and related transfer of Equity Shares to the Acquirers. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. Acquirers and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
13. In relation to this Offer, Acquirers, and the Manager accept responsibility only for the statements made by them in the Offer Documents issued by or at the instance of Acquirers, or the Manager in relation to this Offer (other than information pertaining to the Target Company or Selling Promoter Shareholder which has been obtained from publicly available sources or provided by the Target Company). Further, the Acquirers and the Manager to the Offer do not accept any responsibility with respect to the information/misstatement provided by the Target Company and the Selling Promoter Shareholder.
14. Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.
15. The information contained in this Draft Letter of Offer is as of the date of this Draft Letter of Offer unless expressly stated otherwise.

**C. Risks involved in associating with the Acquirers**

1. Neither the Acquirers, nor the Manager make any assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance or future performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares of the Target Company, before, during or after this Offer. Each of the Acquirers, and the Manager expressly disclaim any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not in this Offer.
2. The Acquirers make no assurance with respect to their investment or divestment decisions relating to their proposed shareholding in the Target Company.
3. Certain information pertaining to the Target Company and the Selling Promoter Shareholder contained in this Draft Letter of Offer or any other Offer Documents made in connection with the Offer has been compiled from publicly available sources which has not been independently verified by the Acquirers or the Manager to the Offer. Further, the Acquirers and the Manager to the Offer do not accept any responsibility with respect to the information/misstatement provided by the Target Company.
4. Neither the Acquirers nor the Manager nor the Registrar accept any responsibility for any loss of documents during transit (including but not limited to Offer acceptance forms, copies of delivery instruction slips, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.
5. As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the SCRR, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the SCRR, on a continuous basis for listing. Upon completion of the Transactions, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the SCRR and the SEBI (LODR) Regulations, the Acquirers undertakes to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the SCRR as per the requirements of Regulation 7 (4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75.00% within 12 months from the date of such fall in the public shareholding to below 25.00%, through permitted routes and/or any other such routes as may be approved by SEBI from time to time. Any failure to do so could have an adverse effect on the price of the Equity Shares.

**D. Currency of Presentation**

In this Draft Letter of Offer,

1. All references to '₹', 'Rs.', 'Rupees', 'Re', 'Rupee' are references to the official currency of India.
2. Throughout this Draft Letter of Offer, all figures have been expressed in 'Lakhs' unless otherwise specifically stated.
3. Any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

## TABLE OF CONTENTS

1.	DEFINITIONS AND ABBREVIATIONS.....	8
2.	DISCLAIMER CLAUSE.....	12
3.	DETAILS OF THIS OFFER.....	14
4.	BACKGROUND OF ACQUIRERS .....	20
5.	DETAILS OF THE SELLING PROMOTER SHAREHOLDER.....	22
6.	BACKGROUND OF THE TARGET COMPANY .....	23
7.	OFFER PRICE AND FINANCIAL ARRANGEMENTS.....	30
8.	TERMS AND CONDITIONS OF THE OFFER .....	32
9.	PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER.....	36
10.	COMPLIANCE WITH THE TAX REQUIREMENTS.....	43
11.	DOCUMENTS FOR INSPECTION .....	53
12.	DECLARATION BY THE ACQUIRERS .....	54
	FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT .....	59
	FORM NO. SH-4 SECURITIES TRANSFER FORM.....	65

## 1. DEFINITIONS AND ABBREVIATIONS

Abbreviations	Particulars
Acquirer 1	Mrs. Minal Patil, wife of Mr. Gaurav Patil, aged approximately 38 years, Indian Resident, bearing Permanent Account Number 'BDPPP8290L' allotted under the Income Tax Act, 1961, and resident at D-501, Rushiraj Harmony, Gangapur Road, Nashik, District Nashik, Maharashtra – 422 013, India.
Acquirer 2	Ms. Maddukuri Mounica, daughter of Mr. Giridhar, aged approximately 27 years, Non-Resident Indian, bearing Permanent Account Number 'GCZPM3225G' allotted under the Income Tax Act, 1961, and resident at Flat No. 1104, Shreenath Tower, Sanegurji Nagar, Mulund East, Mumbai, Mulund Tal, Mumbai Suburban, Mumbai - 400 081, Maharashtra, India.
Acquisition Window	The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE Limited, in the form of a separate window.
Acquisition Window Circulars	Stock exchange mechanism as provided under SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI master circular SEBI/HO/CFD/PoD-1/P/ CIR/2023/31 dated February 16, 2023, as amended from time to time and notices/ guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.
AoA	Articles of Association
Board	Board of Directors of the Target Company.
Book Value per Equity Share	Net-Worth / Number of Equity Share.
BSE	The abbreviation for BSE Limited, being the only stock exchange on which the Equity Shares of the Target Company are listed.
Buying Broker	Allwin Securities Limited
CDSL	Central Depository Services (India) Limited.
CKYC	Central know your client.
CIN	Corporate Identification Number issued under the Companies Act, 1956/ Companies Act, 2013, and the rules made thereunder.
Clearing Corporation	Indian Clearing Corporation Limited (ICCL) for the BSE Limited.
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made thereunder.
Depositories	Central Depository Services Limited and National Securities Depository Limited.
DIN	Director Identification Number issued and allotted under the Companies Act 1956/ Companies Act, 2013, and the rules made thereunder.
DLOF/ Draft Letter of Offer	This Draft Letter of Offer dated Friday, March 21, 2025, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its observations.
DP	Depository Participant.
DPS/ Detailed Public Statement	Detailed Public Statement dated Wednesday, March 12, 2025, in connection with this Offer, published on behalf of the Acquirers on Thursday, March 13, 2025, in Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations.
ECS	Electronic Clearing Service.
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period.
Escrow Account	The Escrow Account with account number '925020006780311' and in the name and style of 'VR-OPEN OFFER ESCROW ACCOUNT' opened by the Acquirers with the Escrow Bank, in accordance with the SEBI (SAST) Regulations.
Escrow Agreement	Escrow Agreement, dated Friday, March 07, 2025, entered amongst and between Acquirers, the Escrow Banker, and the Manager to the Offer.
Escrow Amount	The Escrow Account will comprise of a bank guarantee of ₹6,00,00,000.00/- (Rupees Six Crore Only) along with a cash deposit of an amount of ₹24,00,000.00/- (Rupees

<b>Abbreviations</b>	<b>Particulars</b>
	Twenty-Four Lakhs Only) towards more than 1.00% (One Percent) of the total Offer Size.
Escrow Banker	Axis Bank Limited, a company incorporated under the Companies Act, 1956 and registered as a banking company within the meaning of the Banking Regulation Act, 1949, with SEBI registration No. INBI00000017 with its registered office at 3rd Floor, Trishul, Opposite Samrtheswar Temple, Law Garden, Ellis Bridge, Ahmedabad – 380 006, India, and operating from its branch office located at Axis Bank Ltd., 1st Floor, Rajgir Plot No. 154, Old Nagardas Road, Gundavli Village, Andheri East, Mumbai 400059., Maharashtra, India.
Equity Shares	The fully paid-up equity shares of the Target Company of face value of ₹10.00/- each.
Finance Act	The Finance Act, 2021.
FATCA	Foreign Account Tax Compliance Act.
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time.
FI	Financial Institutions
FIIs	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended and modified from time to time.
FIPB	Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
FPIs	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended and modified from time to time.
Form of Acceptance	Form of Acceptance-cum-Acknowledgement.
Identified Date	The tentative date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, being Monday, April 21, 2025.
ISIN	ISIN is the abbreviation for International Securities Identification Number.
IT Act	Income Tax Act, 1961, as amended and modified from time to time.
ISIN	International Securities Identification Number.
IFSC	Indian Financial System Code.
IPV	In person verification.
Letter of Offer	Letter of Offer along with along with Form of Acceptance-Cum-Acknowledgement (for holding Equity Shares in physical form), and Form SH-4 Securities Transfer Form, which shall be dispatched to the Public Shareholders of the Target Company.
LLPIN	Limited Liability Partnership Identification Number issued under Limited Liability Partnership Act, 2008.
LTCG	Long Term Capital Gains.
Manager	Swaraj Shares and Securities Private Limited
Maximum Consideration	The total funding requirement for this Offer, assuming full acceptance of this Offer being ₹23,43,01,540.00/-, that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
MF	Mutual Funds
Negotiated Price	A price of ₹18.00/- per Sale Share, aggregating to a purchase consideration of ₹1,62,00,000.00/- for the sale of 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, by Selling Promoter Shareholder to the Acquirers, pursuant to the execution of the Share Purchase Agreement.
Newspapers	Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), the Detailed Public Statement dated Wednesday, March 12, 2025, in connection with this Offer, published on behalf of Acquirers on Thursday, March 13, 2025, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations.
NRE	Non-Resident External.
NRIs	Non - Resident Indians.
NRO	Non-Resident (Ordinary).

<b>Abbreviations</b>	<b>Particulars</b>
NSDL	National Securities Depository Limited.
OCBs	Overseas Corporate Bodies.
Offer	Open offer being made by the Acquirers for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital of the Target Company, at an offer price of ₹22.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration to an amount of ₹23,43,01,540.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
Offer Period	The period from the date of entering into a Share Purchase Agreement to acquire the Sale Shares, and Expanded Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement has been issued by the Acquirers, i.e. Friday, March 07, 2025, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	A price of ₹22.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹23,43,01,540.00/- that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer.
Offer Shares	Open offer being made by the Acquirers for acquisition of up to 1,06,50,070 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961.
PAT	Profit After Tax.
Promoters	The existing promoters of the Target Company (accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations), in this case, namely being Mr. Ajay Anand, Ms. Rashmi Anand, Mr. Vishnu Ajay Anand, M/s Faze Three Limited (Selling Promoter Shareholder), and M/s Instyle Investments Private Limited.
Public Announcement	The Public Announcement dated Friday, March 07, 2025, issued in accordance and compliance with the provisions of Regulations 3 (1), and 4 read with Regulations 13 (1), 14, and 15 (1) of the SEBI (SAST) Regulations.
Public Shareholders	All the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, excluding the Acquirers, the existing Promoters of the Target Company, and the parties to the Share Purchase Agreement including persons deemed to be acting in concert with such parties to the Share Purchase Agreement.
RBI	Reserve Bank of India.
Registrar to the Company and Offer	Integrated Registry Management Services Private Limited
Return on Net Worth	Profit After Tax/ Net-Worth.
Rs./ ₹/ INR	The lawful currency of the Republic of India
RTGS	Real Time Gross Settlement.
Sale Shares	The 9,00,000 Equity Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, proposed to be acquired by the Acquirers from the Selling Promoter Shareholder, as per the conditions stipulated under the Share Purchase Agreement.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subsequent amendment thereto.

<b>Abbreviations</b>	<b>Particulars</b>
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof.
Selling Brokers	Respective stockbrokers of all the Public Shareholders who desire to tender their Equity Shares under this Offer.
Selling Promoter Shareholder	One of the existing Promoters of the Target Company, namely M/s Faze Three Limited, which is one of the parties to the Share Purchase Agreement dated Friday, March 07, 2025, entered with the Acquirers
Share Purchase Agreement	The Share Purchase Agreement dated Friday, March 07, 2025, executed between the Acquirers, and the Selling Promoter Shareholder, pursuant to which the Acquirers have agreed to acquire 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company, at a Negotiated Price of ₹18.00/- per Sale Share, aggregating to a maximum consideration of ₹1,62,00,000.00/-, payable subject to the terms and conditions specified in the Share Purchase Agreement
STCG	Short term capital gains.
STT	Securities Transaction Tax.
Target Company/ VRWODAR	M/s V. R. Woodart Limited, a public limited incorporated under the provisions of the Companies Act, 1956, bearing corporate identity number 'L51909MH1989PLC138292', bearing Permanent Account Number 'AABVC1031C' allotted under the Income Tax Act, 1961, with its registered office located at Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India.
Tendering Period	The meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations. In this case the tentative period proposed to commence from Tuesday, May 06, 2025, and ending on Monday, May 19, 2025, both days inclusive.
TRS	Transaction Registration Slip.
Underlying Transaction	The transaction for acquisition of Sale Shares as contemplated under the Share Purchase Agreement.
Expanded Voting Share Capital	The paid-up share capital of ₹14,89,18,060.00/- comprising of 1,48,91,806 Equity Shares
Working Day	Working days of SEBI as defined under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

*Note:*

*All terms beginning with a capital letter used in this Draft Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI (SAST) Regulations unless specified.*

*In this Draft Letter of Offer, any reference to the singular will include the plural and vice-versa.*

## 2. **DISCLAIMER CLAUSE**

---

**'IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THIS DRAFT LETTER OF OFFER WITH SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT, THE SAME HAS BEEN CLEARED, VETTED, OR APPROVED BY SECURITIES AND EXCHANGE BOARD OF INDIA. THIS DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA FOR A LIMITED PURPOSE FOR OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF V. R. WOODART LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS AND THE PERSON ACTING IN CONCERT OR FOR THE TARGET COMPANY WHOSE EQUITY SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR THE OPINIONS EXPRESSED IN THIS DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS AND THE PERSON ACTING IN CONCERT ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL THE RELEVANT INFORMATION IN THIS DRAFT LETTER OF OFFER, THE MANAGER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED FRIDAY, MARCH 21, 2025, TO SECURITIES AND EXCHANGE BOARD OF INDIA IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THIS DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE ACQUIRERS AND THE PERSON ACTING IN CONCERT FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THIS OFFER.'**

### **GENERAL DISCLAIMER**

**THIS DRAFT LETTER OF OFFER TOGETHER WITH THE DETAILED PUBLIC STATEMENT, AND THE PUBLIC ANNOUNCEMENT IN CONNECTION WITH THIS OFFER, HAVE BEEN PREPARED FOR THE PURPOSES OF COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS OF INDIA, INCLUDING THE SEBI ACT AND THE SEBI (SAST) REGULATIONS, AND HAS NOT BEEN REGISTERED OR APPROVED UNDER ANY LAWS OR REGULATIONS OF ANY COUNTRY OUTSIDE OF INDIA. THE DISCLOSURES IN THIS DRAFT LETTER OF OFFER AND THE OPEN OFFER PARTICULARS INCLUDING BUT NOT LIMITED TO THE OFFER PRICE, OFFER SIZE AND PROCEDURES FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER ARE GOVERNED BY SEBI (SAST) REGULATIONS, AND OTHER APPLICABLE LAWS, RULES AND REGULATIONS OF INDIA, THE PROVISIONS OF WHICH MAY BE DIFFERENT FROM THOSE OF ANY JURISDICTION OTHER THAN INDIA. THE INFORMATION CONTAINED IN THIS DRAFT LETTER OF OFFER IS AS OF THE DATE OF THIS DRAFT LETTER OF OFFER. THE ACQUIRERS, THE MANAGER TO THE OFFER AND ANY DEEMED PERSONS ACTING IN CONCERT WITH THE ACQUIRERS ARE UNDER NO OBLIGATION TO UPDATE THE INFORMATION CONTAINED HEREIN AT ANY TIME AFTER THE DATE OF THIS DRAFT LETTER OF OFFER.**

**NO ACTION HAS BEEN OR WILL BE TAKEN TO PERMIT THIS OFFER IN ANY JURISDICTION WHERE ACTION WOULD BE REQUIRED FOR THAT PURPOSE. THE LETTER OF OFFER SHALL BE SENT TO ALL PUBLIC SHAREHOLDERS WHOSE NAMES APPEAR IN THE REGISTER OF MEMBERS OF THE TARGET COMPANY, AT THEIR STATED ADDRESS, AS OF THE IDENTIFIED DATE. HOWEVER, RECEIPT OF THE LETTER OF OFFER BY ANY PUBLIC SHAREHOLDER IN A JURISDICTION IN WHICH IT WOULD BE ILLEGAL TO MAKE THIS OFFER, OR WHERE MAKING THIS OFFER WOULD REQUIRE ANY ACTION TO BE TAKEN (INCLUDING, BUT NOT RESTRICTED TO, REGISTRATION OF THIS DRAFT LETTER OF OFFER AND/OR THE LETTER OF OFFER UNDER ANY LOCAL SECURITIES LAWS), SHALL NOT BE TREATED BY SUCH PUBLIC SHAREHOLDER AS AN OFFER BEING MADE TO THEM, AND SHALL BE CONSTRUED BY THEM AS BEING SENT FOR INFORMATION PURPOSES ONLY. ACCORDINGLY, NO SUCH PUBLIC SHAREHOLDER MAY TENDER HIS/ HER/ ITS EQUITY SHARES IN THIS OFFER IN SUCH JURISDICTION.**

**PERSONS IN POSSESSION OF THE OFFER DOCUMENTS ARE REQUIRED TO INFORM THEMSELVES OF ANY RELEVANT RESTRICTIONS. ANY PUBLIC SHAREHOLDER WHO TENDERS HIS, HER, OR ITS EQUITY SHARES IN THIS OFFER SHALL BE DEEMED TO HAVE DECLARED, REPRESENTED, WARRANTED, AND AGREED THAT HE, SHE, OR IT IS AUTHORIZED UNDER THE PROVISIONS OF ANY APPLICABLE LOCAL LAWS, RULES, REGULATIONS, AND STATUTES TO PARTICIPATE IN THIS OFFER.**

### 3. DETAILS OF THIS OFFER

#### 3.1. Background of the Offer

3.1.1 This is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreement for the acquisition of substantial number of Equity Shares, Expanded Voting Share Capital, and control over the Target Company.

3.1.2 The salient features of the Share Purchase Agreement are outlined as below:

3.1.2.1. The Acquirers have entered into a Share Purchase Agreement dated Friday, March 07, 2025, with the Selling Promoter Shareholder, pursuant to which the Acquirers have agreed to acquire, 9,00,000 Sale Shares, which constitutes 2.20% of the Expanded Voting Share Capital of the Target Company, at a Negotiated Price of price of ₹18.00/- per Sale Share, for an aggregate consideration ₹1,62,00,000.00/-, subject to the conditions specified in the Share Purchase Agreement.

3.1.2.2. The Acquirers have agreed to purchase the Sale Shares from the Selling Promoter Shareholder on the terms set out in the Share Purchase Agreement. The Sale Shares shall be sold with full legal and beneficial title and free from encumbrances with all rights then attaching to them.

3.1.2.3. The details of sale and purchase of Sale Shares:

Name of the Selling Promoter Shareholder	Details of change in the name in the past (if applicable)	Nature of Entity	Group	Part of Promoter/Promoter Group of Target company	Details of Shares/Voting Rights held by the Selling Shareholders			
					Pre-Share Purchase Agreement Transaction		Post-Share Purchase Agreement Transaction	
					No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital
M/s Faze Three Limited PAN: AAACF2212N Registered office situated at: Survey No. 380/1, Khanvel Silvassa Road, Village Dapada, Dapada – 396230, Dadra & Nagar Haveli, India	Not Applicable	Private Limited Company	None	Yes	9,00,000	2.20%	Nil	Not Applicable
<b>Total</b>					<b>9,00,000</b>	<b>2.20%</b>	<b>Nil</b>	<b>Not Applicable</b>

3.1.2.4. Upon completion of the Offer formalities, the Selling Promoter Shareholder will cease to hold any Equity Shares in the Target Company. The existing Promoters will transfer control and management of the Target Company to the Acquirers and submit an application for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (LODR) Regulations.

3.1.2.5. The Acquirers will make the payment of INR 1,62,00,000.00/- (Indian Rupees One Crore Sixty-Two Lacs Only) for the acquisition of 9,00,000 shares of the Target Company on or before April 30, 2025.

- 3.1.2.6. Except as stated below, there are no conditions as stipulated in the Share Purchase Agreement, the meeting of which would be outside the reasonable control of Acquirers, and in view of which the Offer might be withdrawn under Regulation 23 (1) of the SEBI (SAST) Regulations:
- 3.1.2.6.1. Non-Fulfilment of Conditions Precedent: If the conditions precedent specified under the Share Purchase Agreement are not fulfilled (unless waived off in accordance with the Share Purchase Agreement). The fulfilment of any Condition Precedent specified as stated below may only be waived through an express written waiver issued by the Acquirers:
- 3.1.2.6.1.1. The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of the SEBI (SAST) Regulations.
- 3.1.2.6.1.2. The Selling Promoter Shareholder and the Acquirers shall cause the Target Company to comply with the provisions of the Takeover Regulations;
- 3.1.2.6.1.3. In case of non-compliance with any provisions of the SEBI (SAST) Regulations by any party to the Share Purchase Agreement;
- 3.1.2.6.1.4. In the event of termination of the Share Purchase Agreement, as per the termination clause as stipulated in the Share Purchase Agreement, the details of which are specified as under:
- i. The Share Purchase Agreement is irrevocable and cannot be terminated by either party unilaterally. In any situation Acquirers do not complete payment of remaining outstanding consideration within stipulated timeline then the Selling Promoter Shareholder will have right to forfeit the amount received. The termination of the Share Purchase Agreement can be done only by mutual consent in writing of all parties i.e. Acquirers and the Selling Promoter Shareholder. Any mutual termination of the Share Purchase Agreement has to be witnessed by same witness who testify the Share Purchase Agreement.
  - ii. Notwithstanding anything mentioned in the aforesaid clause, if SEBI, or any other government regulatory authority directs either the Acquirers or the Selling Promoter Shareholder to terminate the Share Purchase Agreement, the same shall be terminated and termination of the Share Purchase Agreement in such situation shall not affect any rights and obligations of the parties arising prior to termination.
- 3.1.2.6.1.5. The Selling Promoter Shareholder shall not transfer the Sale Shares until the completion of this Offer and filing of the Offer completion report to BSE Limited by the Manager to the Offer.
- 3.1.3 The salient features of Share Subscription Agreement are as follows:
- 3.1.3.1 In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirers shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 1,24,20,000 representing 30.32% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹27,32,40,000.00/-, and 40,80,000 convertible warrants (post-conversion into Equity Shares representing 9.96% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹8,97,60,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement. The aforesaid Preferential Issue of Equity Shares and Convertible Warrants are subject to, inter alia, the approval of the shareholders of the Target Company and other statutory/ regulatory approvals, required if any.
- 3.1.3.2 The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of expiry of the period specified Regulation 20 (1) of the SEBI (SAST) Regulations or date of receipt of all statutory approvals required for completion of this Offer under SEBI (SAST) Regulations, in case no offer is made under Regulation 20 (1) of the Takeover Regulations.
- 3.1.3.3 That the Acquirer 1 and Acquirer 2, have received and carefully read and are familiar with the consent letter, the Share Subscription Agreement, and all other documents in connection therewith, and they confirm that all documents pertaining to the investment in the Target Company have been made available to them.
- 3.1.3.4 The Equity Shares proposed to be issued in pursuance of Preferential Issue (***Subscription Shares***) shall rank pari passu in all respects with the existing Shares of the Company with reference to all the rights and benefits including voting rights, rights to dividends, stock splits, bonus issuance and rights issuance.

- 3.1.3.5 The Target Company represents that the Subscription Shares allotted under the Share Subscription Agreement, will be duly authorized and validly issued under applicable Laws including in particular in accordance the SEBI Approval, and shall be free and clear of any and all encumbrances.
- 3.1.3.6 There being no breach of any warranties provided in the Share Subscription Agreement by the Target Company;
- 3.1.3.7 No action, suit, proceeding, claim, arbitration or investigation having been brought by any person and no inquiry having been brought by any governmental authority, in each case, seeking to restrain or prohibit the consummation of the transaction under the Transaction Documents.
- 3.1.3.8 The Target Company shall obtain the ‘in-principle’ approval from the Stock Exchanges for listing of the Equity Shares to be allotted to Acquirer 1 and Acquirer 2 as part of the Preferential Allotment, and delivered to them, a certified true copy of the resolutions passed at the general meeting of the shareholders of the Target Company approving, amongst other things, the proposed issuance and allotment of Equity Shares to be allotted to Acquirer 1 and Acquirer 2.
- 3.1.3.9 It is essential to note that the Acquirers are not permitted to withdraw this Offer based on the Public Announcement if the proposed acquisition through the Preferential Issue does not succeed. Public Shareholders are requested to note that, except for being in receipt of the In-Principle Approval from the Stock Exchanges, as on the date of this Detailed Public Statement, there are no statutory or other approvals required to implement the Offer.
- 3.1.4 Upon consummation of the Underlying Transactions contemplated in the Share Purchase Agreement, Share Subscription Agreement and post successful completion of the Offer, the Acquirers will acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.
- 3.1.5 There is/ are no person acting in concert/s with Acquirers within the meaning of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.
- 3.1.6 This Offer is not a result of global acquisition resulting in indirect acquisition of the Target Company.
- 3.1.7 The Acquirers have not been prohibited by the SEBI from dealing in securities, in terms of Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.
- 3.1.8 The Acquirers have not appointed any representative as a nominee directors or representatives on the Board of Directors of the Target Company as of the date of this Draft Letter of Offer.
- 3.1.9 As per the provisions of Regulations 26 (6) and 26 (7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors who would provide written reasoned recommendation on this Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least 2 Working Days before the commencement of the Tendering Period in the same newspapers.
- 3.1.10 The prime object of this Offer is to acquire substantial Equity Shares and Expanded Voting Share Capital accompanied by control over the Target Company. The Acquirers intend to expand the Target Company’s business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirers reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.

## **3.2. Details of the proposed Offer**

- 3.2.1. The Public Announcement announcing the Offer under the provisions of Regulations 3 (1), and 4 read with Regulations 13 (1) and 15 (1) of the SEBI (SAST) Regulations was issued on Friday, March 07, 2025, by the Manager, for and on behalf of Acquirers. An electronic copy of the said Public Announcement was filed with SEBI, BSE Limited, and the Target Company on Friday, March 07, 2025, whereas the copy of the said Public Announcement was delivered to SEBI on Friday, March 07, 2025.
- 3.2.2. The Detailed Public Statement dated Wednesday, March 12, 2025, was subsequently published in the following newspapers on Thursday, March 13, 2025, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations:

<b>Publication</b>	<b>Language</b>	<b>Edition</b>
Financial Express	English daily	All Editions

<b>Publication</b>	<b>Language</b>	<b>Edition</b>
Jansatta	Hindi Daily	All Editions
Mumbai Lakshadeep	Marathi Daily	Mumbai Edition

A copy of the said Detailed Public Statement was filed with SEBI, BSE Limited, and the Target Company at its registered office on Thursday, March 13, 2025.

- 3.2.3. The Detailed Public Statement along with other Offer Documents is/ shall also be available on the website of SEBI accessible at [www.sebi.gov.in](http://www.sebi.gov.in), the website of BSE accessible at [www.bseindia.com](http://www.bseindia.com), and the website of the Manager accessible at [www.swarajshares.com](http://www.swarajshares.com).
- 3.2.4. The Acquirers have proposed to acquire from the Public Shareholders up to 1,06,50,070 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company at an Offer Price of ₹22.00/- per Offer Share, aggregating to an amount of ₹23,43,01,540.00/- payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents.
- 3.2.5. The Acquirers will accept all the Offer Shares of the Target Company, that are tendered in valid form in terms of this Offer up to a maximum of 1,06,50,070 Equity Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company.
- 3.2.6. The Acquirers have not purchased any Equity Shares of the Target Company from the date of the Public Announcement to the date of this Draft Letter of Offer.
- 3.2.7. The Acquirers have provided a Bank Guarantee of an amount of Rs.6,00,00,000.00/- (Rupees Six Crore Only), being equal to or higher than the minimum escrow amount as specified in Regulation 17 (4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, being more than 25% out of the maximum consideration payable under the Offer along with a cash deposit of an amount of ₹24,00,000.00/- (Rupees Twenty-Four Lakhs Only) towards more than 1.00% (One Percent) of the total consideration payable in the Offer, assuming full acceptance in the Escrow Account pursuant to this Offer.
- 3.2.8. No competing offer has been received as on date of this Draft Letter of Offer.
- 3.2.9. There is no differential pricing in this Offer.
- 3.2.10. This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19 (1) of SEBI (SAST) Regulations.
- 3.2.11. This Offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations.
- 3.2.12. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares in terms of Regulation 5 (1) of the SEBI (SAST) Regulations.
- 3.2.13. The Equity Shares will be acquired by Acquirers free from all liens, charges, and encumbrances together with all rights attached thereto, including the right to all dividends, bonus, and rights offer declared hereafter.
- 3.2.14. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers have appointed Swaraj Shares and Securities Private Limited as the Manager.
- 3.2.15. As on the date of this Draft Letter of Offer, the Manager does not hold any Equity Shares in the Target Company and is not related to the Acquirers, and the Target Company in any manner whatsoever. The Manager declares and undertakes that, they shall not deal on its own account in the Equity Shares during the Offer Period. Further, the Manager to the Offer has received a Show Cause Notice bearing reference number 'SEBI/EAD/BM/JR/16386/1/2024' dated May 09, 2024, under the provisions of Regulation 25 (1) of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008.
- 3.2.16. As per Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended, the Target Company is required to maintain minimum public shareholding, as determined in accordance with the Securities Contract (Regulation) Rules, 1957, as amended, on a continuous basis for listing. Upon completion of the Underlying Transaction and this Offer, if the public shareholding of the Target Company falls below the minimum level of public shareholding as required to be maintained by the Target Company as per the Securities Contract (Regulation)

Rules, 1957, as amended, and the SEBI (LODR) Regulations, the Acquirers undertakes to take necessary steps to facilitate the compliance by the Target Company with the relevant provisions prescribed under the Securities Contract (Regulation) Rules, 1957, as amended, as per the requirements of Regulation 7 (4) of the SEBI (SAST) Regulations and/or the SEBI (LODR) Regulations, within the time period stated therein, i.e., to bring down the non-public shareholding to 75.00% within 12 months from the date of such fall in the public shareholding to below 25.00%, through permitted routes and/or any other such routes as may be approved by SEBI from time to time. Upon completion of this Offer, assuming full acceptances, the Acquirers will hold 3,16,41,216 Equity Shares, representing 77.24% of the Expanded Voting Share Capital of the Target Company.

- 3.2.17. If Acquirers acquire Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, then Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
- 3.2.18. The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance-cum-Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order.

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

- 3.3.1 This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1), and 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreement and the Share Subscription Agreement for the acquisition and purchase of substantial number of Equity Shares, Expanded Voting Share Capital, and control over the Target Company. These Underlying Transactions will result in the Acquirers acquiring more than 25.00% of the Expanded Voting Share Capital of the Target Company. Pursuant to this completion of the Underlying Transaction and this Offer, the Acquirers will hold up to 77.24% of the Expanded Voting Share Capital of the Target Company.
- 3.3.2 The Acquirers have proposed to continue the business as specified under the object clause of the Memorandum of Association of the Target Company and may diversify its business activities in the future with the prior approval of the shareholders. The main purpose of this takeover is to expand the Company's business activities in the same or diversified line of business through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.
- 3.3.3 The Acquirers have stated that, they do not have any plans to dispose-off or otherwise encumber any significant assets of the Target Company in the succeeding 2 years from the date of closure of this Offer, except: (a) in the ordinary course of business of the Target Company, and (b) on account of the regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed-off, or otherwise encumbered other than in the ordinary course of business, the Acquirers, undertake that, they shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations, and subject to the such other provisions of applicable law as may be required.
- 3.3.4 The Acquirers have reserved the right to streamline or restructure, pledge, or encumber their holdings in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, later in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.5 Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement and the Share Subscription Agreement, the Acquirers shall become the promoters of the Target Company and, the Selling Promoter Shareholder will cease to be the promoter of the Target Company in accordance and compliance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

### 3.4. Shareholding and acquisition details

Details		Acquirer 1	Acquirer 2	Total
Name of the Acquirers/ PAC		Mrs. Minal Patil	Ms. Maddukuri Mounica	2
Pre-Share Purchase Agreement transaction direct shareholding as on the date of the Public Announcement (A)	No. of Equity Shares	17,95,573	17,95,573	35,91,146
	% of Expanded Voting Share Capital	4.38%	4.38%	8.76%
Equity Shares proposed to be acquired through Share Purchase Agreement transaction (B)	No. of Equity Shares	4,50,000	4,50,000	9,00,000
	% of Expanded Voting Share Capital	1.10 %	1.10 %	2.20%
Equity Shares proposed to be acquired through Share Subscription Agreement transaction (C)	No. of Equity Shares	62,10,000	62,10,000	1,24,20,000
	% of Expanded Voting Share Capital	15.16%	15.16%	31.82%
Preferential Issue of Convertible Warrants (1 Warrant is convertible into 1 Equity Share of the Target Company) (assuming Warrants are converted into Equity Shares) (D)	No. of Equity Shares	20,40,000	20,40,000	40,80,000
	% of Expanded Voting Share Capital	4.98%	4.98%	9.96%
Equity Shares proposed to be acquired through Offer transaction assuming full acceptance (E)	No. of Equity Shares	53,25,035	53,25,035	1,06,50,070
	% of Expanded Voting Share Capital	13%	13%	26.00%
Proposed shareholding after acquisition of shares which triggered the Offer (A+B+C+D+E)	No. of Equity Shares	1,58,20,608	1,58,20,608	3,16,41,216
	% of Expanded Voting Share Capital	38.62%	38.62%	77.24%

#### 4. BACKGROUND OF ACQUIRERS

##### 4.1. Mrs. Minal Patil, Acquirer 1

4.1.1. Acquirer 1, Mrs. Minal Patil, wife of Mr. Gaurav Patil, aged approximately 38 years, Indian Resident, bearing Permanent account number 'BDPPP8290L' allotted under the Income Tax Act, 1961, resident at D – 501, Rushiraj Harmony, Gangapur Road, District Nashik, Nashik - 422013, Maharashtra, India. Acquirer 1 can be contacted via telephone at '+91 93092 58631' or via Email Address at '[minalpatil09071986@gmail.com](mailto:minalpatil09071986@gmail.com)'. She has completed the degree of Bachelor of Science from North Maharashtra University, Jalgaon.

4.1.2. Acquirer 1 holds DIN '10579156' and is acting as in the capacity of a director in the following stated companies/ firms:

Company Name	CIN/FCRN	Designation	Original Date of appointment
M/s Fresh Mont International Private Limited	U46301MH2024PTC436866	Director	Friday, December 20, 2024
M/s Silver Bird Megacorp Private Limited	U01100MH2020PTC346551	Director	Thursday, June 27, 2024
M/s Belyons Industries Private Limited	U93030MH2012PTC235722	Director	Friday, April 5, 2024
M/s Nidimo Mont Private Limited	U24109MH2024PTC427977	Director	Friday, June 28, 2024
M/s GEC International Impex Private Limited	U46909GJ2024PTC148134	Director	Monday, May 13, 2024

4.1.3. The Net Worth of the Acquirer 1 as of Friday, February 14, 2025, stands at ₹3,219.25 Lakhs as certified by CA Jiwan Bedmutha, holding membership number '042719', partner at BKSK & Associates, Chartered Accountants, bearing firm registration number '114816-W'. The firm has its office located at Office No 9, First Floor, NICE Sankul, Satpur, Near ITI Signal, Satpur, Nashik – 422 007, Maharashtra, India. CA Jiwan Bedmutha can be contacted via telephone number at '+91-0253-2992974. This certificate dated Friday, February 14, 2025, also confirms that the Acquirer 1 has sufficient resources to meet the full obligations of the Offer.

4.1.4. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirer 1 shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 62,10,000 representing 15.16% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹13,66,20,000.00/-, and 20,40,000 convertible warrants (post-conversion into Equity Shares representing 4.98% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹4,48,80,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement

##### 4.2. Ms. Maddukuri Mounica, Acquirer 2

4.2.1. Acquirer 2, Ms. Maddukuri Mounica, daughter of Mr. Giridhar, aged approximately 27 years, bearing Permanent account number 'GCZPM3225G' allotted under the Income Tax Act, 1961, a non-resident Indian with a registered Indian address at Flat No. 1104, Shreenath Tower, Sanegurji Nagar, Mulund East, Mumbai, Mulund Tal, Mumbai Suburban, Mumbai - 400 081, Maharashtra, India. Acquirer 2 can be contacted via telephone at +91 95157 27972 or via Email Address at '[maddukurimounica@gmail.com](mailto:maddukurimounica@gmail.com)'.

4.2.2. Acquirer 2 holds DIN '10687463' and is acting as in the capacity of a director in the following stated companies/ firms:

Company Name	CIN/FCRN	Designation	Original Date of appointment
M/s GEC International Impex Private Limited	U46909GJ2024PTC148134	Director	Friday, August 16, 2024
M/s Nidimo Mont Private Limited	U24109MH2024PTC427977	Director	Friday, June 28, 2024

4.2.3. The Net Worth of the Acquirer 2 as of Saturday, February 15, 2025, stands at ₹3,165.31 Lakhs as certified by CA Jiwan Bedmutha, holding membership number '042719', partner at BKSK & Associates, Chartered Accountants, bearing firm registration number '114816-W'. The firm has its office located at Office No 9, First Floor, Nice Sankul, Satpur, Nashik - 422007, Maharashtra, India. CA Jiwan Bedmutha can be contacted via telephone number at '+91-233-2375883'. This

certificate dated Friday, March 07, 2025, also confirms that the Acquirer 2 has sufficient resources to meet the full obligations of the Offer.

4.2.4. In pursuance of the Preferential Issue of Equity Shares and Convertible Warrants as agreed under Share Subscription Agreement dated Friday, March 07, 2025, the Acquirer 2 shall be allocated (subject to the approval of the members and other regulatory approvals, if any) Equity Shares of 62,10,000 representing 15.16% of the Expanded Voting Share Capital of the Target Company for an aggregate consideration of ₹13,66,20,000.00/-, and 20,40,000 convertible warrants (post-conversion into Equity Shares representing 4.98% of the Expanded Voting Share Capital of the Target Company) for an aggregate consideration of ₹4,48,80,000.00/-, payable through banking channels subject to such terms and conditions as mentioned in the Share Subscription Agreement.

#### 4.3. Acquirer's Undertakings and Confirmations

As on date of this Draft Letter of Offer, the Acquirers have confirmed, warranted, undertaken, and declared that:

- 4.3.1. Acquirer 1 and Acquirer 2 are common directors of M/s Nidimo Mont Private Limited and M/s GEC International Impex Private Limited.
- 4.3.2. As on date of this Draft Letter of Offer, the Acquirers, have confirmed, warranted, and undertaken that:
- 4.3.2.1. Acquirer 1 holds 17,95,573 Equity Shares representing 4.38% of the Expanded Voting Share Capital of the Target Company, whereas Acquirer 2 holds 17,95,573 Equity Shares representing 4.38% of the Expanded Voting Share Capital of the Target Company. The Acquirers collectively hold 35,91,146 Equity Shares representing 8.76% of the Expanded Voting Share Capital of the Target Company. Furthermore, the Acquirers have not purchased any Equity Shares of the Target Company between the date of the Public Announcement and the date of this Detailed Public Statement.
- 4.3.2.2. As of the date of this Detailed Public Statement, except from being the existing Public Shareholders of the Target Company and parties to the Share Purchase Agreement and Share Subscription Agreement, the Acquirers do not hold any other interest or maintain any other relationship in or with the Target Company. The Acquirers do not belong to any group.
- 4.3.2.3. The Acquirers do not form a part of the current promoter and promoter group of the Target Company.
- 4.3.2.4. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the SEBI Act or under any other Regulation made under the SEBI Act.
- 4.3.2.5. The Acquirers have not been categorized nor are appearing in the 'Wilful Defaulter or a Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.
- 4.3.2.6. The Acquirers are not declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.3.2.7. No person is acting in concert with the Acquirers for the purposes of this Offer. While persons may be deemed to be acting in concert with the Acquirers in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ('*Deemed PACs*'), however, such Deemed PACs are not acting in concert with the Acquirers for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 4.3.2.8. The Acquirers will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 4.3.2.9. Upon sale of the entire shareholding of the Selling Promoter Shareholders in the Target Company pursuant to the Share Purchase Agreement, they will cease to be members of the promoter and promoter group of the Target Company in accordance with the applicable law. The existing Selling Promoter Shareholders will transfer control and management of the Target Company to the Acquirers and submit an application for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- 4.3.2.10. Upon consummation of the Underlying Transactions as contemplated under the Agreements and post successful completion of the Offer, the Acquirers will acquire control over the Target Company and the Acquirers shall become the promoters of the Target Company in accordance with the provisions of the SEBI (LODR) Regulations.
- 4.3.2.11. The Acquirers do not have an intention to delist the Target Company pursuant to this Offer.

## 5. DETAILS OF THE SELLING PROMOTER SHAREHOLDER

*(The disclosure mentioned under this section has been sourced from information provided by the Selling Promoter Shareholder)*

- 5.1. The Acquirers and the Selling Promoter Shareholders executed a Share Purchase Agreement dated Friday, March 07, 2025, in pursuance of which the Acquirers have proposed to acquire 9,00,000 Sale Shares representing 2.20% of the Expanded Voting Share Capital of the Target Company at a negotiated price of ₹18.00/- per Sale Share, aggregating to a maximum consideration of ₹1,62,00,000.00/-, subject to the terms and conditions, payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement.
- 5.2. The details of the Selling Promoter Shareholder who has entered into the Share Purchase Agreement with Acquirers, are as follows:

Name of the Selling Promoter Shareholder	Details of change in the name in the past (if applicable)	Nature of Entity	Group	Part of Promoter/Promoter Group of Target company	Details of Shares/Voting Rights held by the Selling Shareholders			
					Pre-Share Purchase Agreement Transaction		Post-Share Purchase Agreement Transaction	
					No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital
M/s Faze Three Limited (Selling Promoter Shareholder) PAN: AAACF2212N Registered office situated at: Survey No. 380/1, Khanvel Silvassa Road, Village Dapada, Dapada – 396230, Dadra & Nagar Haveli, India	Not Applicable	Private Limited Company	None	Yes	9,00,000	2.20%	Nil	Not Applicable
<b>Total</b>					<b>9,00,000</b>	<b>2.20%</b>	<b>Nil</b>	<b>Not Applicable</b>

- 5.3. Upon completion of the Offer formalities, the Selling Promoter Shareholder will cease to hold any Equity Shares in the Target Company. The existing Promoters will transfer control and management of the Target Company to the Acquirers, and submit an application for declassification from the 'Promoter and Promoter Group' categories, in accordance with Regulation 31A of the SEBI (LODR) Regulations.
- 5.4. The Selling Promoter Shareholders have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

## 6. BACKGROUND OF THE TARGET COMPANY

*(The disclosure mentioned under this section has been sourced from information published by the Target Company or provided by the Target Company or publicly available sources)*

- 6.1. The Target Company was incorporated on Friday, February 03, 1989, under the provisions of the Companies Act, 1956, under the name and style as Veera Treatwood Limited vide certificate of incorporation bearing registration number 09-05291 of 1989, issued by Registrar of Companies. Subsequently in the year 1998, the name of the Target Company was changed to 'V. R. Woodart Limited' vide fresh certificate of incorporation consequent of change of name dated Thursday, June 18, 1998, issued by Registrar of Companies. Further, pursuant to the Order dated November 14, 2002, passed by the Company Law Board confirming the Transfer of Registered Office from One State to another, the Registered Office of the Target Company was transferred from the State of Kerala to State of Maharashtra. The Target Company bears corporate identity number 'L51909MH1989PLC138292', with its registered office located at Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai City, Mumbai - 400006, Maharashtra, India. The Target Company can be contacted via telephone number :+91 22 4351 4444; Fax: +91 22 24936811, via Email Address '[investors@vrwoodart.com](mailto:investors@vrwoodart.com)', or through its website '[www.vrwoodart.com](http://www.vrwoodart.com)'.
- 6.2. The Equity Shares of the Target Company bearing ISIN 'INE317D01014' are presently listed on BSE Limited bearing Scrip ID 'VRWODAR' and Scrip Code '523888'. The Target Company has already established connectivity with Central Depositories Services (India) Limited ('CDSL'), and National Securities Depository Limited ('NSDL').
- 6.3. The share capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Equity Shares	Aggregate amount of Equity Shares	Percentage of the existing Voting Share Capital
a.	Authorized Equity share capital	1,50,00,000	₹15,00,00,000/-	100.00%
b.	Issued, subscribed and paid-up Equity Share capital			
(i)	Fully paid-up Equity Shares	1,48,91,806	₹14,89,18,060/-	100.00%
(ii)	Partly Paid-Up Equity Shares	Nil	Nil	Not Applicable

- 6.4. As per the shareholding pattern filed for the quarter ended December 31, 2024, the Target Company has disclosed that, it doesn't have:
- 6.4.1. Any partly paid-up shares;
- 6.4.2. Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options, etc., which are convertible into Equity Shares at a later stage;
- 6.4.3. Equity Shares which are forfeited or kept in abeyance;
- 6.4.4. Equity Shares which are subject to lock-in;
- 6.4.5. Outstanding Equity Shares that have been issued but not listed on the any stock exchange.
- 6.5. The Target Company has not been a party to any scheme of amalgamation, restructuring, merger / de-merger, buy-back and spin off during the last 3 years.
- 6.6. The present Board of Directors of the Target Company are as follows:

Name	Date of Appointment	DIN	Designation
Mr. Anwar Abdul Haque Shaikh	Friday, February 07, 2025	10939770	Additional Director (Whole-Time)
Mrs. Divya Santosh Pai	Friday, February 07, 2025	07915821	Additional Director (Non - Executive)
Mrs. Nidhi Kirti Bhatt	Friday, February 07, 2025	07773954	Additional Director (Independent Director)
Mr. Kartik Ramesh Jethwa	Wednesday, October 16, 2019	08587759	Non - Executive Independent

Name	Date of Appointment	DIN	Designation
			Director
Mr. Manan Manoj Shah	Tuesday, January 25, 2022	07589737	Non - Executive Independent Director
Mr. Vinit Arvind Rathod	Tuesday, January 25, 2022	07589863	Non - Executive Independent Director
Mr. Anwar Abdul Haque Shaikh	Friday, February 21, 2020	10939770	Chief Financial Officer
Mr. Siddharth Dwivedi	Thursday, January 02, 2025	-	Company Secretary & Compliance Officer

6.7. As on date of this Draft Letter of Offer, there are no directors representing Acquirers appointed as directors on the Board of the Target Company.

6.8. The trading of the Equity Shares of the Target Company is currently active and not suspended on the BSE Limited.

#### 6.9. Financial Information

The financial information of the Target Company for the Nine month period ended December 31, 2024, half-year period ended September 30, 2024, for the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, are as follows:

Balance Sheet				
(₹ in Lakhs)				
Particulars	Unaudited and Limited Reviewed Financial Statements for the half-year ended September 30, 2024	Audited Financial Statements for the Financial Year ending March 31		
		2024	2023	2022
<b>(A) Sources of funds</b>				
Paid up share capital	₹1,489.18	₹1,489.18	₹1,489.18	₹1,489.18
Other Equity	₹ (1,692.40)	₹ (1,688.55)	₹ (1,679.42)	₹ (1,665.45)
<b>Net Worth</b>	<b>₹ (203.22)</b>	<b>₹ (199.37)</b>	<b>₹ (190.24)</b>	<b>₹ (176.27)</b>
<b>Non- Current Liabilities</b>				
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	₹204.81	₹198.81	₹191.80	₹183.06
Trade Payables	₹0.00	₹0.00	₹0.00	₹0.67
Other Financial Liabilities	₹0.75	₹0.50	₹0.50	₹0.50
Other Current Liabilities	₹0.04	₹0.30	₹0.06	₹0.06
<b>Total (A)</b>	<b>₹2.38</b>	<b>₹0.23</b>	<b>₹2.12</b>	<b>₹8.02</b>
<b>(B) Uses of funds</b>				
<b>Non- Current Assets</b>				
<b>Financial Assets</b>				
Other Financial Assets	₹0.00	₹0.00	₹0.00	₹0.00
Non Current Tax Assets	₹0.00	₹0.00	₹0.00	₹0.00
<b>Current Assets</b>				
<b>Financial Assets</b>				
Cash and Cash Equivalent	₹0.11	₹0.20	₹2.09	₹8.00
Other Current Assets	₹2.27	₹0.03	₹0.03	₹0.02
<b>Total (B)</b>	<b>₹2.38</b>	<b>₹0.23</b>	<b>₹2.12</b>	<b>₹8.02</b>

Profit and Loss Statement					
(₹ in Lakhs)					
Particulars	Unaudited and Limited Reviewed Financial Statements for the Nine Month Period ended December 31, 2024	Unaudited and Limited Reviewed Financial Statements for the half-year ended September 30, 2024	Audited Financial Statements for the Financial Year ending March 31		
			2024	2023	2022
Income from Operations	₹0.00	₹0.00	₹0.00	₹0.00	₹0.00
Other Income	₹0.00	₹0.00	₹0.00	₹0.00	₹0.00
<b>Total Income</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>
Dividend (%)	-	-	-	-	-
<b>Total Expenditure excluding Interest, Depreciation and Tax</b>	<b>₹6.35</b>	<b>₹3.85</b>	<b>9.13</b>	<b>13.97</b>	<b>13.19</b>
<b>Earnings Per Share</b>	<b>(0.04)</b>	<b>(0.03)</b>	<b>(0.06)</b>	<b>(0.09)</b>	<b>(0.09)</b>
<b>Profit/ (Loss) before Interest, Depreciation and Tax</b>	<b>₹ (6.35)</b>	<b>₹ (3.85)</b>	<b>(9.13)</b>	<b>(13.97)</b>	<b>(13.19)</b>
Depreciation and Amortization Expenses	₹0.00	₹0.00	0.00	0.00	0.00
Interest	₹0.00	₹0.00	0.00	0.00	0.00
<b>Profit/ (Loss) before Tax</b>	<b>₹ (6.35)</b>	<b>₹ (3.85)</b>	<b>(9.13)</b>	<b>(13.97)</b>	<b>(13.19)</b>
<b>Exceptional Item</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>	<b>₹0.00</b>
Less: Current Tax	₹0.00	₹0.00	₹0.00	₹0.00	₹0.00
Tax Adjustment Previous Year	₹0.00	₹0.00	₹0.00	₹0.00	₹0.00
Deferred Tax	₹0.00	0.00	₹0.00	₹0.00	₹0.00
<b>Profit/ (Loss) After tax</b>	<b>₹ (6.35)</b>	<b>₹ (3.85)</b>	<b>₹ (9.13)</b>	<b>₹ (13.97)</b>	<b>₹ (13.19)</b>
<b>Return on Networth</b>	<b>-</b>	<b>0.02</b>	<b>0.05</b>	<b>0.07</b>	<b>0.07</b>
<b>Book Value Per Share</b>	<b>-</b>	<b>₹(1.36)</b>	<b>₹ (1.34)</b>	<b>₹ (1.28)</b>	<b>₹ (1.18)</b>

Other Financial Information					
(₹ in Lakhs except per Equity Share data)					
Particulars	Unaudited and Limited Reviewed Financial Statements for the Nine Month Period ended December 31, 2024	Unaudited and Limited Reviewed Financial Statements for the half-year ended September 30, 2024	Audited Financial Statements for the Financial Year ending March 31		
			2024	2023	2022
Total Revenue	₹0.00	₹0.00	₹0.00	₹0.00	₹0.00
Net Earnings or Profit/(Loss) after tax	₹ (6.35)	₹ (3.85)	₹ (9.13)	₹ (13.97)	₹ (13.19)
Earnings per Share (EPS)	(0.04)	(0.03)	(0.06)	(0.09)	(0.09)
Net Worth	-	(203.22)	(199.37)	(190.24)	(176.27)
Book Value Per share	-	(1.36)	(1.34)	(1.28)	(1.18)
Return On Net worth	-	0.02	0.05	0.07	0.07

**Notes:**

The key financial information has been extracted from the Target Company's unaudited and audited standalone financial results and/ or the annual reports, as follows:

- a. For the Nine month period ended December 31, 2024, the information has been sourced from the Target Company's Unaudited Standalone Financial Results for the quarter ended December 31, 2024 (Source: <https://www.bseindia.com/xml-data/corpfiling/AttachHis/97e7102a-40fa-45db-be19-568605adff68.pdf>).

- b. *For the half-year ended September 30, 2024, the information has been sourced from the Target Company's Unaudited Standalone Financial Results for the quarter ended September 30, 2024 (Source: <https://www.bseindia.com/xml-data/corpfiling/AttachHis/71b0195e-ffa9-48e8-8b6e-9c9aa6cc609b.pdf> ).*
- c. *For the Financial Year ended March 31, 2024, and March 31, 2023, the information has been sourced from the Target Company's Annual Report for the Financial Year ended March 31, 2024. (Source <https://www.bseindia.com/xml-data/corpfiling/AttachHis/b4324e08-0c3b-4215-aefc-9b71ccdf5308.pdf> ).*
- d. *For the Financial Year ended March 31, 2022, the information has been sourced from the Target Company's Annual Report for financial year ended March 31, 2023 (Source: <https://www.bseindia.com/xml-data/corpfiling/AttachHis/90727213-b0eb-4c89-9deb-d632084d0952.pdf>).*
- e. *There are no contingent liabilities existing in the Target Company.*

6.10. The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Shares and Expanded Voting Share Capital), assuming full acceptance under this Offer is as specified below:

Shareholder s' Category	Shareholding/voting rights prior to the acquisition and Offer			Equity Shares and Voting Share Capital proposed to be acquired through Share Purchase Agreement		Equity Shares and Voting Share Capital proposed to be acquired through Preferential Issue of Equity Shares		Preferential Issue of Convertible Warrants (1 Warrant is convertible Share of the Target Company) (assuming Warrants are converted into Equity Shares)		Equity Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after acquisition as stipulated under the Transactions and this Offer (A+B+C+D)	
	No. of Equity Shares	% of Pre Issue Voting Share Capital	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital	No. of Equity Shares	% of Expanded Voting Share Capital
<b>1. Promoter and Promoter Group</b>													
<b>a) Existing Promoters</b>													
M/s Faze Three Limited	9,00,000	6.04%	2.20%	(9,00,000)	(2.20%)	--	--	--	--	--	--	--	--
<b>Total (a)</b>	<b>9,00,000</b>	<b>6.04%</b>	<b>2.20%</b>	<b>(9,00,000)</b>	<b>(2.20%)</b>	--	--	--	--	--	--	--	--
<b>b) Promoters other than (a) above</b>													
--	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>Total (b)</b>	--	--	--	--	--	--	--	--	--	--	--	--	--
<b>Total 1 (a+b)</b>	<b>9,00,000</b>	<b>6.04%</b>	<b>2.20%</b>	<b>(9,00,000)</b>	<b>(2.20%)</b>	--	--	--	--	--	--	--	--
<b>2. Acquirers</b>													
Mrs. Minal Gaurav Patil (Acquirer 1)	17,95,573	12.06%	4.38%	4,50,000	1.10 %	62,10,000	15.16%	20,40,000	4.98%	53,25,035	13%	1,58,20,608	38.62%
Ms. Maddukuri Mounica (Acquirer 2)	17,95,573	12.06%	4.38%	4,50,000	1.10 %	62,10,000	15.16%	20,40,000	4.98%	53,25,035	13%	1,58,20,608	38.62%
<b>Total 2</b>	<b>35,91,146</b>	<b>24.12 %</b>	<b>8.76%</b>	<b>9,00,000</b>	<b>2.20%</b>	<b>1,24,20,000</b>	<b>30.82%</b>	<b>40,80,000</b>	<b>9.96%</b>	<b>1,06,50,070</b>	<b>26.00%</b>	<b>3,16,41,216</b>	<b>77.24%</b>

Shareholder s' Category	Shareholding/voting rights prior to the acquisition and Offer			Equity Shares and Voting Share Capital proposed to be acquired through Share Purchase Agreement		Equity Shares and Voting Share Capital proposed to be acquired through Preferential Issue of Equity Shares		Preferential Issue of Convertible Warrants (1 Warrant is convertible Share of the Target Company) (assuming Warrants are converted into Equity Shares)		Equity Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after acquisition as stipulated under the Transactions and this Offer (A+B+C+D)	
	No. of Equity Shares	% of Pre Issue Voting Share Capital	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital
	<b>3. Parties to Share Purchase Agreement other than 1(a) &amp; 2</b>												
	Not Applicable												
	<b>4. Public (other than Parties to Agreement and Acquirer) #</b>												
a. FIs/ MFs/ FIIs/ Banks/ SFIIs - Banks	3,62,200	2.43%	0.89%	--	--	15,70,000	3.83%	80,00,000	19.53%	(1,06,50,070)	(26.00%)	--	--
b. Others	1,00,38,460	67.41%	24.51%	--	--								
<b>Total (4 (a+b)</b>	<b>1,04,00,660</b>	<b>69.84%</b>	<b>25.40%</b>	--	--	<b>15,70,000</b>	<b>3.83%</b>	<b>80,00,000</b>	<b>19.53%</b>	<b>(1,06,50,070)</b>	<b>(26.00%)</b>	<b>93,20,590</b>	22.76%
<b>GRAND TOTAL (1+ 2+ 3+ 4)</b>	<b>1,48,91,806</b>	<b>100.00%</b>	<b>36.36%</b>	--	--	<b>1,39,90,000</b>	<b>34.15%</b>	<b>1,20,80,000</b>	<b>29.49%</b>	--	--	<b>4,09,61,806</b>	100.00%
<b>5. Preferenti al Issue of Equity Shares and convertibl e Warrants [Consideri ng exercise, conversion</b>	2,60,70,000	-	63.64%	-	-	(1,39,90,000)	(34.15%)	(1,20,80,000)	(29.49%)	-	-	-	-

Shareholder s' Category	Shareholding/voting rights prior to the acquisition and Offer			Equity Shares and Voting Share Capital proposed to be acquired through Share Purchase Agreement		Equity Shares and Voting Share Capital proposed to be acquired through Preferential Issue of Equity Shares		Preferential Issue of Convertible Warrants (1 Warrant is convertible Share of the Target Company) (assuming Warrants are converted into Equity Shares)		Equity Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after acquisition as stipulated under the Transactions and this Offer (A+B+C+D)	
	No. of Equity Shares	% of Pre Issue Voting Share Capital	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital	No. of Equity Shares	% of Expand ed Voting Share Capital
and allotment of equity shares pursuant to conversion of warrants]													
<b>Total (5)</b>	2,60,70,000	-	63.64%										
<b>GRAND TOTAL (1+ 2+ 3+ 4+5)</b>	4,09,61,806	-	100.00%	--	--	--	--	--	--	--	--	--	--

**Notes:**

#The Acquirers, and the Selling Promoter Shareholder of the Target Company are not eligible to participate for this Offer in accordance with the provisions of the SEBI (SAST) Regulations.

The Selling Promoter Shareholder shall in accordance and compliance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations make an application for re-classification of herself from the promoter category of the Target Company subject to the compliance of the SEBI (LODR) Regulations.

As per the shareholding filed for the quarter ended September 30, 2024, there are 126 Public Shareholders.

## 7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 7.1. Justification of the Offer Price

7.1.1. The Equity Shares of the Target Company bearing ISIN 'INE317D01014' are presently listed on the BSE Limited bearing Scrip ID 'VRWODAR' and Scrip Code '523888'. The Target Company has connectivity with the Depositories.

7.1.2. The trading turnover in the Equity Shares of the Target Company on BSE Limited based on trading volume during the 12 calendar months prior to the month of Public Announcement (March 01, 2024, up to February 28, 2025) have been obtained from [www.bseindia.com](http://www.bseindia.com), as given below:

<i>Stock Exchange</i>	<i>Total no. of Equity Shares traded during the 12 calendar months prior to the month of Public Announcement</i>	<i>Total no. of listed Equity Shares</i>	<i>Trading turnover (as % of Equity Shares listed)</i>
BSE Limited	18,00,983	1,48,91,806	12.09%

Based on the information provided above, the Equity Shares of the Target Company are frequently traded on the BSE Limited within the explanation provided under Regulation 2 (1) (j) of the SEBI (SAST) Regulations.

7.1.3. The Offer Price of ₹22.00/- is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, being more than the highest of the following:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Price</b>
a)	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	₹18.00/-
b)	The volume-weighted average price paid or payable for acquisition(s) by Acquirers, during the 52 weeks immediately preceding the date of Public Announcement	Not Applicable
c)	The highest price paid or payable for any acquisition by Acquirers, during the 26 weeks immediately preceding the date of Public Announcement	Not Applicable
d)	The volume-weighted average market price of Equity Shares for a period of 60 trading days immediately preceding the date of Public Announcement as traded on BSE Limited where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	₹7.13/-
e)	Where the Equity Shares are not frequently traded, the price determined by Acquirers and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	Not Applicable
f)	The per equity share value computed under Regulation 8 (5) of SEBI (SAST) Regulations, if applicable	Not Applicable, since this is not an indirect acquisition of Equity Shares

In view of the parameters considered and presented in the table above, in the opinion of Acquirers and Manger, the Offer Price of ₹22.00/- per Offer Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

7.1.4. Based on the confirmation provided by Target Company and based on the information available on the website of the BSE Limited, since the date of the Public Announcement, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations.

7.1.5. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Detailed Public Statement up to 3 Working Days prior to the commencement of the Tendering Period, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations. However, no adjustment shall be made for dividend with a record date falling during such period except where the dividend per share is more than 50.00% higher than the average of the dividend per share paid during the 3 Financial Years preceding the date of Public Announcement.

- 7.1.6. As on date of this Draft Letter of Offer, there has been no revision in the Offer Price or to the size of this Offer as on the date of this Draft Letter of Offer. In case of any revision in the Offer Price or Offer Size, the Acquirers would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.
- 7.1.7. In terms of Regulations 18 (4) and 18 (5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirers shall make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, the BSE Limited, and the Target Company at its registered office of such revision.
- 7.1.8. In the event of acquisition of the Equity Shares by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall: (a) make corresponding increases to the Escrow Amount; (b) make a public announcement in the same Newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. However, the Acquirers shall not acquire any Equity Shares after the 3<sup>rd</sup> Working Day prior to the commencement of the Tendering Period of this Offer and until the expiry of the Tendering Period of this Offer.
- 7.1.9. If the Acquirers acquire Equity Shares of the Target Company during the period of 26 weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

## **7.2. Financial Arrangements**

- 7.2.1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirers have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged. CA Jiwan Bedmutha, holding membership number '042719', partner at BKSK & Associates, Chartered Accountants, bearing firm registration number '114816-W' has certified that the Acquirer 1 and Acquirer 2 have sufficient resources to meet the full obligations of the Offer. The firm has its office located at 307, Tulsiani Chambers, Nariman Point, Mumbai – 400 021, Maharashtra, India. Office No 9, First Floor, NICE Sankul, Satpur, Near ITI Signal, Satpur, Nashik – 422 007, Maharashtra, India.
- 7.2.2. The maximum consideration payable by Acquirers to acquire up to 1,06,50,070 Offer Shares, representing 26.00% of the Expanded Voting Share Capital of the Target Company, at an Offer Price of ₹22.00/- per Offer Share, to the Public Shareholders of the Target Company, payable in cash, assuming full acceptance aggregating to a maximum consideration of aggregating to an amount of ₹23,43,01,540.00/-. In accordance with Regulation 17 of the SEBI (SAST) Regulations, Acquirers have opened an Escrow Account under the name and style of 'VR - Open Offer Escrow Account' with Axis Bank Limited operating through its branch located at Axis Bank Ltd., 1st Floor, Rajgir Plot No. 154, Old Nagardas Road, Gundavli Village, Andheri East, Mumbai 400059, Maharashtra, India, and Escrow Account comprises of a bank guarantee made by Bank of Maharashtra for a guaranteed sum not exceeding ₹6,00,00,000.00/- (Rupees Six Crore Only) along with Cash Deposit of ₹24,00,000.00/- (Rupees Twenty Four Lakhs Only) towards 1.00% (One Percent) of the total Offer Size.
- 7.2.3. The Manager is duly authorized to operate the Escrow Account to the exclusion of all others and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- 7.2.4. The Acquirers have confirmed that they have, and will continue to have, and maintain sufficient means and firm arrangements to enable compliance with his payment obligations under the Offer.
- 7.2.5. In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers would deposit appropriate additional amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.
- 7.2.6. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager is satisfied about the ability of the Acquirers to fulfil their obligations in respect of this Offer in accordance with the provisions of SEBI (SAST) Regulations.

## **8. TERMS AND CONDITIONS OF THE OFFER**

---

### **8.1. Operational Terms and Conditions**

- 8.1.1. The Identified Date for this Offer as per the indicative schedule of key activities is Monday, April 21, 2025. In terms of the indicative schedule of key activities, the Tendering Period for the Open Offer is expected to commence on Tuesday, May 06, 2025, and to close on Monday, May 19, 2025 (both days inclusive).
- 8.1.2. A tender of Equity Shares pursuant to any of the procedures described in the Letter of Offer will constitute a binding agreement between the Acquirers and the tendering holder, including the tendering holder's acceptance of the terms and conditions of the Letter of Offer.
- 8.1.3. This Offer is not conditional upon any minimum level of acceptance.
- 8.1.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations
- 8.1.5. Public Shareholders may tender their Equity Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirers have up to 10 Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Open Offer.
- 8.1.6. Public Shareholders who tender their Equity Shares in this Offer shall ensure that they have good and valid title on the Offer Shares. The Public Shareholders who tender their Equity Shares in this Offer shall ensure that the Offer Shares are clear from all liens, charges and encumbrances. The Offer Shares will be acquired, subject to such Offer Shares being validly tendered in this Offer, together with all the economic, voting and beneficial rights attached thereto, including all the rights to dividends, bonuses and right offers declared thereof, and the tendering Public Shareholders shall have obtained all necessary consents required by them to tender the Offer Shares. Equity Shares that are subject to any charge, lien or any other form of encumbrance are liable to be rejected in the Offer.
- 8.1.7. The acquisition of Equity Shares under this Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to the Offer and the transfer of Equity Shares held by them to the Acquirers. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. If such prior approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.
- 8.1.8. 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.
- 8.1.9. Public Shareholders to whom the Offer is being made are free to tender their shareholding in the Target Company in whole or in part while accepting the Offer. The acceptance must be unconditional and should be absolute and unqualified.
- 8.1.10. The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1.
- 8.1.11. There has been no revision in the Offer Price or Offer Size as on the date of this Draft Letter of Offer. The Acquirers reserve the right to revise the Offer Price and/or the number of Offer Shares upwards at any time prior to the commencement of 1 Working Day prior to the commencement of the Tendering Period, in accordance with the SEBI (SAST) Regulations. In the event of such revision, in terms of Regulation 18 (5) of the SEBI (SAST) Regulations, the Acquirers shall: (i) make a corresponding increase to the Escrow Amount; (ii) make a public announcement in the same Newspapers in which the Detailed Public Statement was published; and (iii) simultaneously notify the BSE Limited, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of the Letter of Offer.
- 8.1.12. 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 Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/ orders are passed regarding the free transferability of such Equity Shares tendered under this Offer prior to the date of closure of the Tendering Period.

- 8.1.13. Locked-in Equity Shares, if any, may be transferred to the Acquirers subject to the continuation of the residual lock-in period in the hands of the Acquirers, as may be permitted under applicable law. It is the sole responsibility of the Public Shareholder tendering their Equity Shares, to ensure that the locked-in Equity Shares are free from lock-in before such transfer to Acquirers. The Manager to the Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares.
- 8.1.14. Equity Shares tendered under this Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attached thereto, including all rights to dividends and rights to participate in, bonus and rights issues, if any, declared hereafter, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.
- 8.1.15. All the Equity Shares validly tendered under this Offer to the extent of the Offer Size will be acquired by the Acquirers in accordance with the terms and conditions set forth in the Draft Letter of Offer and the Offer Documents.
- 8.1.16. The Letter of Offer shall be sent (through e-mail or physical mode) to all Public Shareholders whose names appear in the register of members of the Target Company on the Identified Date. Accidental omission to dispatch the Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of the Letter of Offer by any such Public Shareholder shall not invalidate this Offer in any manner whatsoever. In case of non-receipt of the Letter of Offer, Public Shareholders, including those who have acquired Equity Shares after the Identified Date, if they so desire, may download the Letter of Offer and the Form of Acceptance-cum Acknowledgement from the website of the Registrar to the Offer ([www.integratedindia.in](http://www.integratedindia.in)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)) or the Manager to the Offer ([www.swarajshares.com](http://www.swarajshares.com)).
- 8.1.17. The instructions, authorizations and provisions contained in the Form of Acceptance-cum Acknowledgement constitute an integral part of the terms of the Open Offer. The Public Shareholders can write to the Registrar to the Offer/ Manager to the Offer requesting for the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement and fill up the same in accordance with the instructions given therein, so as to reach the Registrar to the Offer, on or before the date of the closure of the Tendering Period. Alternatively, the Letter of Offer along with the Form of Acceptance-cum-Acknowledgement will also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in), and the Public Shareholders can also apply by downloading such forms from the website.
- 8.1.18. As per the provisions of Regulation 40 (1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference number PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the SEBI Master Circular for SEBI (SAST) Regulations bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 dated February 16, 2023, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Offer as per the provisions of the SEBI (SAST) Regulations.
- 8.1.19. The Acquirers or the Manager to the Offer or the Registrar to the Offer shall not be responsible in any manner for any loss of documents during transit (including but not limited to Offer acceptance forms, copies of delivery instruction slips, etc.) and the Public Shareholders are advised to adequately safeguard their interests in this regard.

## **8.2. Eligibility for accepting this Offer**

- 8.2.1. The Letter of Offer (along with the Form of Acceptance-cum-Acknowledgement) shall be sent to all Public Shareholders holding the Equity Shares, whether in dematerialized form or physical form, whose names appear in the records of Depositories at the close of business hours on the Identified Date.
- 8.2.2. 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 i.e., the date falling on the 10<sup>th</sup> Working Day prior to the commencement of Tendering Period, 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 Open Offer.
- 8.2.3. Accidental omission to dispatch the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
- 8.2.4. All Public Shareholders registered or unregistered, who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Offer. All Public

Shareholders holding Equity Shares whether in dematerialized form or physical form are eligible to participate in the Offer at any time during the Tendering Period.

- 8.2.5. The acceptance of this Offer is entirely at the discretion of the Public Shareholders. The acceptance of this Offer by the Public Shareholders must be absolute and unqualified. Any acceptance to this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever. Further, in case the documents/forms submitted are incomplete and/or if they have any defect or modifications, the acceptance is liable to be rejected. The Acquirers, Manager or Registrar to the Offer accept no responsibility for any loss of any documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.
- 8.2.6. All Public Shareholders, (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Open Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares.
- 8.2.7. For any assistance, please contact the Manager to the Offer or the Registrar to the Offer.

### **8.3. Statutory Approvals and conditions of the Offer**

- 8.3.1. The Underlying Transaction is subject to the conditions specified under the Agreements, as specifically addressed under sub-paragraph 3.1.2.6.1 of Paragraph 3.1 and sub-paragraph 3.1.3 on page 15 titled as '*Background of the Offer*'. Further, except for being in receipt of approval of the Stock Exchanges in respect of Proposed Preferential Issue, there are no statutory approvals required to complete this Offer. However, in case of any such statutory approvals are required by Acquirers at a later date before the expiry of the Tendering Period, this Offer shall be subject to such approvals and Acquirers shall make the necessary applications for such statutory approvals.
- 8.3.2. All Public Shareholders, including non-residents holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the Reserve Bank of India) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the Reserve Bank of India, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, Acquirers reserve the right to reject such Offer Shares.
- 8.3.3. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within a period of 10 Working Days from the date of expiry of the Tendering Period to those Public Shareholders who have tendered Equity Shares and are found valid and are accepted for acquisition by Acquirers.
- 8.3.4. The Acquirers in terms of Regulation 18(11) of SEBI (SAST) Regulations, are responsible to pursue all statutory approvals in order to complete this Offer without any default, neglect or delay. In the event, the Acquirers are unable to make the payment to the Public Shareholders who have accepted this Offer within such period owing to non-receipt of statutory approvals required by the Acquirers, SEBI may, where it is satisfied that such non-receipt was not attributable to any wilful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant extension of time for making payments, subject to the Acquirers agreeing to pay interest to the shareholders for the delay at such rate as may be specified. In addition, where any statutory approval extends to some but not all the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirers may be delayed.
- 8.3.5. In accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, if there is any delay in making payment to the Public Shareholders who have accepted this Offer, the Acquirers will be liable to pay interest at the rate of 10.00% per annum for the period of delay. This obligation to pay interest is without prejudice to any action that the SEBI

may take under Regulation 32 of the SEBI (SAST) Regulations. However, it is important to note that if the delay in payment is not attributable to any act of omission or commission by the Acquirers, or if it arises due to reasons or circumstances beyond the control of the Acquirers, SEBI may grant a waiver from the obligation to pay interest. Public Shareholders should be aware that while such waivers are possible, there is no certainty that they will be granted, and as such, there is a potential risk of delayed payment along with the associated interest.

- 8.3.6. In accordance with Regulation 23 (1) of the SEBI (SAST) Regulations, this Offer, shall not be withdrawn except under the following circumstances:
- 8.3.6.1. If statutory approvals required for this Offer or for acquisition of Sale Shares as stipulated under the Share Purchase Agreement are refused, provided these requirements for approval have been disclosed in the Detailed Public Statement and the Letter of Offer. However, it is essential to note that the Acquirers are not permitted to withdraw this Offer based on the Public Announcement if the proposed acquisition through the Preferential Issue does not succeed. Public Shareholders are requested to note that, except for being in receipt of the In-Principle Approval from the Stock Exchanges, as on the date of this Draft Letter of Offer, there are no statutory or other approvals required to implement the Offer
- 8.3.6.2. The Acquirers, being natural persons, have died;
- 8.3.6.3. Any condition stipulated in the Share Purchase Agreement attracting the obligation to make the Open Offer is not met for reasons outside the reasonable control of the Acquirers, and such Share Purchase Share Purchase Agreement is rescinded, subject to such conditions having been specifically disclosed in this Draft Letter of Offer and the Letter of Offer.
- 8.3.6.4. If SEBI determines that circumstances merit the withdrawal of the Offer, in which case SEBI shall issue a reasoned order permitting the withdrawal, which will be published on SEBI's official website.

In the event of the withdrawal of this Offer, the Acquirers shall, through the Manager to the Offer, within 2 Working Days of such withdrawal, make an announcement in the Newspapers in which the Detailed Public Statement for this Offer was published, providing the grounds and reasons for the withdrawal. Simultaneously with the announcement, the Acquirers shall inform in writing the SEBI, BSE Limited, and the Target Company at its registered office.

- 8.3.7. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that the delay receipt of the requisite approvals was not due to any wilful default or neglect of Acquirers, or failure of Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to Acquirers agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of the provisions of Regulation 18 (11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by Acquirers in obtaining the requisite approvals, the provisions of Regulation 17 (9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all the Public Shareholders, Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- 8.3.8. All Public Shareholders (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares.
- 8.3.9. The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 Working Days from the date of closure of the Tendering Period of this Offer to those Public Shareholders whose Equity Shares are accepted in this Offer.

## 9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 9.1. This Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the BSE Limited in the form of a separate window ('**Acquisition Window**'), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/ DCR-III/CIR/P/2021/615 dated August 13, 2021, SEBI master circular SEBI/HO/CFD/PoD-1/P/ CIR/2023/31 dated February 16, 2023, as amended from time to time and notices/ guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time ('**Acquisition Window Circulars**').
- 9.2. The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.
- 9.3. The Letter of Offer and Form of Acceptance will be sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective Depositories, as of the close of business on the Identified Date.
- 9.4. The Public Announcement, the Detailed Public Statement, this Draft Letter of Offer, Letter of Offer and Form of Acceptance would also be available on SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)). In case of non-receipt of the Letter of Offer and Form of Acceptance, all the Public Shareholders, including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the same from the aforesaid website 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.
- 9.5. All the Public Shareholders who desire to tender their Equity Shares under this Offer would have to approach their respective stockbrokers ('**Selling Broker**'), during the normal trading hours of the secondary market during the Tendering Period. The Buying Broker or an affiliate may also act as the Selling Broker for Public Shareholders
- 9.6. For implementation of this Offer, the Acquirers have appointed Allwin Securities Limited through whom the purchases and settlements on account of this Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

<b>Name</b>	Allwin Securities Limited
<b>Address</b>	B-205/206, Ramji House, 30, Jambulwadi, Kalbadevi Road, Mumbai – 400002, Maharashtra, India
<b>Contact Number</b>	+91 – 4344 - 6444
<b>E-mail Address</b>	<a href="mailto:allwinsec@gmail.com">allwinsec@gmail.com</a>
<b>SEBI Registration No</b>	INZ000239635
<b>Contact Person</b>	Mr. Kailashchand Mallawat

*Note: Public Shareholders having their beneficiary account with Central Depository Services Limited must use the inter-depository delivery instruction slip for the purpose of crediting their equity shares of the Target Company in favour of the Open Offer Escrow Demat Account.*

- 9.7. The Acquisition Window provided by the BSE Limited shall facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares only.
- 9.8. The Selling Broker can enter orders for physical and dematerialized Equity Shares. The cumulative quantity tendered shall be displayed on the BSE's website throughout the trading session at specific intervals by the BSE during Tendering Period.
- 9.9. Modification/cancellation of orders will not be allowed during the Tendering Period.
- 9.10. The Public Shareholders can tender their Equity Shares only through Selling Broker(s) with whom such shareholder is registered as client (and has complied with the relevant 'Know Your Client' procedures and guidelines).
- 9.11. Public Shareholders have to ensure that their Equity Shares are made available to their seller brokers in order to mark the lien before the closure of the Tendering Period. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Public Shareholders'

sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

- 9.12. In the event the Selling Broker is not registered with BSE or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any BSE registered stock broker and can make a bid by using quick unique client code facility through that registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case a Public Shareholder is not able to bid using quick unique client code facility through any BSE registered stockbroker, then the Public Shareholder may approach the Buyer Broker, to tender Equity Shares by using the quick unique client code facility of the Buying Broker or an affiliate. The Public Shareholders approaching BSE registered stockbroker (with whom he does not have an account) may have to submit following details:

In case of Shareholder being an	Forms Required if registered with KYC Registration Agency	Forms Required if not registered with KYC Registration Agency
<b>Individual</b>	(i) Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable (ii) Know Your Client (KYC) form Documents required (all documents self-attested): (iii) Bank details (cancelled cheque) (iv) Demat details (Demat Master /Latest Demat statement)	(i) CKYC form including FATCA, IPV, OSV if applicable (ii) KRA form (iii) KYC form Documents required (all documents self-attested): a) PAN card copy b) Address proof c) Bank details (cancelled cheque) (iv) Demat details (Demat master /Latest Demat statement)
<b>HUF</b>	(i) CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable. (ii) KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque). (iii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialized mode.	(i) CKYC form of the 'KARTA' including FATCA, IPV, OSV if applicable. (ii) KRA form. (iii) KYC form and the following supporting documents (all such documents are required to be self-attested): PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account details (cancelled cheque). (iv) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialized mode. It may be noted that other than submission of above forms and documents, in person verification may be required.
<b>being other than Individual and HUF</b>	(i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque). (ii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialized mode. (iii) FATCA, IPV, OSV if applicable. (iv) Latest list of directors / authorized signatories / partners / trustees. (v) Latest shareholding pattern. (vi) Board resolution. (vii) Details of ultimate beneficial owner along with PAN card and address proof. (viii) Last 2 years' financial statements.	(i) KRA form. (ii) KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account details (cancelled cheque). (iii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialized mode. (iv) FATCA, IPV, OSV if applicable. (v) Latest list of directors/authorized signatories/partners/trustees. (vi) PAN card copies & address proof of directors/authorized signatories/partners/trustees. (vii) Latest shareholding pattern. (viii) Board resolution / partnership declaration. (ix) Details of ultimate beneficial owner along with PAN card and address proof. (x) Last 2 years' financial statements.

In case of Shareholder being an	Forms Required if registered with KYC Registration Agency	Forms Required if not registered with KYC Registration Agency
		(xi) Memorandum of association/partnership deed/trust deed.

### 9.13. Procedure for Equity Shares held in physical form

9.13.1. As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release bearing no. 51/2018 dated December 3, 2018, bearing reference number 'PR 49/2018', requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository w.e.f. April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/ CMD1/CIR/P/2020/144 dated July 31, 2020, and Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buyback offer/open offer/exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations.

9.13.2. The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

9.13.2.1. Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the:

- (a) original share certificate(s),
- (b) valid share transfer form(s) (Form SH-4) 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 authorizing the transfer in favour of the Target Company,
- (c) self-attested copy of the shareholder's PAN Card (in case of joint holders, PAN card copy of all transferors), and
- (d) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.

In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents:

- (a) valid Aadhar card,
- (b) voter identity card, or passport.

9.13.2.2. Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE Limited. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip ("TRS") generated by the Stock Exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.

9.13.2.3. The Selling Broker / Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the Registrar to the Offer i.e. Integrated Registry Management Services Private Limited (at the following address: 2nd Floor, Kences Towers, 1, Ramakrishna Street, T.Nagar, Chennai - 600 017, India) within 2 days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is the Offer Closing Date (by 5.00 p.m. (Indian Standard Time)). The envelope should be super scribed as "V. R. WOODART LIMITED - Open Offer FY 2025". 1 copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker/ Public Shareholder

9.13.2.4. The Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will

verify such bids based on the documents submitted on a daily basis and till such time BSE Limited shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'. Physical share certificates and other relevant documents should not be sent to Acquirers, Target Company or the Manager.

9.13.2.5. All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others:

- (a) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company;
- (b) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders;
- (c) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s);
- (d) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company/registrar of the Target Company.

9.13.2.6. In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.

- a) The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance.

#### **9.14. Procedure for tendering the Equity Shares held in dematerialized form**

9.14.1. The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker/ Seller Member, indicating details of Equity Shares they wish to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

9.14.2. The Public Shareholders shall submit delivery instruction slip duly filled-in specifying the appropriate market type in relation to the "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.

9.14.3. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of BSE Limited. Before placing the order/bid, the Seller Broker will be required to mark lien on the tendered Equity Shares.

9.14.4. The lien shall be marked by the stock broker(s) in the demat account of the Eligible Shareholder for the shares tendered in Open Offer. Details of shares marked as lien in the demat account of the shareholders shall be provided by the depositories to Indian Clearing Corporation Limited ('Clearing Corporation'). In case, the shareholders demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter depository tender offer ('IDT') instructions shall be initialled by the eligible shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders' demat account shall be provided by the target depository to the Clearing Corporation.

9.14.5. For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 p.m. Indian Standard Time) on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

9.14.6. Upon placing the order, the Selling Broker shall provide 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. On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.

In case of non-receipt of the completed Tender Form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Public Shareholder shall be deemed to have been accepted.

- 9.14.7. Modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- 9.14.8. 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 BSE Limited /Clearing Corporation, before the opening of the Offer.
- 9.14.9. The Public 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 Offer.
- 9.14.10. In case of receipt of Shares in the special account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for Demat Shareholders.
- 9.14.11. 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.
- 9.14.12. In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.
- 9.14.13. The Public Shareholders holding shares in Demat mode are not required to fill any FOA, unless required by their respective Selling Broker.
- 9.14.14. All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in Demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the Letter of Offer. The envelope should be super scribed as “V. R. WOODART LIMITED - Open Offer FY 2025”. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

#### **9.15. Acceptance of Equity Shares**

- 9.15.1. The Registrar shall provide details of order acceptance to Clearing Corporation within the specified timelines.
- 9.15.2. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot. The marketable lot for the Equity Shares of the Target Company for the purpose of this Offer is 1.
- 9.15.3. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, Acquirers and PAC will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

#### **9.16. Procedure for Tendering the Equity Shares in case of Non-Receipt of the Letter of Offer**

- 9.16.1. Persons who have acquired the 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. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.
- 9.16.2. Public Shareholder may participate in this Offer by approaching their broker/ Selling Broker and tender Equity Shares in this Offer as per the procedure mentioned in the Letter of Offer or in the relevant Form of Acceptance.
- 9.16.3. The Letter of Offer along with Form of Acceptance will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, as appearing in the list of members of the Target Company as on the Identified Date. In case of non-receipt of the Letter of Offer along with Form of Acceptance, such Public Shareholders of the Target

Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)). Such Public Shareholders of the Target Company may also obtain an electronic copy of the Letter of Offer along with Form of Acceptance from the Registrar to the Offer on providing suitable documentary evidence of holding the Equity Shares of the Target Company.

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

Physical share certificates and other relevant documents should not be sent to Acquirers and PAC, Target Company, or the Manager

## **9.17. Settlement Process and Payment of Consideration**

- 9.17.1. On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to the BSE Limited to facilitate settlement on the basis of the shares transferred to the Clearing Corporation.
- 9.17.2. The settlement of trades shall be carried out in the manner similar to the settlement of trades in the secondary market.
- 9.17.3. For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay-out to respective Public Shareholders. If the relevant Public Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/relevant 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.
- 9.17.4. In case of certain client types viz. NRIs, non-resident clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to their respective Public Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- 9.17.5. For the Public Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Broker's settlement bank accounts for releasing the same to the respective Public Shareholder's account.
- 9.17.6. The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance.
- 9.17.7. Details in respect of acceptance for Open Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Open Offer. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- 9.17.8. In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Open Offer. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 9.17.9. The Public Shareholders will have to ensure that they keep the Depository Participant account active and unblocked.
- 9.17.10. The direct credit of Equity Shares shall be given to the Demat account of Acquirers as indicated by the Buying Broker.

- 9.17.11. In the event of any rejection of transfer to the Demat account of the Public Shareholder for any reason, the Demat Equity Shares shall be released to the securities pool account of their respective Selling Broker, and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- 9.17.12. The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form.
- 9.17.13. Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by registered post back to the Public Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders'/unregistered owners' sole risk to the sole/first Public Shareholder/unregistered owner.
- 9.17.14. Public Shareholders who intend to participate in the 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 Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and Acquirers and the Manager accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- 9.17.15. 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 Public 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 tended under the Offer.
- 9.17.16. Buying Brokers would also issue a contract note to Acquirers for the Equity Shares accepted under the Offer.
- 9.17.17. Once the basis of acceptance is finalized, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number to Acquirers. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 9.17.18. Acquirers intend to complete all formalities, including the payment of consideration to the Public Shareholders of the Target Company whose shares have been accepted in the Offer, within a period of 10 Working Days from the closure of the Tendering Period, and for this purpose, open a special account as provided under Regulation 21 (1) of the SEBI (SAST) Regulations.

## **10. COMPLIANCE WITH THE TAX REQUIREMENTS**

---

**THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961 (AS AMENDED BY FINANCE ACT (NO. 2), 2024) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.**

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

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

**THE ACQUIRERS DO 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 OFF THE RECOGNISED STOCK EXCHANGE, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

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

### **10.1. General**

- 10.1.1. Securities transaction tax will not be applicable to the Equity Shares accepted in this Offer.**
- 10.1.2. 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.**
- 10.1.3. A person who is an Indian tax resident is liable to income-tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the IT Act as amended from time to time.**
- 10.1.4. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or is deemed to accrue or arise in India) as also income received by such person in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares. As per judicial precedents, the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.**
- 10.1.5. Accordingly, since the Target Company is incorporated in India, the Target Company's Equity 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.**

- 10.1.6. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ('*DTAA*') between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument ('*MLI*') as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of General Anti-Avoidance Rule ('*GAAR*') and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- 10.1.7. The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the acceptance of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- 10.1.7.1. The Public Shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income-tax authorities, reporting their income for the relevant year.
- 10.1.7.2. In case of any Public Shareholder who furnishes a valid certificate under Section 197 of the IT Act and on that basis claims that either no tax should be deducted or tax at the lower rate as specified in the certificate should be deducted, tax (including applicable surcharge and health and education cess) will be deducted as per the mandate of the certificate.
- 10.1.7.3. Any public shareholder claiming eligibility for non – deduction of tax in accordance with the provisions of section 197A of the IT Act will need to demonstrate such an eligibility with documentary evidence.
- 10.1.7.4. The summary of income-tax implications on tendering of listed equity shares is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.
- 10.1.8. Classification of Shareholders: Public Shareholders can be classified under the following categories:
- 10.1.8.1. Resident shareholders being:
- (a) Individuals, Hindu Undivided Family, Association of Persons and Body of Individuals
  - (b) Others
  - (i) Company
  - (ii) Other Than Company
- 10.1.8.2. Non-resident shareholders being:
- (a) Non-Resident Indians (NRIs)
  - (b) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)
  - (c) Others:
    - (i) Company
    - (ii) Other Than Company
- 10.1.9. Classification of Income: Equity Shares can be classified under the following two categories:
- 10.1.9.1. Equity Shares held as investment (Income from transfer of such shares taxable under the head "Capital Gains")
- 10.1.9.2. Equity Shares held as stock-in-trade (Income from transfer of such shares taxable under the head "Profits and Gains from Business or Profession")
- 10.1.9.3. While the Act does not prescribe specific criteria for the characterization of such income, principles established by several Court rulings and administrative guidance issued by the Central Board of Direct Taxes ("CBDT") should be considered in determining the characterization of income.

10.1.10. Income from sale of Equity Shares classified as investment:

10.1.10.1. As per the current provisions of the IT Act, where the shares are held as investments (i.e. capital assets), income arising from the transfer of such shares is taxable under the head “Capital Gains”. Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

10.1.10.2. Capital Gains in the hands of shareholders would be computed as per the provisions of Section 48 of the IT Act.

- (a) Period of holding: Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain/ STCG” or “long-term capital gain/ LTCG”:
- (i) Short term capital assets: 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 “STCG”.
- (ii) Long term capital assets: Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a “longterm capital asset”, and accordingly the gains arising therefrom should be taxable as “LTCG”.
- (b) Tendering of Equity Shares in the Offer through off-market mechanism: Where a transaction for transfer of such equity shares (i.e., acceptance under an open offer) is transacted through off-market mechanism and is not chargeable to STT, then the taxability will be as under (for all categories of Public Shareholders):
- (i) Section 112A of the IT Act levies a tax on long term capital gains exceeding ₹1.25 Lakhs at the rate of 12.5% on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 months and have been subject to STT upon both acquisition and sale. Since STT will not be applicable to the Equity Shares transferred pursuant to this Offer, the provisions of Section 112A of the IT Act shall not be applicable.
- (ii) Where LTCG arising from tendering of Equity Shares in the Offer does not fall under the provisions of Section 112A, such LTCG will be chargeable to tax as follows:
- In the case of a non-resident shareholder (other than a FIIs/FPIs, or a NRI who is governed by the provisions of Chapter XIII of the IT Act) LTCG would be chargeable to tax at the rate of up to 12.5% (plus applicable surcharge and health and education cess) in accordance with provisions of Section 112 of the IT Act.
  - In the case of FIIs/FPIs, LTCG would be chargeable to tax at the rate of up to 10% (plus applicable surcharge and Health and Education Cess) in accordance with provisions of Section 115AD of the IT Act.
  - In the case of NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be chargeable to tax at the rate of up to 12.5% (plus applicable surcharge and Health and Education Cess) under Section 115E of the IT Act.
  - In the case of resident shareholder, LTCG would be chargeable to tax at the rate of up to 12.50% (plus applicable surcharge and health and education cess)
- (iii) Section 111A of the IT Act provides for taxation of STCG at the rate of 20.00% (plus applicable surcharge and health and education cess) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for months or less and have been subject to STT upon both acquisition and sale provided STT is paid on the transaction.
- (iv) However, since STT will not be applicable to the Equity Shares accepted in this Offer, the provisions of Section 111A of the IT Act shall not be applicable. Accordingly, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax and shall be leviable to tax at the rates prescribed in First Schedule to the Finance Act (No.2) 2024 (i.e., normal tax rates applicable to different categories of persons).
- (v) In case of FIIs/FPIs, STCG would be taxable at the rate of 30.00% (plus applicable surcharge and health and education cess) in accordance with the provisions of Section 115AD of the IT Act.
- (vi) 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.

- (vii) 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.
- (viii) No benefit of indexation by virtue of period of holding will be available in any case.
- (ix) Taxability of capital gain arising to a non-resident in India from the transfer of equity shares shall be determined basis the provisions of the IT Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in ensuing paragraphs.
- (x) Minimum Alternate Tax ('**MAT**') implications may get triggered for certain companies' resident in India and should be assessed by each of such Public Shareholder. For resident corporate shareholders who have already opted to be governed by the beneficial corporate income tax rate under Section 115BAA or 115BAB of the IT Act, MAT implications will not be applicable. Foreign companies will not be subject to MAT: (i) if the country of residence of such foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA; or (ii) if the country of residence of such foreign company has not entered into a DTAA with India and such foreign company does not required to seek registration under any law for the time being in force relating to companies in India. Likewise, for non-company shareholders, applicability of the provisions of Alternate Minimum Tax will also have to be analysed depending upon the facts of each case.
- (c) 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 but would be taxable in the hands of their investors. 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.
- (d) Mutual Funds: Under Section 10(23D) of the IT Act, any income of mutual funds registered under SEBI or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorized by the RBI 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.

#### 10.1.11. Income from sale of Equity Shares classified as Stock-in-Trade:

If the shares are held as stock-in-trade by any of the eligible Public Shareholders, then the gains will be characterized as business income and taxable under the head "Profits and Gains from Business or Profession".

#### 10.1.12. Resident Public Shareholders:

##### 10.1.12.1. Profits of:

- (a) Individuals, HUF, AOP and BOI will be taxable at the rates prescribed in First Schedule to the Finance Act (No.2) 2024 (i.e., normal tax rates applicable to different categories of persons).
- (b) Domestic companies will be generally taxed at the tax rates applicable for such company in accordance with the provisions of the IT Act including but not necessarily limited to, the following cases: -
  - (i) Domestic companies having turnover or gross receipts during the previous year 2022-23 not exceeding ₹40,000 Lakhs will be taxable @ 25.00%
  - (ii) Domestic companies which have opted for concessional tax regime under Section 115BAA and 115BAB of the IT Act will be taxable at 22.00% upon meeting certain conditions.
  - (iii) Domestic companies having total turnover exceeding ₹40,000 Lakhs during the previous year 2022- 23 will be taxable @ 30.00% unless such companies choose to be covered under Section 115BAA or 115BAB of the IT Act.
- (c) For persons other than stated in (a) and (b) above, profits will be taxable @30.00%.

10.1.12.2. Surcharge and health and education cess are applicable in addition to the taxes described above.

10.1.12.3. No benefit of indexation by virtue of period of holding will be available in any case.

#### 10.1.13. Non-resident Public Shareholders

10.1.13.1. Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant country of residence of the shareholder but subject to fulfilling relevant conditions and read together with MLI as may be in effect, and non-applicability of GAAR and maintaining and providing necessary documents prescribed under the IT Act.

10.1.13.2. Where DTAA provisions are not applicable:

- (a) For non-resident individuals, HUF, AOP and BOI, profits (as determined in accordance with the provisions of the IT Act) will be taxable in India at the rates prescribed in First Schedule to the Finance Act (No.2) 2024 (i.e., normal tax rates applicable to different categories of persons).
- (b) For foreign companies, profits will be taxed in India at the rates prescribed in First Schedule to the Finance Act (No.2) 2024 (i.e., 35%).
- (c) For other non-resident Public Shareholders, such as foreign firms, profits will be taxed in India at the rates prescribed in First Schedule to the Finance Act (No.2) 2024 (i.e., 30%).

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

#### 10.1.14. Tax Deduction at Source (“TDS”)

10.1.14.1. On payment of consideration

##### (a) In case of resident Public Shareholders

- (i) With effect from July 01, 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q of the IT Act at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds ₹50.00 Lakhs and the buyer had a business turnover of more than ₹1,000 Lakhs in the immediately preceding year. The term “goods” has not been defined and may cover shares.
- (ii) As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q of the IT Act is not applicable to non-resident whose purchase of goods from Indian resident is not effectively connected with the permanent establishment in India. Therefore, in the absence of any permanent establishment in India, the Acquirers being non-resident in India is not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident shareholders.
- (iii) The resident Public Shareholders undertake to file their tax returns in India after inter alia considering gains arising pursuant to this Offer. The resident Public Shareholders undertake to indemnify the Acquirers if any tax demand is raised on the Acquirers on account of income arising to the resident Public Shareholders pursuant to this Offer. The resident Public 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 Offer, copy of tax return filed in India, evidence of the tax paid, etc.

##### (b) In case of non-resident Public Shareholders

- (i) In case of FIIs / FPIs: Section 196D of IT Act, provides for a specific exemption from withholding tax at source from any income, by way of Capital Gains arising to a FIIs/FPIs from the transfer of securities referred to in Section 115AD of the IT Act. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs. The Acquirers would not deduct tax at source on the payments to FIIs/FPIs, subject to the following conditions:

- FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
  - FIIs/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.
- (ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs) holding Equity Shares of the Target Company:
- 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, if applicable.
  - While tendering Equity Shares under the Offer, all non-resident Public Shareholders including NRIs/foreign Public Shareholders shall be required to submit a valid certificate for deduction of tax (“TDC” / “Tax Deduction Certificate”) at a nil/lower rate issued by the income tax authorities under the IT Act, along with the Form of Acceptance cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirers before remitting the consideration. The Acquirers will arrange to deduct taxes at source in accordance with such TDC only if it has been submitted along with the Form of Acceptance-cum Acknowledgement and the same is valid and effective as of the date on which tax is required to be deducted at source.
  - In case TDC requiring lower withholding of tax by non-resident Public Shareholders (other than FIIs/FPIs) including NRIs/foreign Public Shareholders, is not submitted, or is otherwise not valid and effective as of the date on which tax is required to be deducted at source, the Acquirers will arrange to deduct tax up to the maximum rate as may be applicable to the relevant category to which the Public Shareholder belongs under the IT Act (plus applicable surcharge and health and education cess), on the gross consideration for acquisition of Equity Shares, payable to such Public Shareholder under the Offer.
  - The non-resident Public Shareholders undertake to indemnify the Acquirers if any tax demand is raised on the Acquirers on account of gains arising to the non-resident Public Shareholders pursuant to this Offer. The non-resident Public 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 Offer, copy of tax return filed in India, evidence of the tax paid etc.

#### 10.1.15. On payment of interest for delay in payment of consideration

10.1.15.1. In case of interest, if any, paid by the Acquirers to resident and non-resident Public Shareholder for delay in receipt of statutory approvals as per Regulation 18 (11) of the SEBI (SAST) Regulations or in accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments. In the event, to withhold tax, the same shall be basis the documents submitted along with the Form of Acceptance-cum-Acknowledgement or such additional documents as may be called for by the Acquirers. It is recommended that the Public Shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorisation of the interest, whether as capital gains or as other income).

10.1.15.2. The Public Shareholders shall be required to submit a valid TDC at a NIL/lower rate issued by the income tax authorities under the IT Act along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirers before payment of such interest. If no TDC is provided, tax shall be deducted at source on gross amount of interest for delay in payment of the consideration at the maximum rate as may be applicable to the relevant category to which the Public Shareholder belongs under the IT Act in accordance with the provisions of the IT Act. In the event the Acquirers are held liable for the tax liability of the Public Shareholder, the same shall be to the account of the Public Shareholder and to that extent the Acquirers should be indemnified.

#### 10.1.16. Other withholding related provisions

10.1.16.1. If PAN is not furnished by Public Shareholders or in case of non-resident Public Shareholders not having a PAN, the PAN substitute information is not furnished, the Acquirers will arrange to deduct tax at least at the rate of 20% (Twenty per cent) as per Section 206AA of the IT Act or at such rate as applicable and provided above for each category of the Public Shareholders, whichever is higher.

10.1.16.2. In terms of Section 206AB of the IT Act, where a person (i) has not filed Indian income tax return for the previous financial year preceding the relevant financial year in which tax is required to be deducted; (ii) has an aggregate of tax deducted at

source/tax collected at source of INR 50,000 (Indian Rupees Fifty Thousand) or more in the said previous year; and (iii) the time limit for filing India income-tax return under Section 139(1) of the IT Act has expired, then the deductor is required to withhold taxes at higher of the following rates (a) at twice the rate specified in the relevant provision of the IT Act; (b) at twice the rates in force; or (c) at the rate of 5% (Five per cent). It is clarified that the provisions of Section 206AB of the IT Act are not applicable where the payee is a non-resident, which does not have a permanent establishment in India.

10.1.16.3. Further, it is also clarified that where the provisions of both Section 206AA and Section 206AB of the IT Act are applicable, then taxes shall be deducted at higher of the two rates provided in Section 206AA and Section 206AB of the IT Act.

10.1.16.4. In addition to the tax deducted at source as per above, surcharge, health and education cess as applicable will be levied, as applicable.

#### 10.1.17. Tax Collected at Source (“TCS”)

10.1.17.1. Section 206C(1H) of the IT Act also creates an obligation on the seller of ‘goods’ (which expression may also include shares) to collect TCS at the rate of 0.1% on the sale consideration exceeding ₹50.00 Lakhs, subject to cumulative satisfaction of the following conditions:

- (a) The transaction is not subject to TDS (as discussed above under paragraph 14 of this Section X (Compliance with Tax Requirements)); and
- (b) Total turnover of the shareholder/seller during the immediately preceding financial year exceeds ₹1,000.00 Lakhs; and
- (c) Sale consideration exceeds ₹50.00 Lakhs

10.1.17.2. While the term ‘goods’ has not been defined, it may include shares and securities. Circular No 13 of 2021 dated June 30, 2021, and Circular No. 17 of 2020 dated September 29, 2020, clarify that the provisions of Section 206C(1H) of the Act should not be applicable among others, where transactions in securities are cleared and settled by a recognized clearing corporation. Since the offer is expected to be undertaken off market, the aforesaid exemption may not be available.

10.1.17.3. Accordingly, in appropriate cases, where the aforesaid conditions are satisfied, the TCS obligation may arise in the hands of Public Shareholders, and they may be required to collect TCS at the rate of 0.1% on the consideration received from Acquirers exceeding ₹50.00 Lakhs, in addition to such consideration. Prior to collecting tax under Section 206C(1H) of the IT Act, the Public Shareholder would be required to submit a declaration confirming that they qualify as a “seller” under Section 206C(1H) of the IT Act.

10.1.17.4. The Public Shareholders who are obligated to collect such TCS undertake to indemnify the Acquirers for any losses that may arise to the Acquirers by virtue of any default by such Public Shareholder in relation to collection of TCS or deposit of the same with the government within the prescribed timelines or otherwise impeding ability of Acquirers to claim refund/credit of TCS, so collected by the Public Shareholder. The Public Shareholders also undertake to provide to the Acquirer, on demand, the relevant details, as may be required to assess or verify the TCS obligation of the Public Shareholder and such certificates, challans, evidence etc., as prescribed, to evidence the timely deposit of TCS to the Indian Government and to enable the Acquirers to claim credit/refund of such TCS.

#### 10.1.18. In respect of overseas jurisdiction

10.1.18.1. Apart from the above, the Acquirers will be entitled to withhold tax in accordance with the tax laws applicable in the overseas jurisdictions where the non-resident Public Shareholder is a resident for tax purposes (“Overseas Tax”).

10.1.18.2. For this purpose, the non-resident Public Shareholder shall duly furnish a self-declaration stating the quantum of the Overseas Tax to be withheld as per the relevant tax laws of the country in which the non-resident Public Shareholder is a tax resident and the Acquirers will be entitled to rely on this representation at their sole discretion.

10.1.18.3. The non-resident Public Shareholders undertake to indemnify the Acquirers if any tax demand is raised on the Acquirers on account of gains arising to the non-resident Public shareholders pursuant to this Offer. The non-resident Public 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.

#### 10.1.19. Submission of PAN and other details Information required from Public Shareholders

10.1.19.1. All Public Shareholders are required to submit their PAN details along with self-attested copy of the PAN card for income tax purposes. In the absence of PAN for non-resident Public Shareholders, as per Notification No. 53/2016, F.No.370 142/16/2016-TPL (read with Rule 37BC of the Income tax Rules, 1962), they shall furnish self-attested copy of documents containing the following details:

- (a) Name, email ID, contact number;
- (b) Address in the country of residence;
- (c) Tax Residency Certificate (“TRC”) from the government of the country of residence, if the law of such country provides for issuance of such certificate; and
- (d) Tax identification number in the country of residence, and in case no such number is available, then a unique number on the basis of which such non-resident is identified by the government of the country of which he claims to be a resident.

If PAN is not furnished by a resident Public Shareholder, or in case of non-resident Public Shareholders not having a PAN and, the aforesaid details are not furnished, the Acquirers will deduct tax as per Section 206AA of the IT Act;

10.1.19.2. Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other);

10.1.19.3. TDC from the income-tax authorities for no/lower deduction of tax;

10.1.19.4. Self-attested declaration that non-resident Public Shareholder does not have a permanent establishment in India either under the IT Act or DTAA as applicable between India and any other foreign country or specified Territory (as notified under Section 90 or Section 90A of the IT Act) of which the Public Shareholder claims to be a tax resident.

10.1.19.5. In case of non-resident Public Shareholders claiming relief under DTAA:

- (a) E-Form 10F as prescribed under Section 90 or Section 90A of the IT Act;
- (b) TRC to be obtained from the Government of the foreign country/specified territory of the Public Shareholder claims to be a tax resident for the relevant previous year;
- (c) Self-declaration for no permanent establishment in India and no business connection in India; and
- (d) Self-declaration certifying that (i) the place of effective management as defined under section 6 of the Income Tax Act, 1961 is outside India and (ii) the nature of income arising from the sale of Equity Shares, whether capital gains or business incomes.

10.1.19.6. Information required from resident Public Shareholders:

- (a) Self-attested copy of PAN card;
- (b) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other); and
- (c) For Mutual Funds/Banks/other specified entities under Section 194A(3)(iii) of the IT Act – Copy of relevant registration or notification (applicable only for the interest payment, if any).

10.1.20. Other points for consideration

10.1.20.1. Public Shareholders who wish to tender their Equity Shares must submit the information/documents, as applicable, all at once along with the Form of Acceptance cum- Acknowledgement and those that may be additionally requested for by the Acquirer. The documents submitted by the shareholders along with the Form of Acceptance-cum- Acknowledgement will be considered as final. Any further/delayed submission of additional documents, unless specifically requested by the Acquirer, may not be accepted.

10.1.20.2. The Acquirers will not take into consideration any other details and documents (including self-certified computation of tax liability or the computation of tax liability certified by any tax professionals including a chartered accountant, etc.)

submitted by the Public Shareholder for deducting a lower amount of tax at source. In case of ambiguity, incomplete or conflicting information, the Acquirers will arrange to deduct tax at the applicable rate under the IT Act on the gross amount.

10.1.20.3. Based on the documents and information submitted by the shareholder, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirers.

10.1.20.4. Taxes once deducted will not be refunded by the Acquirers under any circumstances.

10.1.20.5. The Acquirers shall deduct tax (if required) as per the information provided and representation made by the Public Shareholders. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the shareholders, such shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority. The Shareholders undertake to indemnify the Acquirers if any tax demand is raised on the Acquirers on account of gains arising to the Public Shareholders pursuant to this Offer.

10.1.20.6. The tax deducted by the Acquirers while making the payment to a shareholder under this Offer may not be the final liability of such shareholders and shall in no way discharge the obligation of the shareholders to appropriately disclose the amount received by it, pursuant to this Offer, before the income tax authorities. The rate at which tax is required to be deducted is based on the tax laws prevailing as on the date of the Letter of Offer. If there is any change in the tax laws with regards to withholding tax rates as on the date of deduction of tax, the tax will be deducted at the rates applicable at the time of deduction of tax.

10.1.20.7. All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The aforesaid treatment of tax deduction at source may not necessarily be the treatment also for filing the return of income.

10.1.20.8. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

#### 10.1.21. Rate of Surcharge and Cess

10.1.21.1. In addition to the basic tax rate, applicable surcharge, health and education cess are currently leviable as under:

(a) Surcharge

(i) In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds ₹1,000 Lakhs and @ 7% (Seven per cent) where the total income exceeds ₹100 Lakhs but less than ₹1,000 Lakhs for companies not opting for tax regime u/s. 115BAA and 115BAB.

(ii) In case of domestic companies which have opted for concessional tax regime either under Section 115BAA or Section 115BAB: Surcharge @ 10% is leviable.

(iii) In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds ₹1,000 Lakhs and @ 2% (Two per cent) where the total income exceeds ₹100 Lakhs but less than ₹1,000 Lakhs.

(iv) In case of individuals, HUF, AOP, BOI:

- Surcharge @10% is leviable where the total income exceeds ₹50.00 Lakhs but less than ₹100.00 Lakhs;
- Surcharge @15% is leviable where the total income exceeds ₹100.00 Lakhs but does exceed ₹200.00 Lakhs;
- Surcharge @ 25% is leviable where the total income exceeds ₹200.00 Lakhs but does exceed ₹500.00 Lakhs. However, rate of surcharge will be restricted to 15% in case of LTCG;
- Surcharge @ 37% is leviable where the total income exceeds ₹500.00 Lakhs. However, rate of surcharge will be restricted to 15% in case of LTCG;

The enhanced surcharge rate of 37.00% is not applicable for Individuals and HUFs opting for tax regime under Section 115BAC of the Income Tax Act.

However, for the purpose of income chargeable under Section 111A, 112, 112A and 115AD of the IT Act (for income chargeable to tax under the head “Capital Gains”), the surcharge rate shall not exceed 15%.

- (v) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds ₹100.00 Lakhs.
- (vi) Further, in case of an AOP (which only has companies as its members), surcharge at the rate of 15% is leviable where the total income exceeds ₹100.00 Lakhs.
- (b) Cess Health and education cess @ 4% is currently leviable in all cases.

#### 10.1.22. Tax Deducted Certificate

The Acquirers will issue a certificate in the prescribed form to the Public Shareholders (resident and non-resident) who have been paid the consideration and interest for delay in payment of consideration, if any, after deduction of tax on the same, certifying the amount of tax deducted and other prescribed particulars in accordance with the provisions of the IT Act read with the Income- tax Rules, 1962 made thereunder.

#### 10.1.23. Tax Collected Certificate

The Public Shareholders collecting TCS, will issue a certificate in the prescribed form to the Acquirer, certifying the amount of tax collected and other prescribed particulars in accordance with the provisions of the IT Act read with the Income-tax Rules, 1962 made thereunder.

**THE TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES.**

**THE TAX IMPLICATIONS ABOVE ARE BASED ON PROVISIONS OF THE INCOME TAX ACT, 1961 AS AMENDED UP TO FINANCE ACT (No.2), 2024.**

**THE ABOVE NOTE ON TAXATION 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 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.**

**\*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.**

## 11. DOCUMENTS FOR INSPECTION

---

The copies of the following documents will be available for inspection at the principal office of the Manager to the Offer, Swaraj Shares and Securities Private Limited, located at Unit No 304, A Wing, 215 Atrium, Courtyard Marriot, Andheri (East), Mumbai- 400093, Maharashtra, India on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from Tuesday, May 06, 2025, to Monday, May 19, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email addresses (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line [“Documents for Inspection – VRWODAR Open Offer”], to the Manager to the Open Offer at [takeover@swarajshares.com](mailto:takeover@swarajshares.com); and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

- 11.1. Certificate of Incorporation along with Memorandum of Association and Articles of Association of the Target Company.
- 11.2. Memorandum of Understanding between the Manager and the Acquirers.
- 11.3. Unaudited Limited Reviewed Financial Statements for the half-year ended September 30, 2024 and the Audited Financial Statements as per the Annual Reports for the last 3 Financial Years ending March 31, 2024, March 31, 2023, and March 31, 2022 of the Target Company.
- 11.4. The Net Worth of the Acquirer 1 as certified by Mr. Jiwan Bedmutha, Chartered Accountant, holding membership number ‘042719’, partner at BKSK & Associates, Chartered Accountants, additionally certifying that the Acquirer 1 has firm and adequate financial resources to meet the financial obligations under this Offer.
- 11.5. The Net Worth of the Acquirer 2 as certified by Mr. Jiwan Bedmutha, Chartered Accountant, holding membership number ‘042719’, partner at BKSK & Associates, Chartered Accountants, additionally certifying that the Acquirer 2 has firm and adequate financial resources to meet the financial obligations under this Offer.
- 11.6. Escrow Agreement between Acquirers, Escrow Bank, and Manager.
- 11.7. Copy of Share Purchase Agreement dated Friday, March 07, 2025, entered between the Acquirers, Selling Promoter Shareholder, and the Target Company.
- 11.8. Copy of the Public Announcement dated Friday, March 07, 2025.
- 11.9. Bank Statement received from Axis Bank Limited for required amount kept in the escrow account.
- 11.10. Balance Confirmation Certificate received from Axis Bank Limited confirming that amount kept in Escrow Account.
- 11.11. Copy of the Detailed Public Statement dated Wednesday, March 12, 2025, published on behalf of Acquirers on Thursday, March 13, 2025, in the Newspapers.
- 11.12. Copy of SEBI Observation letter bearing reference number ‘[●]’ dated [●].
- 11.13. Copy of the recommendations proposed to be published in the Newspapers on Tuesday, April 08, 2025, by the Committee of Independent Directors of the Target Company.
- 11.14. Copy of Offer Opening Public Announcement cum Corrigendum to the Detailed Public Statement proposed to be dated on Tuesday, April 08, 2025, published in the Newspapers on Wednesday, April 09, 2025.

## **12. DECLARATION BY THE ACQUIRERS**

The Acquirers accept full responsibility for the information contained in this Draft Letter of Offer (other than such information as has been obtained from public sources or provided by or relating to and confirmed by the Target Company and undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations in respect of this Offer. The Acquirers will be responsible for ensuring compliance with the SEBI (SAST) Regulations.

The information pertaining to the Target Company contained in the Public Announcement or the Detailed Public Statement or the Draft Letter of Offer or any other advertisement/publications made in connection with this Offer has been compiled from information published or provided by the Target Company or publicly available sources which has not been independently verified by Acquirers or the Manager. Acquirers, and the Manager do not accept any responsibility with respect to such information relating to the Target Company, and the Selling Promoter Shareholder.

The person signing this Draft Letter of Offer on behalf of the Acquirers have been duly and legally authorized to sign this Draft Letter of Offer.

**Date:** Friday, March 21, 2025

**Place:** Mumbai

**For and on behalf of all the Acquirers**

**Sd/-**

**Mrs. Minal Gaurav Patil  
(Acquirer 1)**

## INSTRUCTIONS FOR FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

The Capitalized terms used and not defined in these instructions will have the same meaning as provided in the Letter of Offer dated [●], 2025.

1. PLEASE NOTE THAT NO EQUITY SHARES/FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRERS, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.
2. The Form of Acceptance-cum-Acknowledgement should be legible and should be filled-up in English only.
3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.
4. As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the SEBI master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
5. The Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer shall approach the Registrar to the Offer and submit the following set of documents for verification procedure as mentioned below:
  - (a) original share certificate(s);
  - (b) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered Public Shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company;
  - (c) self-attested copy of the Public Shareholder's PAN Card;
  - (d) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable; and
  - (e) if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, a self-attested copy of address proof consisting of any one of the following documents:
    - (i) valid Aadhar Card;
    - (ii) Voter Identity Card; or
    - (iii) Passport.
6. In case any Public Shareholder has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholder should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
7. The Public Shareholders are advised to ensure that their Equity Shares are credited in favour of the Open Offer Escrow Demat Account, before the closure of the Tendering Period, i.e., Monday, May 19, 2025. The Form of Acceptance-cum-Acknowledgement of such dematerialized Equity Shares not credited in favour of the Open Offer Escrow Demat Account, before the closure of the Tendering Period will be rejected.
8. Public Shareholders should enclose the following:
  - (a) Form of Acceptance-cum-Acknowledgement (in the form attached herewith) duly completed and signed in accordance with the instructions contained therein, by all the beneficial owners whose names appear in the beneficiary account, as per the records of the Depository Participant ("DP").

- (b) Photocopy of the delivery instruction in “Off-market” mode or counterfoil of the delivery instruction in “Off-market” mode, duly acknowledged by the DP as per the instruction in the Letter of Offer.
- (c) Photocopy of the inter-depository delivery instruction slip if the beneficiary holders have an account with CDSL.
- (d) A copy of the PAN card, power of attorney, corporate authorization (including board resolution/specimen signature) and self-attested TDC (a valid certificate for lower/nil deduction of tax) from income tax authorities, as applicable.

Please note the following:

- (a) For each delivery instruction, the beneficial owners should submit separate Form of Acceptance-cum-Acknowledgement.
- (b) The Registrar to the Offer is not bound to accept those acceptances, for which corresponding Equity Shares have not been credited to the Open Offer Escrow Demat Account or for Equity Shares that are credited in the Open Offer Escrow Demat Account but the corresponding Form of Acceptance-cum-Acknowledgment has not been received as on the date of closure of the Offer.

In case of non-receipt of the aforesaid documents, but receipt of the Equity Shares in the Open Offer Escrow Demat Account, the Acquirers may (at its sole discretion) deem the Offer to have been accepted by the Public Shareholder in case of a resident Public Shareholder.

- 9. In case of Equity Shares held in joint names, names should be filled up in the same order in the Form of Acceptance-cum-Acknowledgement as the order in which they hold Equity Shares in M/s V. R. Woodart Limited, and should be duly witnessed. This order cannot be changed or altered, nor can any new name be added for the purpose of accepting the Offer.
- 10. If the Offer Shares tendered are rejected for any reason, the Offer Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.
- 11. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer in Section 9 (*Procedure for Acceptance and Settlement of the Open Offer*).
- 12. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement is being dispatched to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such shareholders may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer.
- 13. The Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent. Such documents may include (but not be limited to):
  - (a) Duly attested death certificate and succession certificate/probate/letter of administration (in case of a single Public Shareholder) in case the original Public Shareholder is dead.
  - (b) Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form of Acceptance-cum-Acknowledgement.
- 14. The Public Shareholders are advised to refer to Section 9 titled as Compliance with Tax Requirements in the Letter of Offer in relation to important disclosures regarding the taxes to be deducted on the consideration to be received by them.
- 15. The Form of Acceptance-cum-Acknowledgement should be sent only to, the Registrar to the Offer and not to the Manager to the Offer, the Acquirers or the Target Company.
- 16. The Public Shareholders having their beneficiary account in Central Depository Services Limited have to use “inter depository delivery instruction slip” for the purpose of crediting their Equity Shares in favour of the Open Offer Escrow Demat Account with National Securities Depository Limited.
- 17. The Public Shareholders, (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI, if applicable) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that

they would have obtained for holding the Equity Shares, to tender the Offer Shares held by them, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Offer Shares.

18. NRI Public Shareholders tendering their Equity Shares in the Offer and holding such Equity Shares on a repatriable basis (in which case the consideration can be remitted abroad) should provide relevant proof of such holding on a repatriable basis viz. RBI approval (if applicable) or proof that such Equity Shares were purchased from funds from a Non-Resident External (“NRE”) bank account or by way of foreign inward remittance; and (ii) furnish details of the type of the relevant bank account, i.e. NRE bank account, to which the consideration should be credited.
19. NRI Public Shareholders tendering their Equity Shares in the Offer and holding such Equity Shares on a non-repatriable basis should provide details of their Non-Resident (Ordinary) (“NRO”) bank account, based on which the cheque or demand draft constituting payment of purchase consideration will be drawn. In the event that details of a NRO bank account are not furnished, the Equity Shares tendered by such NRI Public Shareholders would be rejected. Alternatively, if such an NRI Public Shareholder wishes to receive the consideration in an NRE bank account, such NRI Public Shareholder should provide a specific RBI approval permitting consideration to be credited to such bank account, based on which the cheque or demand draft constituting payment of purchase consideration will be drawn. In the event that such a specific RBI approval and the details of such designated bank account are not furnished, the Equity Shares tendered by such NRI Public Shareholders would be liable for rejection.
20. Non-Resident Public Shareholders should enclose a certificate for deduction of tax at a lower/ nil rate from the income tax authorities under the Income Tax Act, 1961 indicating the tax to be deducted if any by the Acquirers before remittance of consideration. Otherwise tax will be deducted at the maximum marginal rate as may be applicable to the category and status of the Public Shareholder (as registered with the depositories/Target Company) on full consideration payable by the Acquirers.
21. Erstwhile FIIs, and FPIs are requested to enclose their respective valid registration certificates with SEBI. In case of a company, a stamp of the company should be affixed on the Form of Acceptance-cum-Acknowledgement. A company/erstwhile FII/FPI/erstwhile OCB should furnish necessary authorization documents along with specimen signatures of authorised signatories.
22. All documents/remittances sent by or to the Public Shareholders will be at their own risk. The Public Shareholders are advised to adequately safeguard their interests in this regard. Equity Shares to the extent not accepted will be credited back to the beneficial owners’ depository account with the respective depository participant as per the details furnished by the beneficial owner in the Form of Acceptance-cum-Acknowledgement.
23. Neither the Acquirers, the Manager to the Offer, the Registrar to the Offer nor the Target Company will be liable for any delay/loss in transit resulting in delayed receipt/non-receipt by the Registrar to the Offer of your Form of Acceptance-cum-Acknowledgement or for the failure to deposit the Equity Shares to the Open Offer Escrow Demat Account or for any other reason.
24. The Form of Acceptance-cum-Acknowledgement and other related documents should be submitted at the registered office of Integrated Registry Management Services Private Limited as mentioned below.
25. The Form of Acceptance-cum-Acknowledgement along with enclosures should be sent only to the Registrar to the Offer either by registered post or courier or hand delivery so as to reach the Registrar of the Offer on or before the date of closure of the Tendering Period at its registered office on all Working Days (excluding Saturdays, Sundays and Public holidays) during the business hours. For hand delivery, the timings will be all Working Days anytime between Monday to Friday 10:00 a.m. to 5:00 p.m., except public holidays.
26. The Public Shareholders should provide all relevant documents which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
27. In case the Acquirers are of the view that the information/documents provided by the Public Shareholder is inaccurate or incomplete or insufficient, then tax may be deducted at source at the applicable rate on the entire consideration paid to the Public Shareholders.
28. Payment of Consideration: Public Shareholders must note that on the basis of name of the Public Shareholders, Depository Participant’s name, DP ID, beneficiary account number provided by them in the Form of Acceptance-cum-Acknowledgement, the Registrar to the Offer will obtain from the Depositories, the Public Shareholder’s details including

address, bank account and branch details. These bank account details will be used to make payment to the Public Shareholders. Hence, the Public Shareholders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays of payment or electronic transfer of funds, as applicable, and any such delay shall be at the Public Shareholders sole risk and neither the Acquirer, the Manager to the Offer, Registrar to the Offer nor the Escrow Agent shall be liable to compensate the Public Shareholders for any loss caused to the Public Shareholders due to any such delay or liable to pay any interest for such delay.

*The tax deducted under this Open Offer is not the final liability of the Public Shareholders or in no way discharges the obligation of Public Shareholders to disclose the consideration received pursuant to this Open Offer in their respective tax returns.*

*The Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo changes.*

Applicants may send their documents only by registered post/courier, at their own risk, to the registered office of the Registrar so as to reach the Registrar to the Offer on or before the last date of acceptance, i.e., Monday, May 19, 2025.

**ELIGIBLE PUBLIC SHAREHOLDERS ARE REQUESTED TO NOTE THAT THE FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT/EQUITY SHARES THAT ARE RECEIVED BY THE REGISTRAR AFTER THE CLOSE OF THE TENDERING PERIOD OF THE OPEN OFFER, I.E., MONDAY, MAY 19, 2025, SHALL NOT BE ACCEPTED UNDER ANY CIRCUMSTANCES AND HENCE ARE LIABLE TO BE REJECTED.**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

*(Public Shareholders holding shares in physical form have to send this form with enclosures to Integrated Registry Management Services Private Limited at any of the collection centres mentioned in the Letter of Offer)*

*Public Shareholders holding shares in demat form are not required to submit the Form of Acceptance-cum- Acknowledgment to the Registrar.*

From: \_\_\_\_\_  
 Folio Number: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Contact Number: \_\_\_\_\_  
 Fax Number: \_\_\_\_\_  
 E-mail Address: \_\_\_\_\_

Date: \_\_\_\_\_

<b>TENTATIVE TENDERING PERIOD FOR THIS OFFER</b>	
<b>Offer Opens on</b>	<b>TUESDAY, MAY 06, 2025</b>
<b>Offer Closes on</b>	<b>MONDAY, MAY 19, 2025</b>

To,  
**The Acquirers**  
**C/o Integrated Registry Management Services Private Limited**  
**Unit: VRWODAR – Open Offer**  
 Shop No. 1, Rajul Apartments, 9, Harkness road, Walkeshwar, Mumbai  
 City, Mumbai - 400006, Maharashtra, India.

Dear Sir/Ma'am,

**Subject: Open Offer made by Mrs. Minal Patil (Acquirer 1), Ms. Maddukuri Mounica (Acquirer 2), the Acquirers for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital from the Public Shareholders of M/s V. R. Woodart Limited.**

I/We refer to the Draft Letter of Offer dated Friday, March 21, 2025, for acquiring the Equity Shares, held by us in V. R. Woodart Limited.

I/We, the undersigned have read the Public Announcement, the Detailed Public Statement, Letter of Offer and the Offer opening public announcement cum corrigendum and understood its contents including the terms and conditions, and unconditionally accept these terms and conditions as mentioned therein.

**EQUITY SHARES HELD IN PHYSICAL FORM**

The particulars of tendered original share certificate(s) and duly signed transfer deed(s) are detailed below:

Sr. No.	Ledger folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
<b>Number of Equity Shares</b>					

*(In case of insufficient space, please use an additional sheet and authenticate the same)*

I/We note and understand that the original Equity Share certificate(s) and valid share transfer deed(s) will be held in trust for me/us by the Registrar until the time the Acquirers pay the purchase consideration as mentioned in the Letter of Offer.

I/We also note and understand that the Acquirers will pay the purchase consideration only after verification of the documents and signatures.

**Enclosures** (please provide the following and  whichever is applicable):

- i. Original Equity Share certificates.
- ii. Valid share transfer deed(s) duly filled, stamped, and signed by the transferor(s) (i.e., by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- iii. Form of Acceptance (FOA) – signed 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.
- iv. Photocopy of Transaction Registration Slip (TRS) Self attested copy of PAN card of all the transferor(s).
- v. Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
- vi. Any other relevant document (but not limited to) such as Power of Attorney (if any person apart from the Shareholder has signed the FOA), corporate authorization (including board resolution/specimen signature), notarized copy of death certificate, and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. Shareholders of the Target Company holding physical Equity Shares should note that Physical Equity Shares will not be accepted unless the complete set of documents are submitted.

**FOR ALL PUBLIC SHAREHOLDERS (HOLDING EQUITY SHARES IN DEMAT OR PHYSICAL FORM)**

I/We confirm that the Equity Shares which are being tendered herewith by me/us under this Offer, are free from liens, charges, equitable interests, and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I/we have obtained any necessary consents to sell the equity shares on the foregoing basis.

I/We declare that there are no restraints/injunctions or other order(s) of any nature which limits/restricts in any manner my/our right to tender equity shares for Offer and that I/we am/are legally entitled to tender the equity shares for Offer.

I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer have been enclosed herewith.

I/We agree that the Acquirers will pay the consideration as per secondary market mechanism only after verification of the certificates, documents, and signatures, as applicable submitted along with this Form of Acceptance.

I/We undertake to return to the Acquirers any Offer consideration that may be wrongfully received by me/us.

I/We give my/our consent to file form FCTRS, if applicable, on my/our behalf.

I/We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my/our tender/offer and agree to abide by any decision that may be taken by the Acquirers to effect this Offer in accordance with the SEBI (SAST) Regulations.

I/We am/are not debarred from dealing in Equity Shares.

I/We authorize the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager and the Registrar and in terms of the Letter of Offer and I/we further authorize the Acquirers to return to me/us in the demat account/share certificate(s) in respect of which the Offer is not found valid/not accepted without specifying the reasons thereof.

I/We further agree to receive a single share certificate for the unaccepted Equity Shares in physical form.

In case of demat shareholders, I/We note and understand that the Equity Shares would be kept in the pool account of my/our broker and the lien will be marked by Clearing Corporation until the Settlement Date whereby the Acquirers make payment of purchase consideration as mentioned in the Letter of Offer.

In case of physical shareholders, I/We note and understand that the shares/ Original Share Certificate(s) and Transfer Deed(s) will be held by the Registrar in trust for me/us till the date the Acquirers make payment of consideration as mentioned in the Letter of Offer or the date by which Original Share Certificate(s), Transfer Deed(s) and other documents are returned to the shareholders, as the case may be.

I /We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961.

I/We confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, or omission of information provided/to be provided by me/us, I/we will indemnify the Acquirers for such income tax demand (including interest, penalty, etc.) and provide the Acquirers with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

**FOR NRIS/OCBS/ FIIS AND SUB-ACCOUNTS/OTHER NON-RESIDENT SHAREHOLDERS**

I/We confirm that my/our status is (√ whichever is applicable):

Individual	Domestic Company	Foreign Company	FIIIs / FPIIs-Corporate	FIIIs / FPIIs-Others
QFI	FVCI	Partnership/ Proprietorship/ LLP	Private Equity Fund/ AIF	Pension/ Provident Fund
Sovereign Wealth Fund	Foreign Trust	Financial Institution	NRIIs/ PIIIs- repatriable	NRIIs/ PIIIs-non-repatriable
Insurance Company	OCB	Domestic Trust	Banks	Association of person/ body of individuals
Others (Please Specify):				

I/We confirm that my/our investment status is (√ whichever is applicable): FDI Route / PIS Route / Any Other (Please Specify):

I/We confirm that the Equity Shares tendered by me/us are held on (√ whichever is applicable): Repatriable basis / Non-repatriable basis

I/We confirm that (√ whichever is applicable):

No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the Reserve Bank of India. The copies of all approvals required by me for holding Equity Shares that have been tendered in this Offer are enclosed herewith Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith.

I/We confirm that (√ whichever is applicable):

No RBI, FIPB or other regulatory approval is required by me for tendering the equity shares in this Offer.

Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith.

In case of shareholders holding Equity Shares in demat form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

In case of interest payments, if any, by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act, 1961.

**BANK DETAILS**

Eligible Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

Eligible Public Shareholders holding Equity Shares in physical form, the bank account details for the purpose of interest payment, if any, will be taken from details provided by you. Also kindly attached copy of cancel cheque for below account for verification

Name of the Bank _____	Branch _____	City _____
MICR Code (9 Account Number (CBS Account): Digits) _____		IFSC _____

Account Number (CBS Account): \_\_\_\_\_ Account Type (CA / SB / NRE /NRO / others) (please specify):

Non Resident Eligible Public Shareholders are requested to state their NRO / NRE Bank Account Number as applicable based on the status of their account in which they hold Physical Equity Shares.

Yours faithfully,

Signed and Delivered:

Particulars	Full Names(s) of the holders	Address and Telephone Number	Signature	PAN
First/ Sole Holder				
Joint Holder 1				
Joint Holder 2				

*Note: In case of joint holdings, all holders must sign. In case of body corporate, the rubber stamp should be affixed, and necessary board resolution must be attached.*

Place:

Date:

#### INSTRUCTIONS

1. The Form of Acceptance cum Acknowledgement should be legible and filled-up in English only.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Please read the enclosed Letter of Offer carefully before filling-up this Form of Acceptance cum Acknowledgement.
4. Signature(s) other than in English, Hindi, and thumb impressions must be attested by a Notary Public under his Official Seal.
5. In case of Equity Shares held in joint names, names should be filled in the same order in this form as the order in which they hold the Equity Shares and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
6. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Eligible Public Shareholder(s) along with all the documents received at the time of submission.
7. All Eligible Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Offer Shares in respect of which the acceptance is being sent. All documents/remittances sent by or to the Eligible Public Shareholders will be at their own risk. Eligible Public Shareholders are advised to adequately safeguard their interests in this regard.
8. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Eligible Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Open Offer before close of Tendering Period.
9. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Section 9.
10. The Letter of Offer along with the Form of Acceptance is being dispatched/ sent through electronic mail to all the Eligible Public Shareholders as of the Identified Date. In case of non-receipt of the Letter of Offer, such shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
11. The Form of Acceptance or Transaction Registration Slip (TRS) is not required to be submitted to the Acquirers, Manager to the Offer or the Registrar to the Offer. Eligible Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.

12. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Offer shall be deemed to have been accepted for the Eligible Public Shareholders holding Equity Shares in demat form. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act.

13. If non-resident Eligible Public Shareholders had required any approval from the RBI or any other regulatory body in respect of the Offer Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Offer Shares, to tender the Offer Shares held by them pursuant to this Open Offer. Further, non-resident Eligible Public Shareholders must obtain all approvals required, if any, to tender the Offer Shares in this Open Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the LOF, and provide such other consents, documents and confirmations as may be required to enable the Acquirers to purchase the Offer Shares so tendered. In the event any such approvals are not submitted, the Acquirers reserve the right to reject such Offer Shares tendered in this Open Offer. If the Offer Shares are held under general permission of the RBI, the non-resident Eligible Public Shareholder should state that the Offer Shares are held under general permission and whether they are held on repatriable basis or non-repatriable basis.

**14. Mode of tendering the Equity Shares pursuant to the Offer:**

- a. The acceptance of the Offer made by the Acquirers is entirely at the discretion of the equity shareholder of V. R. Woodart Limited.
- b. The Public Shareholders of V. R. Woodart Limited to whom this Offer is being made, are free to Offer his / her / their shareholding in V. R. Woodart Limited for sale to the Acquirers in whole or part, while tendering his / her / their Equity Shares in the Offer.

-----Tear along this line -----

**ACKNOWLEDGEMENT SLIP**

**Subject: Open Offer made by Mrs. Minal Patil (Acquirer 1), Ms. Maddukuri Mounica (Acquirer 2), the Acquirers for acquisition of up to 1,06,50,070 Offer Shares representing 26.00% of the Expanded Voting Share Capital from the Public Shareholders of M/s V. R. Woodart Limited.**

**FOR PHYSICAL EQUITY SHARES**

Received from Mr./Ms./Mrs./M/s. \_\_\_\_\_

I / We, holding Equity Shares in the physical form, accept the Offer and enclose duly filled signed and or stamped the original share certificate(s), transfer deed(s) and Form of Acceptance in 'market' mode, duly acknowledged by me/us in respect of my Equity Shares as detailed below:

Sr. No	Folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	
Total Number of Equity Shares					

**FOR DEMAT EQUITY SHARES**

Received from Mr./Ms./Mrs./M/s. \_\_\_\_\_

I / We, holding Equity Shares in the dematerialized form, accept the Offer and enclose the photocopy of the Delivery Instruction in 'market' mode, duly acknowledged by my/our Depository Participant in respect of my shares as detailed below:

DP Name	DP ID	Client ID	Name of Beneficiary	No. of Equity Shares

Stamp of Collection Centre	Signature of Official	Date of Receipt

Note: All future correspondence, if any, should be addressed to the Registrar at the address mentioned above.

**Integrated Registry Management Services Private Limited**

**Unit: VRWODAR – Open Offer**

2nd Floor, Kences Towers, 1, Ramakrishna Street, T.Nagar, Chennai -  
600 017, India.

**Contact Number:** 044 - 28143045/46

**Email:** [gopi@integratedindia.in](mailto:gopi@integratedindia.in)

**Website:** [www.integratedindia.in](http://www.integratedindia.in)

**Contact Person:** Mr. J. Gopinath

**FORM NO. SH-4 SECURITIES TRANSFER FORM**

[Pursuant to section 56 of the Companies Act, 2013 and Rule 11 (1) of the Companies (Share Capital and Debentures) Rules, 2014]

**Date of Execution:**.../...../.....

**FOR THE CONSIDERATION** stated below the 'Transferor(s)' named do hereby transfer to the 'Transferee(s)' named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do here by agree to accept and hold the said securities subject to the conditions aforesaid

**CIN:** L 5 1 9 0 9 M H 1 9 8 9 P L C 1 3 8 2 9 2

**Name of the Company (in full):** M/s V.R. Woodart Limited

**Name of the Stock Exchange where the Company is listed, if any:** BSE Limited

**Description of Securities**

Kind/Class of	Nominal value of each unit of	Amount called up per unit of	Amount paid up per unit of
Equity Share	₹10.00/-	₹10.00/-	₹10.00/-
No. of Securities being Transferred		Consideration Received (INR)	
In Figures	In Words	In words	In figures

Distinctive Number	From			
	To			

Corresponding Certificate Nos.			

Transferor's Particulars		
Registered Folio Number:		
Name(s) in full	PAN	Signature(s)
1. _____	1. _____	1. _____
2. _____	2. _____	2. _____
3. _____	3. _____	3. _____

**Attestation:**

I hereby confirm that the transferor has signed before me.

Signature of the witness: \_\_\_\_\_

Name of the witness: \_\_\_\_\_

Address of the witness: \_\_\_\_\_

Pin Code: \_\_\_\_\_

Transferee's Particulars:		
Name in full (1)	Father's /Mother's/ Spouse name	Address, phone no. and Email Address
		Address: Contact Number: Email Address:
Occupation (4)	Existing folio no., if any (5)	Signature (6)
Business		

Folio No. of Transferee	Specimen Signature of Transferee(s)
	1. _____
	2. _____
	3. _____

Value of Stamp Affixed: \_\_\_\_\_

Declaration:

(1) Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or

(2) Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith.

#### Stamps

<p><b>Enclosures:</b></p> <p>1. Certificate of Equity Shares or debentures or other securities</p> <p>2. If no certificate is issued, letter of allotment</p> <p>3. Copy of PAN CARD of all the Transferees (For all listed Cos)</p> <p>4. Other, Specify, _____</p>	
<p><b>For office use only</b></p> <p>Checked by _____</p> <p>Signature tallied by _____</p> <p>Entered in the Register of Transfer on _____ vide Transfer No. _____</p> <p>Approval Date _____</p> <p>Power of attorney /Probate/ Death Certificate/ Letter of administration Registered on _____ at No. _____</p>	

#### On the reverse page of the certificate

Name of Transferor	Name of Transferee	No. of Equity Shares	Date of Transfer
			Signature of authorized signatory