

DETAILED PUBLIC STATEMENT TO THE PUBLIC SHAREHOLDERS OF FRUITION VENTURE LIMITED IN TERMS OF REGULATION 15(2) READ WITH REGULATION 13(4) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FROM TIME TO TIME.

Open offer for acquisition of up to 10,40,000 (Ten Lakh Forty Thousand Only) equity shares, representing 26% of the total paid-up/voting share capital of Fruition Venture Limited, ("FVL" or "Target Company") from the Public Shareholders (as defined below) by Mr. Krishan Kumar Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-1") and Mr. Nitin Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-2") (Hereinafter Collectively referred to as "Acquirers").

This Detailed Public Statement ("DPS") is being issued by the Manager to the Offer i.e., D & A Financial Services (P) Limited ("Manager"), on behalf of the Acquirers, namely Mr. Krishan Kumar Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-1") and Mr. Nitin Aggarwal citizen of India, currently residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001 ("Acquirer-2") pursuant to Regulation 13(4) as required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations") pursuant to Public Announcement dated September 14, 2022 ("PA"), in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulation filed on September 14, 2022 with the BSE Limited ("BSE") and with the Securities and Exchange Board of India ("SEBI") and the Target Company at its registered office, in terms of Regulation 14(2) of the SEBI (SAST) Regulations and subsequent amendments thereto.

ACQUIRERS, TARGET COMPANY AND OFFER

(A) Information about the Acquirers

Acquirer 1: Mr. Krishan Kumar Aggarwal

- Mr. Krishan Kumar Aggarwal, S/o Shri Suresh Kumar Aggarwal, aged about 45 years, is residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001. He is a commerce graduate having professional degree of Chartered Accountancy as well as degree of Bachelor in Law from Delhi University. He is practicing as a Chartered Accountant since 2003 and he is also a promoter of Mindex group having interest in the business of stock broking & financial services. His total working experience consists of 20 years of working in various fields including administration, business development and professional practice.
- Mr. Manish Uppal, (Membership No. 501518) partner of M/s L N Chaudhary & Co., Chartered Accountants (Firm Registration No. 001150N), having office at 401-403, 4th Floor, Laxmi Tower, Azadpur, Delhi-110033, Phone Number: +91 11 47807747 Email Id: Inclicants@gmail.com, has certified vide his certificate dated September 14, 2022 that the Net worth of Mr. Krishan Kumar Aggarwal as on August 31, 2022 is Rs 5.57 Crore and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- He holds directorship in KPSP Corporate Advisors Private Limited. He is also acting as Managing Partner of KPSP & Associates, Chartered Accountants.
- He has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("SEBI Act").
- He is elder brother of Acquirer 2.

Acquirer 2: Mr. Nitin Aggarwal

- Mr. Nitin Aggarwal, S/o Shri Suresh Kumar Aggarwal, aged about 42 years, is residing at C-2101A, Sushant Lok-1, Gurgaon, Near Peach Tree, Gurgaon, Haryana-122001. He is a commerce graduate and having professional degrees of Chartered Accountancy as well as Company Secretary. He is a promoter Mindex group having interest in the business of stock broking & financial services. His total working experience consists of 17 years of working in various capacities including general administration, compliance management and operations.
- Mr. Manish Uppal, (Membership No. 501518) partner of M/s L N Chaudhary & Co., Chartered Accountants (Firm Registration No. 001150N), having office at 401-403, 4th Floor, Laxmi Tower, Azadpur, Delhi-110033, Phone Number: +91 11 47807747 Email Id: Inclicants@gmail.com, has certified vide his certificate dated September 14, 2022 that the Net worth of Mr. Nitin Aggarwal as on August 31, 2022 is Rs 4.65 Crore and further the letter also confirms that he has sufficient liquid funds to fulfill his part of obligations under this offer.
- He holds directorship in M K N Commodity Brokers Private Limited, Mindex Fincap Private Limited, Mindex Capital Market Private Limited, Religent BPO Services Private Limited and Baseland Consulting Private Limited.
- He has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the Securities and Exchange Board of India Act, 1992, as amended, ("SEBI Act").
- He is younger brother of Acquirer 1.

(B) Details of Sellers

Seller 1: Mr. Nitin Jain

- Mr. Nitin Jain S/o Late Shri Narendar Nath Jain residing at E-3/16, Part-2, Model Town, North West Delhi-110009. He belongs to promoter group of the Target Company.
- As on the date of DPS, he holds 14,26,581 equity shares / voting rights in the Target Company representing 35.66% of the issued and paid up equity share capital / voting capital of the Target Company.
- Mr. Nitin Jain has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, Mr. Nitin Jain will not hold any equity shares in the Target Company.

Seller 2: Mr. Sanhit Jain

- Mr. Sanhit Jain S/o Mr. Nitin Jain residing at E-3/16, Part-2, Model Town, North West Delhi-110009. He belongs to promoter group of the Target Company.
- As on the date of DPS, he holds 4,00,000 equity shares / voting rights in the Target Company representing 10.00% of the issued and paid up equity share capital / voting capital of the Target Company.
- Mr. Sanhit Jain has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, Mr. Sanhit Jain will not hold any equity shares in the Target Company.

Seller 3: M/s Nitin Jain HUF

- M/s Nitin Jain HUF through its Karta Nitin Jain having its address at A-21, III Floor Commercial Complex, Dr. Mukherjee Nagar, New Delhi-110009. It belongs to promoter group of the Target Company.
- As on the date of DPS, it holds 1,57,400 equity shares / voting rights in the Target Company representing 3.94% of the issued and paid up equity share capital / voting capital of the Target Company.
- M/s Nitin Jain HUF has not been prohibited by SEBI from dealing in securities, in terms of Section 11B of the SEBI Act.
- After closure of the Offer, M/s Nitin Jain HUF will not hold any equity shares in the Target Company.

(C) Details of Target Company

FRUITION VENTURE LIMITED

- M/s. Fruition Venture Limited (Hereinafter referred to as "Target Company"/ "FVL"), was originally incorporated as a limited company under the name as M/s. Orcap Securities Limited under the provisions of the Companies Act, 1956, vide original certificate of incorporation dated 05th May, 1994. Consequently, the name of the company changed from Orcap Securities Limited to Indo Websec Limited vide certificate dated 07th May 2002. Later, the name of the company was changed from Indo Websec Limited to its present name i.e. Fruition Venture Limited vide fresh certificate of incorporation consequent upon name change dated 27th September 2012. The Registered Office of the company is situated at 21-A, 3RD Floor Sawitri Bhawan, Commercial Comp Mukharji Nagar, New Delhi 110009 IN, having corporate identification number: CIN No. L74899DL1994PLC058824. The Company does not belong to any group.
- The authorized share capital of FVL as on 31st March, 2022 is Rupees 4,00,00,000 comprising of 40,00,000 equity shares of Rs 10/- (Rupee Ten only) each. The issued, subscribed and paid-up equity share capital of FVL as on 31st March, 2022, stood at Rs. 4,00,00,000 comprising of 40,00,000 fully paid-up equity share of Rs 10/- each.
- There are no partly paid up shares in the Target Company.
- Presently the Target Company is engaged in the business of investment in shares/debentures/bonds etc. and other related activities.
- The shares of FVL are listed on the BSE Limited (Scrip Code: 538568).
- The Brief financials of the FVL are as under:

(Rs. In Lakh)

| Particulars | Year ended March 31, 2020 (Audited) | Year ended March 31, 2021 (Audited) | Year ended March 31, 2022 (Audited) | For the Quarter ended June 30, 2022 (Unaudited) |
|--------------------------|-------------------------------------|-------------------------------------|-------------------------------------|---|
| Total Income/Net Income | 184.46 | 26.97 | 89.38 | 80.45 |
| Profit After Tax | (134.78) | 33.78 | 77.67 | (27.58) |
| Earnings Per Share (EPS) | (5.66) | 0.84 | 1.94 | (0.69) |
| Net worth | 444.58 | 482.75 | 547.13 | 513.66 |

* Source: As Certified by statutory auditor of the Target Company, M/s UBS and Company, Chartered Accountants (Firm Registration Number: 012351N), as certified by Shishir Gupta, Partner (Membership Number: 093589), having its office at S-1, 2, Plot No. 3, Manish Twin Plaza, Desh Bandhu Gupta Marg, Sector-4, Dwarka, Delhi-110078 vide his certificate dated 12th September, 2022, Phone Number: +91 11 23270504, Email id: shishirca@yahoo.co.in.

(D) Details of the Offer

- This Offer is made to all the Public Shareholders of the Target Company, who own the equity shares at any time prior to the closure of tendering period, including the beneficial owners of the equity shares held in dematerialized form and physical form except the Acquirers, PACs and Seller, including persons deemed to be acting in concert with them in terms of Regulation 7(6) of SEBI (SAST) Regulations ("Public Shareholders") to acquire up to 10,40,000 equity shares of face value of Rs. 10/- each at an offer price of Rs. 13.00/- per equity shares ("Offer Price"), payable in cash, aggregating to Rs. 1,35,20,000/- ("Offer Size").
- The offer shares represent 26% of the paid-up equity share capital of the Target Company as on the 10th Working Day, as defined under the SEBI (SAST) Regulations ("Working Day") after the closure of the tendering period under the open offer ("Emerging Voting Capital").
- The Emerging Voting Capital has been computed as follows:

| Particulars | Issued and Paid up Capital and Voting Rights | % of Emerging Voting Capital |
|--|--|------------------------------|
| Fully paid-up equity share as on the date of PA | 40,00,000 | 100 |
| Partly paid-up equity share as on the date of PA | Nil | Nil |
| Convertible instrument outstanding | Nil | Nil |
| Employee stock options outstanding | Nil | Nil |
| Emerging Voting Capital | 40,00,000 | 100 |

- The Offer is subjected to the following statutory approvals namely:
 - As on the date of PA, to the best of the knowledge of the Acquirers, no approval will be required from any bank / financial institutions for the purpose of this offer.
 - As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
 - The offer would be subject to all other statutory approvals if any that may become applicable at a later date before the completion of this offer.

- In case of a delay in the receipt of any statutory approvals that become applicable to the offer, SEBI may, if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of time to the Acquirer to make payment of the consideration to the Public Shareholders whose equity shares have been accepted in the offer.

- The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations and is not a competitive bid in terms of Regulation 20 of the SEBI (SAST) Regulations.
- The Acquirers at present have no intention to sell, dispose of or otherwise encumber any significant assets of FVL in the succeeding 2 (Two) years, except in the ordinary course of business of FVL. However, FVL's future policy for disposal of its assets, if any, will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders by way of special resolution through postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.
- The acquisition of 26% of the paid-up equity share capital of Target Company under this offer together with the equity shares being acquired in terms of the SPA (defined herein below) will result in public shareholding in FVL being reduced below the minimum level of 25% as required to be maintained for the purpose of continuous listing under Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the Securities Contract (Regulation) Rules, 1957 ("SCRR"). Assuming full acceptance under this offer, the post offer holdings of the Acquirers shall go beyond the maximum permissible non-public shareholding under SCRR and in case the holding of the Acquirers goes beyond the limit due to further acquisitions, the Acquirers hereby undertake to reduce their shareholding to the level stipulated in the SCRR and within the time specified therein and through permitted routes available under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any other such routes as may be approved by SEBI from time to time.

II. BACKGROUND TO THE OFFER

- This offer is made in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the entering into share purchase agreement, dated 14th September, 2022 ("SPA"), with the Sellers.
- Pursuant to the execution of the SPA, however, subject to the satisfaction or waiver, if applicable, of the conditions contained therein, the Seller has agreed to sell, and the Acquirers have agreed to purchase for cash 19,83,981 equity shares of the Target Company at a price of Rs. 12.50 per equity shares representing approximately 49.60% of the total paid-up equity share capital of the Target Company ("Sale Shares") from the Seller.
- Mode of Payment: The Offer Price is payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- The Acquirers are interested in taking over the management and control of FVL. Thus, substantial acquisition of shares and voting rights accompanied with change in control and management is the reason and rationale for this offer. At present, the Acquirer has no intention to change the existing line of business of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS

The Current and Proposed Shareholding of the acquirers in Target Company and the details of their acquisitions are as under:

| Details | Acquirers | |
|--|-------------------------|-------|
| | Number of Equity Shares | %* |
| Shareholding as of the date of PA | Nil | Nil |
| Shares acquired between the PA date and the DPS date | Nil | Nil |
| Post Offer Shareholding* | 30,23,981 | 75.60 |

* (1) Computed on the diluted basis of the Emerging Voting Capital.

(2) Assuming full acceptance in the Offer.

IV. OFFER PRICE

- The equity shares of the Target Company are listed on the BSE Limited ("BSE"). The equity shares of the Target Company are infrequently traded, in terms of the SEBI (SAST) Regulations. The trading turnover in the equity shares based on the trading volumes on the BSE for the period from September, 2021 to August, 2022 i.e., 12 (Twelve) calendar months preceding September, 2022, the month in which the Public Announcement was issued as given below:

| Name of the Stock Exchange | Total number of equity shares traded during the 12 (Twelve) calendar months prior to the month of PA i.e., September 2021 to August, 2022 | Total Number of Listed Shares | Annualized Trading Turnover (as % of total weighted number of equity shares listed) |
|----------------------------|---|-------------------------------|---|
| BSE | 193920 | 4000000 | 4.85 |

Source: www.bseindia.com

- The Offer Price of Rupees 13.00/- per Offer Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

| | Details | Rupees |
|----|--|----------------|
| a. | The Negotiated Price | 12.50 |
| b. | The volume weighted average price paid or payable for acquisition, by the Acquirer or PACs during the 52 (Fifty Two) weeks immediately preceding the date of PA | Not Applicable |
| c. | The highest price paid or payable for any acquisition by the Acquirer or PACs during the 26 (Twenty Six) weeks immediately preceding the date of the PA | Not Applicable |
| d. | The volume weighted average market price of equity shares of the Target Company for a period of 60 (Sixty) trading days immediately preceding the date of the PA as traded on BSE | Not Applicable |
| e. | The price determined by taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies | 12.96* |

Note: The Offer Price would be revised in the event of any corporate action like bonus, splits etc. where the record date for effecting such corporate action falls within 3 (Three) Working Days prior to the commencement of the tendering period in the offer.

* Mr. Sandeep Kumar Agrawal, Chartered Accountant (Membership No. 0886699) Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/10705) having office at 523, Pocket - E, Mayur Vihar, Phase-2, Delhi-110091 Phone No- +91 11 22785089 has valued the equity shares of target company on the basis Net Asset Value, Profit earning Capacity Value and Market Value and calculated the fair value per share is Rupees 12.96 per share.

Therefore in view of above, the Offer Price of Rupees 13.00 per share is justified.

- The Acquirers may revise the Offer Price at its discretion or pursuant to any acquisition by the Acquirer at a price which is higher than the Offer Price at any time prior to 3 (Three) Working Days prior to the commencement of the tendering period under the offer. In the event of such a revision, the Acquirer shall, (i) make a corresponding increase to the escrow amounts, as more particular set out in Part V (Financial Arrangements) of this DPS, (ii) make a public announcement in the same newspapers in which the DPS is to be published, and (iii) simultaneously with such announcement, inform SEBI, the stock exchanges and the Target Company at its registered office of such a revision.

V. FINANCIAL ARRANGEMENTS

- The Acquirers have adequate resources to meet the financial requirements of the offer. The Acquirers have made firm arrangement for the resources required to complete the offer in accordance with the SEBI (SAST) Regulations. The acquisition will be financed through internal / personal resources and no borrowings from banks / financial institutions etc., is being made.
- Assuming full acceptance, the total requirement of funds for this offer would be Rupees. 1,35,20,000/- (Rupees One Crore Thirty Five Lakhs and Twenty Thousand Only). In accordance with Regulation 17(1) read with Regulation 17(3) of the SEBI (SAST) Regulations, the Acquirers have entered into an escrow agreement ("Escrow Agreement") with Axis Bank Limited ("Escrow Agent"), having its branch at C-75, Shivalik Road, Malviya Nagar, New Delhi-110017 and have deposited an amount of Rs. 34,00,000/- in escrow account, being more than 25% of the total consideration payable to the shareholders under this open offer.
- Mr. Manish Uppal, (Membership No. 501518) partner of M/s L N Chaudhary & Co., Chartered Accountants (Firm Registration No. 001150N), having office at 401-403, 4th Floor, Laxmi Tower, Azadpur, Delhi-110033, Phone Number: +91 11 47807747 Email Id: Inclicants@gmail.com, have vide his certificate dated 14th September, 2022, based on the information available, certified that the Acquirers have adequate resources and capability to meet their financial obligations under the offer.
- The Acquirers have duly empowered the Manager, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
- The Manager, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfill the offer obligations.

VI. STATUTORY APPROVALS / OTHER APPROVALS REQUIRED FOR THE OFFER

- As on the date of PA, no approval will be required from any bank / financial institutions for the purpose of this offer, to the best of the knowledge of the Acquirer.
- As on the date of PA, to the best of the Acquirer's knowledge, no other statutory approvals are required to be obtained for the purpose of this offer.
- The offer would be subject to all other statutory approvals, if any that may become applicable at a later date before the completion of the offer.
- In case of a delay in receipt of any statutory approvals that become applicable to the offer, SEBI may if satisfied that such delay in the receipt of the requisite statutory approval was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the SEBI (SAST) Regulations, permit the Acquirer to delay commencement of the tendering period for the offer pending receipt of such statutory approvals or grant extension of the time to the Acquirer and the PAC to make payment of the consideration to the Public Shareholders whose shares have been accepted in this offer.

- In terms of Regulation 23(1) of the SEBI (SAST) Regulations, in the event that the approvals that become applicable after the date of DPS are refused, the Acquirer shall have the right to withdraw the offer. In the event of such a withdrawal of the offer, the Acquirer (through the manager) within 2 (Two) Working Days of a such withdrawal make a PA of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

VII. TENTATIVE SCHEDULE OF OFFER

| S. No | Activity | Days & Dates |
|-------|---|-------------------------------|
| 1. | Date of Public Announcement | Wednesday, September 14, 2022 |
| 2. | Date of Publication of Detailed Public Statement | Wednesday, September 21, 2022 |
| 3. | Filing of the Draft letter of Offer to SEBI | Wednesday, September 28, 2022 |
| 4. | Last Date for a Competitive Offer(s) | Thursday, October 13, 2022 |
| 5. | Identified Date* | Tuesday, October 25, 2022 |
| 6. | Date by which Final Letter of Offer will be dispatched to the shareholders | Wednesday, November 02, 2022 |
| 7. | Last Date for revising the Offer Price / number of shares. | Friday, November 04, 2022 |
| 8. | Date by which the committee of the independent directors of the Target Company shall give its recommendations. | Monday, November 07, 2022 |
| 9. | Date of Publication of Offer Opening Public Announcement | Wednesday, November 09, 2022 |
| 10. | Date of Commencement of Tendering Period (Offer Opening date) | Thursday, November 10, 2022 |
| 11. | Date of Expiry of Tendering Period (Offer Closing date) | Wednesday, November 23, 2022 |
| 12. | Last Date of communicating rejection / acceptance and payment of consideration for applications accepted / return of unaccepted share certificates / credit of unaccepted equity shares to demat account. | Wednesday, December 07, 2022 |

*The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the letter of offer would be mailed. It is clarified that all the Public Shareholders (registered or unregistered) are eligible to participate in this offer at any time prior to the closure of tendering period.

VIII. PROCEDURE FOR TENDERING OF SHARES IN THE CASE OF NON RECEIPT OF LETTER OF OFFER

- All the shareholders, whether holding the equity shares in physical form or dematerialized form or holding lock in equity shares are eligible to participate in this offer at any time during the tendering period for this offer.
- Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired equity shares after the Identified Date, or those who have not received the letter of offer, may also participate in this offer.
- The open offer will be implemented by the Acquirer through a stock exchange mechanism made available by stock exchanges in the form of separate window ("Acquisition Window"), as provided under the SEBI (SAST) Regulations and SEBI Circular number CIR/CFD/POLICYCELL/1/2015 dated 13th April, 2015 read with SEBI Circular number CFD/DCR2/CIRP/2016/131 dated 9th December, 2016 as may be amended from time to time, issued by SEBI.
- BSE shall be the designated stock exchange for the purpose of tendering equity shares in the open offer.
- The Acquirer has appointed M/s Mansukh Stock Brokers Limited as the registered broker ("Acquirer's Broker") through whom the purchases and settlements on account of open-offer would be made by the Acquirers.

The Contact details of the Acquirer's Broker are as follows:

Mansukh Stock Brokers Limited,
Address: Mansukh House, 6, Pandav Nagar, Delhi-110092

Contact Person: Mr Virender Mansukhani

Tel No.: +91-11-47617800/61287800

Email Id: admin@mansukh.net

- All shareholders who desire to tender their equity shares under the open offer would have to intimate their respective stock brokers ("Selling Broker") within the normal trading hours of the secondary market, during the tendering period.
- Such equity shares would be transferred to the respective Selling Broker's pool accounts prior to placing the bid.
- A separate acquisition window will be provided by the stock exchange to facilitate placing of sell orders. The Selling Broker can enter orders for dematerialized as well as physical equity shares.
- The detailed procedure for tendering the equity shares in this offer will be available in the letter of offer.
- In accordance with the Frequently Asked Questions issued by SEBI, "FAQs" -Tendering of Physical Shares in Buy Back Offer/Open Offer/Exit Offer/Delisting" dated 20th February, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/144 dated 31st July, 2020 and BSE Notice No. 20200528-32 dated 28th May, 2020, shareholders holding securities in physical forms are allowed to tender shares in open offer. However, such tendering shall be as per provisions of SEBI (SAST) Regulations, 2011.

IX. Other Information

- The Acquirers accept full responsibility for the information contained in the PA and this DPS (other than such information that has been sourced from public sources or provided and confirmed by the Target Company and shall be jointly or severally responsible for the fulfillment of the obligations under the offer and as laid down in SEBI (SAST) Regulations.
- The Acquirers have appointed M/s RCMC Share Registry Pvt. Ltd., as a Registrar to the Offer having its office at B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, Near Rana Motors, New Delhi-110020 ("Registrar to the Offer") Tel nos.: +91 11 26387320-21, Email: investor.services@rcmdlh.com, Contact Person: Mr. Murali Dhanan Nair.
- This DPS and the PA would also be available on SEBI's Website (www.sebi.gov.in).
- The Acquirers reserves the right to withdraw the offer pursuant to Regulation 23(1) of the SEBI (SAST) Regulations. Any such withdrawal will be notified in the form of a public announcement in the same newspapers in which this DPS appears.
- The withdrawal of shares will be available only for the share certificates / shares that have been received by the Registrar to the Offer or credited to the special depository escrow account.
- The intimation of returned shares to the shareholders will be sent at the address as per the records of the depository.
- The Acquirers may make upward revisions to the Offer Price, subject to the provisions of the SEBI (SAST) Regulations or any other regulations as may be applicable, to the number of shares sought to be acquired in the open offer, at any time prior to the commencement of the last 3 (Three) Working Days before the commencement of the tendering period.

| Manager to the Offer | Registrar to the Offer |
|--|--|
|  D & A FINANCIAL SERVICES (P) LIMITED 13, Community Centre, East of Kailash, New Delhi - 110065. Tel nos.: 011-41326121/ 40167308; Email: investors@dnafinserv.com Contact Person: Mr. Priyaranjan SEBI Regn No.: INM00011484 |  RCMC Share Registry Pvt. Limited B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, Near Rana Motors, New Delhi- 110020 Tel nos.: +91 11 26387320-21; Email: investor.services@rcmdlh.com Contact person: Mr. Murali Dhanan Nair SEBI Regn. No.: INR00000429 |

Issued on behalf of the Acquirers
by Manager to the Offer

Place : New Delhi
Date : 20.09.2022