



October 16, 2025

MCAPL: MUM: 2025-26: 0142

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.

Dear Sir/Madam,

Sub : Submission of Letter of Offer ("LoF")

Ref : Open Offer to the Public Shareholders of Devinsu Trading Limited ("Devinsu"/"Target Company")

With reference to the captioned Offer, please find enclosed the Letter of Offer of Devinsu Trading Limited.

All capitalised terms used in this letter unless defined herein shall have the same meanings as ascribed to them in the enclosed LoF.

Kindly take the above on your records and disseminate the LoF on the website of BSE Limited.

For Mark Corporate Advisors Private Limited

A handwritten signature in black ink, appearing to read "Manish Gaur", is written over a horizontal line.

Manish Gaur
Asst. Vice President

Encl: As Above.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“LoF”) is sent to you as an Eligible Equity Shareholder (*as defined below*) of Devinsu Trading Limited (“Devinsu”/“Target Company”). If you require any clarifications about the action to be taken, you may consult your stockbroker or Investment Consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your shares in the Target Company, please hand over this Letter of Offer and the accompanying form of acceptance and Transfer Deed to the member of the Stock Exchange through whom the said sale was affected.

OPEN OFFER BY**Mr. Deniis Desai (“Acquirer”)****Residing at** 3402, Raheja Odyssey, Village Magathane, Borivali (East), Mumbai-400066**Contact No.:** +91 91524 44445 | **Email ID:** denisdesai@gmail.com

to acquire up to 1,63,800 fully paid-up equity shares of face value of ₹10 each representing 26.00% of Emerging Voting Capital of the Target Company at a price of ₹350.00 per equity share (“Offer Price”), payable in cash in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto (“SEBI (SAST) Regulations, 2011”) from the Eligible Equity Shareholders

OF

DEVINSU TRADING LIMITED

(CIN: L51900MH1985PLC036383)

Registered Office: 102, Floor-10, Plot-220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021**Tel. No.:** +91 22 4962 2754 | **Email ID:** devinsutrading@gmail.com | **Website:** www.devinsutrading.com

- 1) This Offer is being made by the Acquirer pursuant to Regulations 3(1) and 4 of SEBI (SAST) Regulations 2011.
 - 2) This Offer is not a conditional offer in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011 and is not subject to any minimum level of acceptance.
 - 3) This Open Offer is not a competing offer in terms of Regulations 20 of SEBI (SAST) Regulations, 2011.
 - 4) As on date, no Statutory Approvals are required to acquire equity shares that are validly tendered pursuant to this Open Offer. However, in case of any statutory or regulatory approvals being required and/or becoming applicable at a later date before the closing of the Tendering Period, this Open Offer shall be subject to the receipt of such approvals.
 - 5) If there is any upward revision in the Offer Price/Offer Size at any time prior to commencement of one working day before the commencement of the Tendering Period in terms of the SEBI (SAST) Regulations, 2011, the same would also be informed by way of an announcement in the same newspapers where the Detailed Public Statement (“DPS”) was published. Such revised Offer Price would be payable to all the Eligible Equity Shareholders, who have validly tendered their fully paid-up equity shares anytime during the Tendering Period to the extent their equity shares have been verified and accepted under the Offer, by the Acquirer. If the Offer is withdrawn pursuant to Regulation 23 of SEBI (SAST) Regulations, 2011, the same would be communicated within two working days by an announcement in the same newspapers in which the DPS was published.
 - 6) There has been no competing offer to the Open Offer as of the date of this Letter of Offer (“LoF”).
- A copy of the Public Announcement (“PA”), Detailed Public Statement (“DPS”), Draft Letter of Offer (“DLof”) and Letter of Offer (“LoF”) (including the Form of Acceptance-cum-Acknowledgement) will also be available on the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in.

MANAGER TO THE OFFER		REGISTRAR TO THE OFFER	
	Mark Corporate Advisors Private Limited CIN: U67190MH2008PTC181996 Address: 404/1, The Summit, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057. Tel. No.: +91 22 2612 3207/08 Email ID: openoffer@markcorporateadvisors.com Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com Contact Person: Mr. Manish Gaur SEBI Reg. No.: INM000012128		MUFG Intime India Private Limited <i>(formerly Link Intime India Private Limited)</i> CIN: U67190MH1999PTC118368 Address: C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Tel. No.: +91 810 811 4949 Email ID: devinsutrading.offer@in.mpms.mufg.com Contact Person: Ms. Pradnya Karanjekar SEBI Reg. No.: INR000004058
	Offer Opens on : Monday, October 27, 2025		Offer Closes on : Monday, November 10, 2025

SCHEDULE OF MAJOR ACTIVITIES PERTAINING TO THE OFFER:

Sr. No.	Nature of Activity	Original Schedule	Revised Schedule ⁽¹⁾
		Day & Date	Day & Date
1)	Date of the Public Announcement	Wednesday, July 09, 2025	Wednesday, July 09, 2025
2)	Date of publishing the Detailed Public Statement	Wednesday, July 16, 2025	Wednesday, July 16, 2025
3)	Last date for filing of Draft Letter of Offer with SEBI	Wednesday, July 23, 2025	Wednesday, July 23, 2025
4)	Last date of a Competing Offer(s) ⁽²⁾	Wednesday, August 06, 2025	Wednesday, August 06, 2025
5)	Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager)	Wednesday, August 13, 2025	Tuesday, October 07, 2025 ⁽³⁾
6)	Identified Date ⁽⁴⁾	Monday, August 18, 2025	Thursday, October 09, 2025
7)	Last date by which the Letter of Offer will be dispatched to the Eligible Equity Shareholders as on the identified date	Monday, August 25, 2025	Thursday, October 16, 2025
8)	Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Thursday, August 28, 2025	Monday, October 20, 2025
9)	Last Date for revising the Offer Price/number of shares	Friday, August 29, 2025	Thursday, October 23, 2025
10)	Date of Public Announcement for Opening the Offer	Monday, September 01, 2025	Friday, October 24, 2025
11)	Date of Commencement of the Tendering Period (“Offer Opening Date”)	Tuesday, September 02, 2025	Monday, October 27, 2025
12)	Date of Closing of the Tendering Period (“Offer Closing Date”)	Tuesday, September 16, 2025	Monday, November 10, 2025
13)	Last date for communicating Rejection/acceptance and payment of consideration for accepted equity shares or equity share certificate/return of unaccepted share certificates/credit of unaccepted shares to Demat Account	Tuesday, September 30, 2025	Monday, November 24, 2025

Notes:

⁽¹⁾ Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

⁽²⁾ There is no competing offer to this Offer.

⁽³⁾ Actual date of receipt of SEBI observations on the DLoF.

⁽⁴⁾ Identified Date is only for the purpose of determining the names of the Eligible Shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the holders (registered or unregistered) of Equity Shares of the Target Company except the Acquirer and Promoter of the Target Company, are eligible to participate in this Offer any time during the tendering period of the Offer.

RISK FACTORS:

Given below are the risks related to the proposed Offer and those associated with the Acquirer:

Risks Relating to the Underlying Transaction and the Proposed Open Offer:

- 1) This Offer is a mandatory offer in terms of Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011.
- 2) The consummation of the Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement, requisite approvals from the public shareholders' and BSE.
- 3) There are no other statutory approvals required by the Acquirer to complete this Offer. However, in case of any statutory approvals are required by the Acquirer at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals, and the Acquirer shall make the necessary applications for such statutory approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10th Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Further, if delay occurs on account of wilful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of SEBI (SAST) Regulations, 2011 will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirer shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders.
- 4) In case of over-subscription in the Offer, as per the SEBI (SAST) Regulations, 2011, acceptance would be determined on a proportionate basis and hence there is no certainty that all the Equity Shares tendered by the shareholders in the Offer will be accepted.
- 5) Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw their shares, even if the acceptance of equity shares under this Offer and dispatch of consideration are delayed.

Relating to the Acquirer:

- 1) The Acquirer cannot provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any Shareholder on whether to participate or not to participate in the Offer.
- 2) The Acquirer and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement ("PA")/Detailed Public Statement ("DPS")/Draft Letter of Offer ("DLof")/Letter of Offer ("LoF") and anyone placing reliance on any other sources of information, not released by the Acquirer, would be doing so at his/her/its own risk.

The Risk Factors set forth above pertain to the Offer and do not relate to the present or future business or operations of the Target Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Shareholder in the Offer. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choice, if any, for further risks with respect to each such Shareholder's participation in the Offer.

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1. ABBREVIATIONS/DEFINITIONS

Acquirer	Mr. Deniis Desai
BSE	BSE Limited, Mumbai
CDSL	Central Depository Services (India) Limited
Companies Act	Companies Act, 1956 and Companies Act, 2013
CP	Conditions Precedent
DP	Depository Participant
DPS/Detailed Public Statement	Detailed Public Statement relating to the Offer published on July 16, 2025
Emerging Voting Capital/ Emerging Voting Share Capital	₹63,00,000 Equity Share Capital (6,30,000 fully paid-up equity shares having face value of ₹10 each) of the Target Company on a fully diluted basis as of the tenth working day from the closure of the Tendering Period. This comprises of (i) Existing Equity Share Capital of the Target Company i.e., ₹50,00,000 comprising of 5,00,000 fully paid-up equity shares (ii) ₹13,00,000 comprising of 1,30,000 fully paid-up equity shares proposed to be allotted to the Acquirer and Non-Promoters pursuant to proposed Preferential Issue
Eligible Equity Shareholders/ Public Shareholders	All the public shareholders of the Target Company, excluding the existing Promoter of the Target Company, the parties to the Underlying Transaction and any persons deemed to be acting in concert (“ Deemed PACs ”) with the parties mentioned above, pursuant to and in compliance with the provisions of Regulation 7(6) of SEBI (SAST) Regulations, 2011
Equity Share Capital/Paid-up Share Capital/Voting Capital/ Voting Share Capital	Existing fully paid-up Equity Share Capital of ₹50,00,000 comprising of 5,00,000 fully paid-up equity shares of ₹10 each fully paid-up
Equity Shares	Fully paid-up equity shares of the Target Company of the face value of ₹10 each
Escrow Bank/Escrow Agent	Axis Bank Limited
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time
FIIs/FPIs	Foreign Institutional Investors / Foreign Portfolio Investors registered with SEBI
Identified Date	August 18, 2025 i.e., date falling on the tenth Working Day prior to the commencement of Tendering Period, for the purposes of determining the Eligible Shareholders to whom this Letter of Offer shall be sent
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./₹	Indian Rupees, the legal currency of India
KMP(s)	Key Managerial Personnel(s)
LoF/Letter of Offer	This Letter of Offer dated October 10, 2025
Manager/Manager to the Offer	Mark Corporate Advisors Private Limited
MICR	Magnetic Ink Character Recognition
NA/N.A.	Not Applicable
Non-Resident Shareholder(s)	Person’s resident outside India as defined under FEMA, holding Equity Shares of the Target Company
NRI	Non-Resident Indian
OCBs	Overseas Corporate Bodies
Offer Period	Period from the date of entering into an agreement, to acquire fully paid-up equity shares, Voting Rights in, or control over a Target Company requiring a Public Announcement, or the date of Public Announcement, and the date on which the payment of consideration to Shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn
Offer/Open Offer	The Open Offer is made by the Acquirer to the Eligible Equity Shareholders to acquire up to 1,63,800 fully paid-up equity shares representing 26.00% of Emerging Voting Capital of the Target Company
Offer Price	₹350.00 per equity share
Offer Size	Up to 1,63,800 fully paid-up equity shares representing 26.00% of

	Emerging Voting Capital of the Target Company at a price of ₹350.00 per fully paid-up equity shares, aggregating to ₹5,73,30,000
PA/Public Announcement	Public Announcement of the Offer issued by the Manager to the Offer, on behalf of the Acquirer on July 09, 2025
PACs	Persons Acting in Concert
Preferential Allotment/ Preferential Issue	Proposed Issue and allotment of 1,30,000 fully paid-up equity shares having face value of ₹10 each at a price of ₹350.00 per equity share, out of which 80,000 equity shares proposed to be issued and allotted to Acquirer and 50,000 equity shares proposed to be issued and allotted to non-promoters. The proposed preferential allotment has been approved by the Board of Directors of the Target Company in their meeting held on July 09, 2025 and is subject to receipt of shareholders' and other requisite approvals, if any
Promoters	(i) Sunshine Fibre Private Limited (ii) Ms. Laxmi Jain (iii) Mr. Ankit Jain; and (iv) Ms. Sushma Anand Jain are the Promoters of Devinsu Trading Limited as per Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015.
Registrar/Registrar to the Offer	MUFG Intime India Private Limited
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended or modified from time to time
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereto
SEBI (SAST) Regulations, 2011/ SEBI (SAST) Regulations/SEBI Takeover Code/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto
SPA/Share Purchase Agreement/Agreement	Share Purchase Agreement entered between Acquirer and Promoter Seller on July 09, 2025
Stock Exchange	BSE Limited, Mumbai
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer, i.e., the period between and including October 27, 2025 and November 10, 2025
Target Company	Devinsu Trading Limited

Note: All capitalized terms used in the LoF, but not otherwise defined herein, shall have the meanings ascribed thereto in the SEBI (SAST) Regulations, 2011.

2. DISCLAIMER CLAUSE

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (SAST) REGULATIONS, 2011. THIS REQUIREMENT IS TO FACILITATE SHAREHOLDERS OF DEVINSU TRADING LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGES HIS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, MARK CORPORATE ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED JULY 23, 2025 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.

3. DETAILS OF THE OFFER

3.1. BACKGROUND OF THE OFFER

3.1.1. This Open Offer is being made by Acquirer to the Eligible Equity Shareholders of Devinsu Trading Limited (“Devinsu”/“Target Company”) pursuant to and in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011 to acquire up to 1,63,800 fully paid-up equity shares having face value of ₹10 each representing 26.00% of the Emerging Voting Capital of the Target Company (“Offer Size”) at a price of ₹350.00 per Equity Share (“Offer Price”), payable in cash, subject to the terms and conditions set out in the PA, DPS, DLoF and LoF that will be sent to the Eligible Equity Shareholders of the Target Company.

3.1.2. The details of the Transactions are as under:

3.1.2.1. The Acquirer entered into a SPA with the Promoter Seller of the Target Company on July 09, 2025 to acquire 91,493 equity shares (“SPA Sale Shares”) having face value of ₹10 each representing 14.52% of the Emerging Voting Capital of the Target Company at a price of ₹350.00 each, aggregating to a sum of ₹3,20,22,550 payable in cash. The details of the acquisitions through SPA are as under:

Name, PAN & Address	Part of Promoter Group (Yes/No)	Details of Shares/Voting Rights held by the Selling Shareholders			
		Pre-Transaction		Post Transaction	
		Number	% vis a vis Emerging Voting Share Capital	Number	% vis a vis Emerging Voting Share Capital
Sunshine Fibre Private Limited (“Promoter Seller”) <i>PAN:</i> AAHCS5296G <i>CIN:</i> U17290MH2003PTC142029 <i>Registered Office Address:</i> 102, Floor-10, Plot-220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021	Yes	91,493	14.52%	Nil	N.A.
Total		91,493	14.52%	Nil	N.A.

N.A. – Not Applicable.

Note: Upon completion of the Open Offer formalities, the Promoter Seller will no longer hold any Equity Shares. It will transfer control and management of the Target Company to the Acquirer and will be declassified from the promoter category, in accordance with Regulation 31A of the SEBI (LODR) Regulations, 2015, as amended.

- 3.1.2.2. The total purchase consideration for the above-mentioned SPA is ₹3,20,22,550. Out of which ₹75,00,000 have been paid by the Acquirer to the Seller as Earnest Money Deposit on the execution of SPA and the balance consideration after adjusting the earnest money deposit would be paid upon the completion of the takeover formalities/payment of consideration to the shareholders who have surrendered their shares in the Open Offer.
- 3.1.2.3. On July 09, 2025, The Board of Directors of the Target Company approved the issue and allotment of 1,30,000 fully paid-up equity shares having face value of ₹10 each at a price of ₹350.00 per equity share. Out of which, 80,000 equity shares proposed to be issued and allotted to the Acquirer and 50,000 equity shares to be issued and allotted to the Non-Promoters.
- 3.1.2.4. The equity shares proposed to be allotted to Acquirer on preferential basis shall be kept in a Demat Escrow Account titled “Devinsu-Open Offer-Escrow Account” (“**Escrow Account**”) bearing account number 925020032593503 until the completion of open offer in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations, 2011. Further, the Manager to the Offer will have the right to operate the Demat Escrow Account and the Acquirer will not exercise any voting rights over the said Equity Shares kept in the Demat Escrow Account.
- 3.1.2.5. The above-mentioned Equity Shares are currently lying in the Demat Account of the Promoter Seller, which shall be transferred to the demat account of the Acquirer in compliance with SEBI (SAST) Regulations, 2011.
- 3.1.2.6. The Seller has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended or under any other Regulations made under the SEBI Act, 1992.
- 3.1.3. The common salient features of the SPA entered between the Acquirer and the Seller are as under:

ARTICLE 2: SALE AND PURCHASE

- 2.1. Subject to the other provisions of the Share Purchase Agreement and against the full payment for agreed Purchase Consideration and other necessary compliances by the Acquirer, the Seller shall sell, transfer, convey and deliver to the Acquirer and the Acquirer shall purchase and acquire from the Seller, Sale Shares together with all rights, title, interests, accrued benefits in the Sale Shares, free from all liens and/or encumbrances.
- 2.2. It is specifically agreed that the sale contemplated in this Agreement is for the whole of Seller’ Sale Shares and under no circumstances, the Seller will be obliged to offer, or the Acquirer would be entitled to claim part or pro-rata shares.
- 2.3. The Acquirer shall bear and pay stamp duties and other costs, if any, payable for or in relation to transfer of the Sale Shares. The Seller shall be solely responsible for payment and discharge of income tax or capital gains tax, if any, arising from or applicable to, sale or transfer of the said Seller’ Sale Shares.
- 2.4. The Seller confirms that the Sale Shares are fully paid up and the said shares are free from all liens, charges, encumbrances and the Seller shall hand over the said confirmation letter to the Acquirer along with the letter received from the Target Company.
- 2.5. The Seller confirms that the Sale Shares are not under lock-in and the Seller shall hand over the said confirmation letter to the Acquirer along with the letter received from the Target Company.

ARTICLE 3: PURCHASE PRICE AND PAYMENT

- 3.1 The Purchase Price for acquisition of the Sale Shares shall be at a price of ₹350.00 per share (the “**Purchase Price**”), aggregating to ₹3,20,22,550 (“**Purchase Consideration**”).
- 3.2 The Seller shall sell, convey and transfer to the Acquirer and the Acquirer shall purchase, acquire and accept from the Seller the above-mentioned Sale Shares at and for the Purchase Price (as defined above).

- 3.3** The Purchase Price shall be payable to the Seller without any deductions on any account whatsoever, except any advance amount paid, if any, by the Acquirer and the receipt of which is acknowledged by the Seller.
- 3.4** The Acquirer has paid a sum of ₹75,00,000 (**‘Advance Consideration’**) as advance collectively to the Seller by RTGS / NEFT which the Seller acknowledges. Balance of the Purchase Consideration i.e., ₹2,45,22,550 (**‘Balance Consideration’**) amount will be paid to the Seller upon expiry of period under Regulation 22(2) of SEBI (SAST) Regulations, 2011 as per Schedule-1 of the SPA.
- 3.5** The Seller will transfer all Sale Shares of the Target Company to the Acquirer on the date on which the Balance Consideration amount is received by them.

3.1.4. The Proposed change in control of the Target Company is not through any Scheme of Arrangement.

3.1.5. Pursuant to Underlying Transaction, the Acquirer is making this Open Offer in terms of Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011 to acquire up to 1,63,800 fully paid-up equity shares having face value of ₹10 each, representing 26.00% of the Emerging Voting Capital of the Target Company at a price of ₹350.00 per equity share, aggregating to ₹5,73,30,000, payable in cash, subject to the terms and conditions set out in the PA, DPS and the LoF, which will be sent to the Eligible Equity Shareholders of the Target Company. Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Acquirer will have control over the Target Company, and the Promoter of the Target Company shall cease to be the Promoter of the Target Company and shall be classified as public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations, 2015.

3.1.6. The Acquirer is not prohibited by SEBI from dealing in securities, in terms of directions issued under section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.

3.1.7. There may be changes in the composition of Board of Directors of the Target Company after the completion of Offer, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011. No proposal in this regard has been finalized as on the date of this DLoF.

3.1.8. As per Regulation 26(6) of the SEBI (SAST) Regulations, 2011 the Board of Directors are required to constitute a committee of Independent Directors to provide reasoned recommendation on this Offer to the Eligible Shareholders. Such recommendation shall be published at least two (2) working days before the commencement of the Tendering Period in the same newspapers where the DPS was published in compliance with Regulation 26(7) of the SEBI (SAST) Regulations, 2011.

3.1.9. No other persons/individuals/entities are acting in concert with the Acquirer for the purpose of this Offer in terms of Regulation 2 (1) (q) of the SEBI (SAST) Regulations, 2011.

3.2. DETAILS OF THE PROPOSED OFFER

3.2.1. The PA announcing the Open Offer, under Regulations 3(1) and 4 read with Regulation 13, 14 and 15 of SEBI (SAST) Regulations, 2011 was made on July 09, 2025 and was filed with SEBI, BSE and the Target Company on July 09, 2025 through e-mail and the hard copy of the same was submitted to SEBI on July 10, 2025.

3.2.2. In accordance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, the DPS was published on July 16, 2025 in the following newspapers:

Publication	Language	Edition(s)
Business Standard	English	All Editions
Business Standard	Hindi	All Editions
Navshakti	Marathi	Mumbai Edition

The Public Announcement and Detailed Public Statement are also available on the website of SEBI at www.sebi.gov.in.

A copy of the DPS was filed through the Manager to the Offer with SEBI, BSE and the Target Company through e-mail on July 16, 2025. The hard copy of the same was submitted to SEBI on July 16, 2025.

- 3.2.3.** This Offer is made by the Acquirer to all Eligible Equity Shareholders, to acquire up to 1,63,800 fully paid-up equity shares of face value of ₹10 each representing 26.00% of the Emerging Voting Capital, at a price of ₹350.00 per Equity Share, to be paid in cash, in accordance with Regulation 9(1)(a) of SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in the PA, DPS, DLoF and LoF.
- 3.2.4.** There is no differential pricing for the Offer.
- 3.2.5.** This is not a Competing Offer in terms of Regulation 20 of SEBI (SAST) Regulations, 2011. There has been no competing offer as of the date of this LoF.
- 3.2.6.** The Offer is unconditional and not subject to any minimum level of acceptance from the shareholders. In terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011, the Acquirer will accept those Equity Shares of the Target Company which are tendered in valid form in terms of this Offer up to a maximum of 1,63,800 Equity Shares representing 26.00% of the Emerging Voting Capital of the Target Company.
- 3.2.7.** The Acquirer has not acquired any shares of the Target Company after the date of PA i.e., July 09, 2025 and up to the date of this LoF.
- 3.2.8.** There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against Manager to the Offer, under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator.
- 3.2.9.** There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against Registrar to the Offer except below:

Details of Administrative Warning letters issued by SEBI during the last three years:

Period of Inspection	Finding as per final action letter	Action decided
January 1, 2021 - February 09, 2022	Discrepancies, deficiencies and issues observed during inspection	Administrative Warning & Advisory
February 10, 2022 to February 04, 2023	Discrepancies and deficiencies observed during inspection	Administrative Warning & Deficiency
February 10, 2023 to February 04, 2024	Discrepancies and deficiencies observed during inspection	Administrative Warning
February 01, 2024 to August 31, 2024	Discrepancies and deficiencies observed during inspection	Administrative Warning & Deficiency

- 3.2.10.** There are no penalties levied by Securities and Exchange Board of India (“SEBI”)/Reserve Bank of India (“RBI”)/Stock Exchange(s) or other regulator against Manager to the Offer. Further, as on date, there are no penalties paid to SEBI/RBI/Stock Exchange(s) or other regulator by the Manager to the Offer.
- 3.2.11.** There are no penalties levied by Securities and Exchange Board of India (“SEBI”)/Reserve Bank of India (“RBI”)/Stock Exchange(s) or other regulator against Registrar to the Offer. Further, as on date, there are no penalties paid to SEBI/RBI/Stock Exchange(s) or other regulator by Registrar to the Offer except the below:
- In the case of an Adjudication Order No. Order/BM/JR/2022-23/23296 – 23297 dated January 31, 2023, in the matter of complaint by Pushpaben Rasiklal Patel levying a monetary penalty amount of Rs. 1 Lakh, which was paid on 23 February 2023; and
 - Adjudication Order No. Order/AN/SM/2024-25/31090 dated 30.12.2024 passed by the Adjudicating Officer in the matter of Link Intime India Private Limited with regard to non-submission of closure report pertaining to VAPT, levying a monetary penalty amount of Rs. 1 Lakh, which was paid on 10 January 2025; and
 - Adjudication Order No. Order/NH/YK/2024-25/31191 dated 11.02.2025 passed by the Adjudicating Officer in respect of Link Intime India Private Limited (Noticee) in the matter of TSR Consultants Private Limited with regard to non-submission of closure report pertaining to VAPT levying a monetary penalty amount of Rs. 1 Lakh, which was paid on 20 February 2025.
 - Adjudication Order No. Order/AN/PR/2024-25/31229 dated February 28, 2025, passed in the matter of inspection in respect of CB Management Services Pvt. Ltd. levying a monetary penalty amount of Rs. 4 Lakh, which was paid on 25 March 2025.

- 3.2.12.** The Acquirer will have the right not to proceed with this Offer in accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011 in the event Statutory Approvals are refused. In the event of withdrawal of this Offer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which the DPS has been published, and such Public Announcement will also be sent to SEBI, BSE and the Target Company.
- 3.2.13.** The Manager to the Offer viz., Mark Corporate Advisors Private Limited does not hold any Equity Shares in the Target Company. They declare and undertake that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of triggering the Offer till the expiry of 15 days from the date on which the payment of consideration to the shareholders who have accepted the Open Offer is made, or the date on which the Open Offer is withdrawn as the case may be.
- 3.2.14.** The Equity Shares of the Target Company acquired by the Acquirer shall be 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.
- 3.2.15.** As per Regulation 38 of the SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As a result of the acquisition of Equity Shares in this Open Offer, the public shareholding in the Target Company will not fall below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.

3.3. OBJECT OF THE OFFER

- 3.3.1.** This Offer is being made to the Eligible Equity Shareholders of Target Company pursuant to and in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.
- 3.3.2.** The Acquirer is of the view that he intends to expand/diversify operations of the Target Company into new areas which are yet to be identified, with the prior approval of the Shareholders. The acquisition will be in the larger interest of the public shareholders, as the Company will start generating revenues in the coming days. Further, the shares are not trading on the exchange for almost more than two decades and therefore, the public shareholders may get an exit opportunity at a better price. The Acquirer may also reorganize the present Capital Structure of the Company and also further strengthen the Board.
- 3.3.3.** The Object of the acquisition is to hold majority stake and take control over the Management of the Target Company.
- 3.3.4.** The Acquirer do not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of regulation 25(2) of SEBI (SAST) Regulations, 2011.

4. BACKGROUND OF THE ACQUIRER

4.1. Information about Mr. Deniis Desai ("Acquirer"):

- 4.1.1.** **Mr. Deniis Desai**, s/o Bhupendra Thakorbbhai Desai, aged about 45 years, is resident of 3402, Raheja Odyssey, Village Magathane, Borivali (East), Mumbai-400066. His Permanent Account Number under Indian Income Tax Act, 1961 is AGRPD9017H. He holds the degree of Master of Management Studies from N. L. Dalmia Institute of Management Studies and Research, Mumbai University. He has around 17 years of experience in the real estate sector. His Contact No. is +91 91524 44445 and Email ID is denisdesai@gmail.com.
- 4.1.2.** Acquirer is not part of any group.
- 4.1.3.** Acquirer do not hold any position in any of the listed company.

- 4.1.4.** The Net worth of Acquirer is ₹1,314.17 Lakhs as on March 31, 2025 as certified by CA Chirag Surana, (Membership No.: 166861), Partner, M/s Surana Jain & Co., Chartered Accountants (FRN: 149426W) vide certificate dated April 30, 2025, having Office at B-302, Prathmesh Appartment, Gundavali, Andheri (East), Mumbai-400069. Contact No. is +91 81080 06380 and Email ID is suranajainandco@gmail.com.
- 4.1.5.** The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992, as amended, or any other Regulations made under the SEBI Act.
- 4.1.6.** The Acquirer has not been categorized or declared as: (i) a ‘wilful defaulter’ issued by any bank, financial institution, or consortium thereof in accordance with guidelines on wilful defaulters issued by Reserve Bank of India in terms of Regulation 2(1)(ze) of SEBI (SAST) Regulations, 2011; or (ii) a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018) in terms of Regulation 2(1)(ja) of SEBI (SAST) Regulations, 2011.
- 4.1.7.** There are no Persons Acting in Concert (“PACs”) for the purpose of this Open Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations, 2011.
- 4.1.8.** There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the Acquirer under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator.
- 4.1.9.** There are no penalties levied by SEBI/RBI or other regulator against the Acquirer. Further, as on date, no penalties are paid by the Acquirer.
- 4.1.10.** The Acquirer is not associated in securities related business and/or is registered with SEBI as a Market Intermediary.
- 4.1.11.** The Acquirer do not have any direct/indirect linkages/relationship/association with (i) Promoters of the Target Company; (ii) Directors or KMPs of the Target Company; (iii) Immediate relatives of the Promoters/Directors of the Target Company; (iv) Public Shareholders of the Target Company; and (v) The Target Company.
- 4.1.12.** The Acquirer do not have any direct/indirect linkages/relationship/association with the Public Allottees or their Ultimate Beneficial Owners/members in the current preferential allotment.
- 4.1.13.** As on date, the Acquirer is neither holding any kind of stake in the Target Company nor is he having any relationship with /interest in the Target Company. The Acquirer has entered into Share Purchase Agreement with the Promoter Seller for acquisition of 91,493 equity shares representing 14.52% of the Emerging Voting Share Capital of the Target Company. Further, the Acquirer also agreed to subscribe for proposed issue and allotment of 80,000 equity shares representing 12.70% of the Emerging Voting Share Capital of the Target Company to himself in the preferential issue.

5. BACKGROUND OF THE TARGET COMPANY-DEVINSU TRADING LIMITED

- 5.1.** The Target Company was incorporated on May 28, 1985 under the Companies Act 1956 as “Devinsu Trading & Finance Company Limited” and a Certificate of Incorporation was issued by Registrar of Companies, Mumbai. Thereafter, the name of the Target Company was changed to “Devinsu Trading Limited” and a fresh Certificate of Incorporation was issued on August 14, 1997 by Registrar of Companies, Mumbai. The Corporate Identification Number of the Target Company is L51900MH1985PLC036383.
- 5.2.** The Registered Office is currently situated at 102, Floor-10, Plot-220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021. The Registered Office of the Target Company was previously situated at 603, 6th Floor, Plot-207, Embassy Centre, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021, which is now shifted to the current address w.e.f. May 29, 2025.
- 5.3.** As on date, the Target Company is not generating any Revenue from operations. However, Company is generating revenue through other modes of income such as Dividend, Profit on sale of Investments, profit on sale of PPE, Interest Income, etc., its Memorandum of Association inter-alia includes the business of trading, supplying, importing, exporting, and acting as agents or brokers for a wide range of goods including agricultural products, textiles, chemicals, appliances, furniture, and industrial items; and to carry on financing activities for industrial or other enterprises by providing loans, guarantees, securities, assets, with or without security, under terms deemed suitable by the company.

- 5.4. The marketable/minimum lot for the equity shares of the Target Company is one (1) equity share.
- 5.5. There are no holding or subsidiary or associate company of the Target Company.
- 5.6. The Target Company is not shown as the Promoter/Promoter Group in any Listed Company.
- 5.7. As on date, the Authorized Share Capital of the Target Company is ₹1,00,00,000 comprising of 5,00,000 Equity Shares of face value ₹10 each and 50,000 1% Non-Cumulative Redeemable Preference Shares of ₹100 each. However, the Target Company in its Board Meeting held on July 09, 2025 has approved for reclassification of Authorized Share Capital to ₹1,00,00,000 comprising of 10,00,000 equity shares having face value of ₹10 each by reclassification of existing 50,000 1% Non-Cumulative Redeemable Preference Shares of ₹100 each into 5,00,000 Equity Shares of ₹10 each. The Issued, Subscribed and paid-up Equity Share Capital of the Target Company is ₹50,00,000 comprising of 5,00,000 Equity Shares of face value ₹10 each.
- 5.8. The equity shares of the Target Company are listed on BSE Limited, Mumbai (“**BSE**”) having a scrip code as 512445. The Equity Shares of the Target Company are infrequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE07LH01016.
- 5.9. As on date, the Target Company is not fully compliant with the listing requirements. Further, BSE had imposed SOP fine on the Target Company under Regulation 23(9) and Regulation 6(1) totally to ₹85,27,000. However, the fine imposed under Regulation 23(9) amounting ₹84,40,000 have been withdrawn by BSE vide Email dated October 03, 2025 and the Target Company has paid fine of ₹87,000 imposed under Regulation 6(1) on October 09, 2025.

5.10. Share Capital Structure:

The Equity Share Capital Structure of the Target Company is as follows:

Paid-up Equity Shares	No. of Equity Shares/ Voting Rights	% of Equity Shares/ Voting Rights
Existing Fully Paid-up Equity Shares	5,00,000	79.37%
Equity Shares to be allotted pursuant to Proposed Preferential Issue	1,30,000	20.63%
Partly Paid-up Equity Shares	Nil	N.A.
Total Fully Paid-up Equity Shares	6,30,000	100.00%

- 5.11. The Promoter/Promoter Group of the Target Company filed disclosures under Regulation 10 (7) of SEBI (SAST) Regulations, 2011 on June 27, 2025, for inter-se transfer of equity shares between the Promoters.
- 5.12. None of the public allottees in the current preferential Issue of the Target Company, either directly or indirectly connected, associated or related with each other in any capacity.
- 5.13. As on date, there are no: (i) partly paid-up Equity Shares; and (ii) outstanding convertible instruments (warrants/fully convertible debentures/partially convertible debentures) issued by the Target Company. Further, there is no differential pricing for the Offer.
- 5.14. There has been no merger/de-merger or spin-off in the Target Company during the past three years.
- 5.15. There are no depository receipts issued by the Target Company in foreign Countries.
- 5.16. There are no regulatory actions/administrative warnings/directions subsisting or proceedings pending against the (i) Promoters of the Target Company; (ii) the Target Company; (iii) Directors or KMPs of the Target Company, under SEBI Act, 1992 and Regulations made thereunder or by any other Regulator.
- 5.17. There are no penalties levied by Securities and Exchange Board of India (“**SEBI**”)/Reserve Bank of India (“**RBI**”) on (i) the Promoters of the Target Company, (ii) Directors and Key Managerial Personnels (“**KMPs**”) of the Target Company and (iii) the Target Company. Further, as on date, there are no penalties paid by Promoters, Directors and KMPs of the Target Company or the Target Company.

5.18. Details of the Board of Directors of the Target Company:

As on the date, the Directors representing the Board of the Target Company are:

Sr. No.	Name of the Director, DIN, PAN & Designation	Date of Appointment	No of Shares held in the TC	
			No. of Shares	% ⁽ⁱ⁾
1)	Mr. Rajan Arvind Sawant <i>Designation:</i> Whole Time Director <i>DIN:</i> 08562840 <i>PAN:</i> ATEPS9408B	September 16, 2019	Nil	N.A.
2)	Ms. Deepa Rupesh Bhavsar <i>Designation:</i> Independent Director <i>DIN:</i> 07167937 <i>PAN:</i> AHKPB1888Q	May 27, 2015	Nil	N.A.
3)	Ms. Disha Rajkumar Jain <i>Designation:</i> Independent Director <i>DIN:</i> 07716625 <i>PAN:</i> AWMPJ4550A	November 08, 2023	Nil	N.A.
4)	Mr. Ajay Kailashchand Jain <i>Designation:</i> Independent Director <i>DIN:</i> 00685236 <i>PAN:</i> AAHPJ1366P	August 12, 2023	Nil	N.A.

N.A. – Not Applicable

5.19. The Audited Key Financial Information for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 of the Target Company are as under:

Profit & Loss Account:

(Figures in Lakhs)

Particulars	FY 2024-2025	FY 2023-2024	FY 2022-2023
	(Audited)	(Audited)	(Audited)
Revenue from Operations	-	-	-
Other Income	188.90	81.88	50.79
Total Revenue	188.90	81.88	50.79
<u>Expenses:</u>			
Employee Benefit Expenses	21.44	20.74	21.55
Finance Costs	0.02	-	-
Depreciation and Amortisation Expenses	-	-	-
Other Expenses	6.79	7.05	5.95
Total Expenses	28.25	27.79	27.50
Profit Before Tax	160.65	54.09	23.29
Tax Expenses:			
Current Tax	16.24	-	-
Deferred Tax	26.07	8.45	2.67
Taxation for earlier years	-	-	-
Profit / (Loss) for the period	118.34	45.64	20.62
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss	98.47	98.56	7.16

Particulars	FY 2024-2025	FY 2023-2024	FY 2022-2023
	(Audited)	(Audited)	(Audited)
(ii) Income Tax relating to items that will not be reclassified to Profit & Loss	(35.38)	(11.28)	(0.82)
Total Other Comprehensive Income	63.09	87.28	6.34
Total Comprehensive Income	181.43	132.92	26.96

Statement of Assets and Liabilities:

(Figures in Lakhs)

Particulars	FY 2024-2025	FY 2023-2024	FY 2022-2023
	(Audited)	(Audited)	(Audited)
I. ASSETS:			
Equity:			
1. Non-Current Assets			
(a) Property, Plant and Equipment	-	0.09	0.09
(b) Financial Assets			
(i) Investments	557.47	472.13	373.57
(ii) Other Financial Assets	-	0.18	0.18
(c) Non-current tax assets (net)	0.08	4.04	3.96
	557.55	476.44	377.80
2. Current Assets			
(a) Financial Assets			
(i) Investments	1,214.45	1,055.16	999.67
(ii) Cash and Cash Equivalents	0.22	0.25	0.25
(iii) Other Financial Assets	1.75	1.15	1.42
(b) Other Current Assets	0.39	0.40	0.60
	1,216.81	1,056.96	1,001.94
Total	1,774.36	1,533.40	1,379.74
II. EQUITY AND LIABILITIES:			
Equity:			
(a) Equity Share Capital	50.00	50.00	50.00
(b) Other Equity	1,571.46	1,390.03	1,257.11
Total Equity	1,621.46	1,440.03	1,307.11
Liabilities			
1. Non-current Liabilities			
(a) Deferred tax liabilities (net)	147.84	88.19	68.47
2. Current Liabilities			
(a) Financial Liabilities	-	-	-
(i) Trade Payables	-	-	-
- Total Outstanding dues of Micro Enterprise and Small Enterprise	-	-	-
- Total Outstanding dues other than Micro Enterprise and Small Enterprise	3.03	3.42	2.69
(b) Other Current Liabilities	0.36	0.29	0.41
(c) Provisions	1.67	1.47	1.06
	5.06	5.18	4.16
Total	1,774.36	1,533.40	1,379.74

Other Financial Data:

(Figures in Lakhs, Except EPS)

Particulars	FY 2023-2024	FY 2022-2023	FY 2021-2022
Dividend (%)	-	-	-
Earnings Per Share (₹)	23.67	9.13	4.12
Return on Net worth (%)	6.67%	2.98%	1.49%
Book Value (₹)	324.29	288.01	261.42

5.20. Pre- and Post-Offer Shareholding Pattern of the Target Company as on date of DLoF are as follows:

Sr. No.	Shareholders' Category	Equity Share Capital/ Voting Capital prior to SPA, Preferential Issue and Offer		Equity Share Capital/ Voting Capital agreed to be acquired which triggered off SEBI (SAST) Regulations, 2011		Equity Share Capital/ Voting Rights to be acquired in the Open Offer (assuming full acceptance)		Equity Share Capital/ Voting Rights after SPA, Preferential Issue and Offer	
		(A)		(B)		(C)		(D)	
		No.	% ⁽ⁱ⁾	No.	% ⁽ⁱⁱ⁾	No.	% ⁽ⁱⁱ⁾	No.	% ⁽ⁱⁱ⁾
(1)	Promoter								
(a)	Parties to agreement, if any								
(i)	Sunshine Fibre Private Limited	91,493	18.30	(91,493)	(14.52)	Nil	N.A.	Nil	N.A.
	Total (a)	91,493	18.30	(91,493)	(14.52)	Nil	N.A.	Nil	N.A.
(b)	Promoters other than (a) above	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(i)	Ms. Laxmi Jain	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(ii)	Mr. Ankit Jain	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(iii)	Ms. Sushma Anand Jain	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
	Total (b)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
	Total 1 (a+b)	91,493	18.30	(91,493)	(14.52)	Nil	N.A.	Nil	N.A.
(2)	Acquirer								
(a)	Denis Desai	Nil	N.A.	1,71,493 ⁽ⁱⁱⁱ⁾	27.22	1,63,800	26.00	3,35,293	53.22
	Total 2 (a+b+c+d)	Nil	N.A.	1,71,493⁽ⁱⁱⁱ⁾	27.22	1,63,800	26.00	3,35,293	53.22
(3)	Parties to agreement other than (1) (a) & (2)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
	Total (3) (a+b)	Nil	N.A.	Nil	N.A.	Nil	N.A.	Nil	N.A.
(4)	Public (other than parties to agreement, Acquirer & PACs)								
(a)	FIs/MFs/FIIs/Banks, SFIs (Indicate names)	-	-	-	-	-	-	-	-
(b)	Others	4,08,507	81.70	50,000	7.94	(1,63,800)	(26.00)	2,94,707	46.78
	Total (4) (a+b)	4,08,507	81.70	50,000	7.94	(1,63,800)	(26.00)	2,94,707	46.78
	GRAND TOTAL (1+2+3+4)	5,00,000	100.00	1,30,000	20.63	-	-	6,30,000	100.00

⁽ⁱ⁾ Calculated on the basis of existing paid-up capital prior to the proposed issuance and allotment of equity shares.

⁽ⁱⁱ⁾ Calculated on the basis of Emerging Voting Capital.

⁽ⁱⁱⁱ⁾ Includes proposed issue and allotment of 80,000 fully paid-up equity shares as approved by the Board of Directors of the Target Company in its Board Meeting held on July 09, 2025.

Notes:

^(a) Total Number of Public Shareholders as on Identified Date are 432.

^(b) As a result of the acquisition of equity shares pursuant to Share Purchase Agreement ("SPA"), Preferential Allotment and Open Offer, the public shareholding in the Target Company will not fall below the minimum level required as per Rule 19A of the SCRR.

^(c) Pursuant to the Underlying Transaction and upon completion of the Open Offer, the Promoters of the Target Company shall cease to be the Promoter of the Target Company and shall be classified as public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations, 2015.

5.21. Details of the Compliance Officer:

Name : Ms. Ritu Pareek
Registered : 102, Floor-10, Plot-220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point,
Office Address Mumbai-400021
Contact No. : +91 97826 91150
E-Mail ID : devinsutrading@gmail.com

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1. JUSTIFICATION OF OFFER PRICE

6.1.1. The Equity Shares of the Target Company are presently listed on BSE Limited, Mumbai ("BSE") having a scrip code as 512445. The Equity Shares of the Target Company are infrequently traded on BSE within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations, 2011. The ISIN of the Target Company is INE07LH01016.

6.1.2. The annualized trading turnover of the Equity Shares of the Target Company during Twelve (12) calendar months preceding the month of PA (July 2024 to June 2025) on the Stock Exchange on which the Equity Shares of the Target Company are traded is detailed below:

Name of the Stock Exchange	Total Number of shares traded during the preceding 12 calendar months prior to the month of PA	Weighted Average No. of Equity Shares listed	Annualized trading turnover (as % of total number of listed shares)
BSE Limited	Nil	5,00,000	Not Applicable

(Source: www.bseindia.com)

6.1.3. The Equity Shares of the Target Company are infrequently traded on BSE during the twelve (12) calendar months preceding the month in which PA was made as set out under Regulation 2(1) (j) of SEBI (SAST) Regulations, 2011.

6.1.4. The Offer Price of ₹350.00 is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011 on the basis of the following:

Sr. No.	Particulars	Amount in ₹
1)	Negotiated Price as per SPA	₹350.00
2)	Issue and Allotment of Equity Shares in the Preferential Issue	₹350.00
3)	The volume-weighted average price paid or payable per Equity Share for acquisition by the Acquirer, for 52 weeks immediately preceding the date of Public Announcement	: N.A.
4)	The highest price paid or payable for any acquisition by the Acquirer, for 26 weeks immediately preceding the date of the Public Announcement	: N.A.
5)	The volume-weighted average market price of Equity Shares of the Target Company for a period of sixty (60) trading days immediately preceding the date of PA as traded on BSE, being the Stock Exchange where the maximum volume of trading in the shares of the Target Company are recorded during such period and the shares are frequently traded	: N.A.
6)	Where the shares are not frequently traded, the price determined by the Valuer considering Valuation Parameters per Equity Share including Book Value, Comparable Trading Multiples and such other parameters as are customary for Valuation of Equity Shares	: ₹348.21

N.A. - Not Applicable.

6.1.5. The Fair Value per Equity Share of the Target Company is ₹348.21 per Equity Share as certified by Vivek G Gaggar FCA, Registration No.: IBBI/RV/06/2022/14829 having office at B-1101, Evoke, Arkade Art, Vinay Nagar, Mira Road (East), Thane-401107, vide Valuation Report dated July 08, 2025, Contact No.: +91 80975 66838 and Email ID: vivek.gaggar@nvrandco.com.

6.1.6. In view of the parameters considered and presented in the table above and in the opinion of the Acquirer and Manager to the Offer, the Offer Price of ₹350.00 per Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.7. There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.

6.1.8. As on the date, there is no revision in the Offer Price or Offer Size. An upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, may also be done at any time prior to the commencement of 1 (one) Working Day before the commencement of the tendering period of this Offer in accordance Regulation 18(4) of the SEBI (SAST) Regulations, 2011. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST) Regulations, 2011. In the event of such revision, the Acquirer shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the same newspapers in which this DPS has been published; and (iii) simultaneously notify to BSE, the SEBI and the Target Company at its registered office of such revision.

6.1.9. If the Acquirer acquire or agrees to acquire any Equity Shares or Voting Rights of the Target Company during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of SEBI (SAST) Regulations, 2011, provided that no such acquisition shall be made after the third working day

prior to the commencement of the tendering period and until the expiry of the tendering period. Further, in accordance with Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, 2011, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, the Acquirer shall (i) make public announcement in the same newspapers in which this DPS has been published; and (ii) simultaneously notify to SEBI, BSE and the Target Company at its Registered Office. Such revision would be done in compliance with other formalities prescribed under SEBI (SAST) Regulations, 2011.

- 6.1.10.** If the Acquirer acquires equity shares of the Target Company during the period of twenty-six weeks after the tendering period at a price higher than the Offer Price, the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another Open Offer under SEBI (SAST) Regulations, 2011, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021, as amended, or open market purchases made in the ordinary course on the Stock Exchange, not being negotiated acquisition of shares of the Target Company in any form.

6.2. DETAILS OF FIRM FINANCIAL ARRANGEMENTS

- 6.2.1.** The total funds required for the implementation of the Offer (assuming full acceptance), i.e., for the acquisition of up to 1,63,800 fully paid-up Equity Shares having face value ₹10 each at a price of ₹350.00 per Equity Share is ₹5,73,30,000 (“**Maximum Consideration**”).

- 6.2.2.** In accordance with Regulation 17 of SEBI (SAST) Regulations, 2011, the Acquirer has opened a Cash Escrow Account under the name and style of “Devinsu-Open Offer-Escrow Account” (“**Escrow Account**”) with Axis Bank Limited (“**Escrow Banker**”) bearing account number 925020032593503 and deposited an amount of ₹5,73,30,000, in cash, being 100.00% of the Maximum Consideration payable. The Acquirer has authorized the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the Regulations. The cash deposit in the Escrow Account has been confirmed vide the Certificate dated July 11, 2025 issued by the Escrow Banker.

- 6.2.3.** The Acquirer has adequate financial resources and has made firm financial arrangements for implementation of the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The Open Offer obligation shall be met by the Acquirer through their own resources and no borrowings from any bank and/or financial institution are envisaged. CA Chirag Surana, (Membership No.: 166861), Partner, M/s Surana Jain & Co., Chartered Accountants (FRN: 149426W), having Office at B-302, Prathmesh Appartment, Gundavali, Andheri (East), Mumbai-400069. Contact No. is +91 81080 06380 and Email ID is suranajainandco@gmail.com has certified vide certificate dated July 09, 2025, that sufficient resources are available with the Acquirer for fulfilling the obligations under this ‘Offer’ in full.

- 6.2.4.** Based on the above, the Manager to the Offer is satisfied about the (i) adequacy of resources to meet the financial requirements of the Offer and the ability of the Acquirer to implement the Offer in accordance with the SEBI (SAST) Regulations, 2011; and (ii) firm arrangements for payment through verifiable means are in place to fulfil the Offer obligations.

7. TERMS AND CONDITIONS OF THE OFFER

7.1. OPERATIONAL TERMS AND CONDITIONS

- 7.1.1.** This Offer is being made by the Acquirer to (i) all the Eligible Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. October 09, 2025; (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. October 09, 2025; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. November 10, 2025 but who are not the registered Equity Shareholders.

- 7.1.2.** This Offer is not conditional upon any minimum level of acceptance by the Shareholder(s) of the Target Company.

- 7.1.3.** The 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, bonuses and rights offers, if any, declared hereafter, and the tendering Eligible Shareholders shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis.

- 7.1.4.** The LoF along with Transfer Deed will be dispatched to all the Eligible Equity Shareholders as on the Identified Date whose email ids are not registered with the Depositories and/or the RTA. Further, the LoF along with Transfer Deed will be sent through electronic mail to all the Eligible Equity Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LoF, such shareholders may download the same from the SEBI website (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 of the Target Company.
- 7.1.5.** Neither the Acquirer, nor the Manager to the Offer or the Registrar to the Offer accepts any responsibilities in any manner for any loss of Equity Share Certificate(s), Share transfer forms and any other Offer acceptance documents, etc. during transit and Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- 7.1.6.** Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/ restriction from other statutory authorities wherein the shareholder may be precluded from bidding of such Equity Shares during pendency of the said litigation and are liable to be rejected if directions/orders regarding the free transferability of such equity shares tendered under the Offer are not received prior to the date of Closing of the Offer.
- 7.1.7.** Incomplete acceptances, including non-submissions of necessary enclosures, if any, are liable to be rejected. 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.
- 7.1.8.** In terms of Regulation 18(9) of the SEBI (SAST) Regulations, 2011, the Eligible Shareholders who tendered their Equity Shares in acceptance of the Open Offer shall not be entitled to withdraw such acceptance.

7.2. LOCKED-IN SHARES

As on date, the Target Company does not have any Equity Shares under lock-in. Further, the securities to be allotted on preferential issue basis will attract lock-in as per SEBI (ICDR) Regulations, 2018 and hence public allottees under the preferential allotment will not be allowed to tender shares in the Open Offer in accordance with Regulation 167(2) of SEBI (ICDR) Regulations, 2018, as amended.

7.3. ELIGIBILITY FOR ACCEPTING THE OFFER

- 7.3.1.** This Offer is being made by the Acquirer to (i) all the Eligible Shareholders, whose names appear in the register of members of the Target Company as on the Identified Date i.e. October 09, 2025; (ii) the Beneficial Owners of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories, as of the close of business on the Identified Date i.e. October 09, 2025; and (iii) those persons who acquire the Equity Shares any time prior to the date of the closure of the Tendering Period for this Offer, i.e. November 10, 2025, but who are not the registered Equity Shareholders.
- 7.3.2.** Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.3.3.** The PA, DPS and the LoF shall also be available on the website of SEBI i.e., www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Equity Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer from the website of SEBI for applying in the Offer.
- 7.3.4.** By accepting this offer, the Eligible Shareholders confirm that they are not Persons Acting in Concert with the Acquirer for the purpose of this Offer.
- 7.3.5.** The acceptance of this Offer by the Equity Shareholders of the Target Company 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 and should be received by the Registrar to the Offer at the address mentioned in this LoF on or before the closure of the Tendering Period i.e., November 10, 2025.

- 7.3.6.** The Acquirer reserves the right to revise the Offer Price and/or the Offer Size upwards at any time prior to commencement of one (1) working day before the commencement of the Tendering Period i.e., October 23, 2025, in accordance with SEBI (SAST) Regulations, 2011 and the revision, if any, in the Offer Price would be announced in the Newspapers. The Acquirer would pay such revised price for all the shares validly tendered during the Tendering Period and accepted under the Offer in accordance with the terms of the LoF.
- 7.3.7.** The acceptance of Equity Shares tendered in this Offer will be made by the Acquirer in consultation with the Manager to the Offer.
- 7.3.8.** SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 has clarified that shareholders holding securities in physical form are also allowed to tender shares in the Open Offers. However, such tendering shall be as per the provisions of SEBI (SAST) Regulations, 2011.

7.4. STATUTORY APPROVALS

- 7.4.1.** As on date, there are no Statutory Approvals required by the Acquirer to complete the underlying transaction and this Open Offer. In case, if any Statutory Approval(s) are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approval(s). The Acquirer shall make the necessary applications for such Statutory Approvals. In the event of non-receipt of any of such Statutory Approvals which may become applicable for the purchase of the Equity Shares under this Offer, the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011.

In the event of withdrawal of this Offer, for reasons outside the reasonable control of the Acquirer, a Public Announcement will be made within two (2) working days of such withdrawal, in the same newspapers in which this DPS has been published and copy of such Public Announcement will also be sent to SEBI, BSE and to the Target Company at its Registered Office.

- 7.4.2.** In case of delay in receipt of any Statutory Approval(s), pursuant to Regulations 18(11) of SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that delay in receipt of requisite Statutory Approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, may grant an extension of time for the purpose of the completion of this Offer, subject to Acquirer agreeing to pay interest for the delayed period, provided where the Statutory Approval(s) extend to some but not all Equity Shareholders, the Acquirer has the option to make payment to such Shareholders in respect of whom no Statutory Approval(s) are required in order to complete this Open Offer. Further, in case the delay occurs on account of wilful default by the Acquirer in obtaining any Statutory Approval(s) in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with pursuant to Regulation 17(10)(e) of SEBI (SAST) Regulations, 2011.
- 7.4.3.** NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including, without limitation, an approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs, FPIs) had required any approvals (including from the RBI or the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit copies of such previous approvals, along with the other documents required to be tendered to accept this Offer. If such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered pursuant to this Offer.

- 7.4.4.** No approval is required from any bank or financial institutions for this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF OFFER

- 8.1.** The Acquirer has appointed MUFG Intime India Private Limited (formerly Link intime India Private Limited) as the Registrar to the Offer.

- 8.2. The Registrar would be accepting the documents by Hand Delivery/Regd. Post/Speed Post/Courier at the following specified centre:

Name & Address	Contact Person	Mode of Delivery
MUFG Intime India Private Limited <i>(formerly Link Intime India Private Limited)</i> Address: C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Tel. No.: +91 810 811 4949 Email ID: devinsutrading.offer@in.mpms.mufg.com SEBI Reg. No.: INR000004058	Ms. Pradnya Karanjekar	Hand Delivery / Registered Post / Speed Post / Courier

- 8.3. The Target Company is having connectivity with Central Depository Services (India) Limited (“CDSL”) and National Securities Depositories Limited (“NSDL”).

- 8.4. This Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available by BSE in the form of a separate window (“**Acquisition Window**”) as provided under the SEBI (SAST) Regulations, 2011 and SEBI Circular No. CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 as amended via Circular No. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices/guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time.

- 8.5. BSE Limited, Mumbai (“**BSE**”) shall be the Stock Exchange for the purpose of tendering the Equity shares in the Open Offer.

- 8.6. The Acquirer have appointed SW Capital Private Limited (“**Buying Broker**”) for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made.

The Contact Details of the Buying Broker are mentioned below:

SW Capital Private Limited

4th Floor, Sunteck Centre, 37/40, Subhash Road, Near Garware House, Vile Parle (E), Mumbai-400 057, Maharashtra.

Tel No.: + 91 22 4268 7439

Contact Person: Mr. Hemant Shah

Email ID: hemant.shah@swcapital.in

SEBI Registration No.: INZ 230013039 (NSE) / INZ 010013035 (BSE)

- 8.7. All the Shareholders who desire to tender their Equity Shares under the Open Offer should consult with their respective depository participants and their respective Stockbrokers (“**Selling Broker**”) well in advance to understand the process and methodology in relation to tendering of Equity Shares through the Designated Stock Exchange.

- 8.8. During the Tendering Period, the tender of the Equity Shares by the Equity Shareholders in this Offer will be placed through their respective Selling Brokers during normal trading hours of the secondary market.

- 8.9. Separate Acquisition window will be provided by the Stock Exchange to facilitate placing of Sell Orders. The Selling Members can enter Orders for Demat Shares as well as Physical Shares.

- 8.10. The cumulative quantity tendered shall be updated on the website of the Designated Stock Exchange throughout the trading session at specific intervals by the Stock Exchange during tendering period.

8.11. Procedure for tendering Equity Shares in Demat Form:

- 8.11.1. The Equity Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Stockbroker/Selling Member indicating details of Shares they wish to tender in the Open Offer.

- 8.11.2.** The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Limited (hereinafter referred to as 'Clearing Corporation'). Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- 8.11.3.** Shareholders will have to submit Delivery Instruction Slips ("**DIS**") duly filled in specifying market type as "Open Offer" and execution date along with other details to their respective broker so that Equity Shares can be tendered in Open Offer.
- 8.11.4.** For Custodian participant order for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation, and the revised order shall be sent to the custodian again for confirmation.
- 8.11.5.** Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip ("**TRS**") generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- 8.11.6.** In case of receipt of Equity 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.
- 8.11.7.** The Eligible Persons will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to pro-rata acceptance in the Open Offer.

8.12. Procedure for tendering Equity Shares held in Physical Form:

- 8.12.1.** The Equity Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach Selling Member and submit complete set of documents for verification procedure as mentioned below:
- (a) Original share certificate(s)
 - (b) Valid share transfer deed(s) duly signed as transferor(s) by the sole/joint shareholder(s) in the same order and as per specimen signatures lodged with the RTA and duly witnessed at the appropriate place.
 - (c) Self-attested PAN Card copy (in case of Joint holders, PAN card copy of all Transferors)
 - (d) Any other relevant document such as Power of Attorney, corporate authorization (including Board Resolution/Specimen Signature)
 - (e) Self-attested copy of address proof such as valid Aadhar Card, Voter ID, Passport, etc.
- 8.12.2.** The Seller Member should place bids on the Exchange Platform with relevant details as mentioned on Physical Share Certificate(s). The Seller Member(s) shall print the Transaction Registration Slip (TRS) generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No., Dist. Nos., No. of shares, etc.
- 8.12.3.** The Seller Member/Eligible Shareholder must deliver the Share Certificates & other requisite documents along with TRS to the RTA. Physical Share Certificates to reach RTA within two (2) days of bidding by Seller Member.
- 8.12.4.** 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 Shares in Open Offer shall be subject to verification by RTA. On receipt of the confirmation from RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
- 8.12.5.** In case, any person has submitted Equity Shares in physical form for dematerialisation, such Equity 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 Closing Date.

8.12.6. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

In the event that the number of Equity Shares (including demat shares, physical) validly tendered by the Eligible Equity Shareholders under this Offer is more than the number of Equity Shares offered, the Acquirer shall accept those Equity Shares validly tendered by the Eligible 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 Eligible Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot.

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

In case the Equity Shares are in dematerialised form:

An Eligible Person may participate in the Offer by approaching Stock Broker/Selling Member and tender Equity Shares in the Open Offer as per the procedure mentioned in this Letter of Offer.

In case the Equity Shares are in Physical form:

An Eligible Persons may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, DPS and the Letter of Offer. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in this Letter of Offer) should reach the Registrar of the Company before 5:00 PM on the Closing Date. If the signature(s) of the Equity Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Open Offer.

In case of non-receipt of the Letter of Offer, such Equity Shareholders of the Target Company may download the same from the website of SEBI i.e., 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 of the Target Company.

8.14. Settlement Process

8.14.1. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.

8.14.2. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

8.14.3. The Buying Broker will make the funds pay-in in the settlement account of the Clearing Corporation. For Equity Shares accepted under the Offer, the Equity Shareholders will receive funds pay-out directly in their respective bank accounts (in case of demat Equity Shares, in the bank accounts which are linked to the respective demat accounts) / as per secondary market pay-out mechanism (in case of physical Equity Shares). However, in the event that the pay-outs are rejected by the Equity Shareholder's bank accounts due to any reason, the pay-out will be transferred to their respective Selling Brokers' settlement accounts, and their respective Selling Brokers will thereafter transfer the consideration to their respective Equity Shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.

8.14.4. In case of certain client types viz. NRI, Foreign Clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for releasing the same to their respective

Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Offer.

- 8.14.5.** Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation. Any excess physical Equity Shares pursuant to proportionate acceptance/ rejection will be returned back to the Equity Shareholders directly by the Registrar to the Offer. The Target Company is authorized to split the share certificate and issue new consolidated Share Certificate for the unaccepted Equity Shares, in case the Equity Shares accepted by the Target Company are less than the Equity Shares tendered in the Open Offer by the Equity Shareholders holding Equity Shares in the physical form.
- 8.14.6.** Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the escrow account which is opened by the Acquirer.
- 8.14.7.** Physical Shares, to the extent tendered but not accepted, will be returned back to the Shareholders directly by Registrar to the Offer.
- 8.14.8.** Shareholders who intend to participate in the Offer should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Selling Shareholder.
- 8.15.** Equity Shares that are subject to any charge, lien or encumbrance are liable to be rejected except where 'No Objection Certificate' from lenders is attached.
- 8.16.** The LoF would also be available on the website of SEBI i.e., www.sebi.gov.in.
- 8.17.** The LoF along with Transfer Deed will be dispatched to all the Eligible Equity Shareholders as on the Identified Date whose email ids are not registered with the Depositories and/or the RTA. Further, the LoF along with Transfer Deed will be sent through electronic mail to all the Eligible Equity Shareholders as on the Identified Date, who have registered their email ids with the Depositories and/or the RTA. In case of non-receipt of the LOF, such shareholders may download the same from the SEBI website (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 of the Target Company.

8.18. Settlement of Funds/Payment Consideration

- 8.18.1.** The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- 8.18.2.** For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- 8.18.3.** The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder/Selling Broker/Custodian participant will receive funds pay-out in their settlement bank account.
- 8.18.4.** The funds received from the Buyer Broker by the Clearing Corporation will be released to the Equity Shareholder/Selling Broker(s)/Custodians as per secondary market pay out mechanism.
- 8.18.5.** Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The consideration received by the selling shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirer accept no responsibility

to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholder.

- 8.18.6.** In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of SEBI (SAST) Regulations, 2011.

9. NOTE ON TAXATION / COMPLIANCE WITH 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, 2025) AND THE REGULATIONS THEREUNDER. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE (INCLUDING RETROSPECTIVE CHANGES/CLARIFICATIONS) 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 OUR UNDERSTANDING OF 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 ACQUIRER AND PAC DO NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH SUMMARY OF INCOME TAX IMPLICATIONS. THEREFORE, PUBLIC SHAREHOLDERS CANNOT RELY ON THIS SUMMARY OF INCOME TAX IMPLICATIONS AND THIS 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 INFORMATION ON TAXATION MENTIONED HEREIN IS ON THE BASIS THAT THE OPEN OFFER SHALL BE COMPLETED BY WAY OF AN OFF-MARKET TRANSACTION (i.e. NOT THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULAR BEARING NUMBER CIR/CFD/POLICY/ CELL/1/2015 DATED 13 APRIL 2015, AS AMENDED FROM TIME TO TIME, READ WITH THE SEBI CIRCULAR BEARING NUMBER CFD/DCR2/CIR/P/2016/131 DATED 9 DECEMBER 2016 AND BSE NOTICE NO. 20170202-34 DATED FEBRUARY 02, 2017, IN EACH CASE AS AMENDED FROM TIME TO TIME).

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.

(1) General:

- (a) Securities transaction tax (“STT”) will not be applicable to the Equity Shares accepted in this Offer.
- (b) In case of delay in receipt of any statutory approvals as may be required as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10 (Ten) Working Days at such rate, as may be specified by SEBI from time to time.
- (c) In accordance with Regulation 18 (11A) of the SEBI (SAST) Regulations, if any waiver is not granted by SEBI, then the Acquirer shall pay interest to all such Public Shareholders whose Equity Shares have been accepted in the Open Offer, at the rate of 10% (Ten Percent) per annum, in the event the Acquirer is unable to make payment to the Public Shareholders who have accepted Equity Shares in the Open Offer within the statutory period as prescribed.
- (d) The basis of charge of Indian income tax under the Income Tax Act, 1961 (“IT Act”) depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is typically 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.
- (e) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person’s India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the “situs” of such shares. As per judicial precedents, generally the “situs” of the shares is where a company is “incorporated” and where its shares can be transferred.
- (f) Accordingly, since the Target Company is incorporated in India, the Target Company’s shares should be deemed to be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- (g) Non-resident Public Shareholder can avail benefits of the Double Taxation Avoidance Agreement (“DTAA”) between India and the respective country of which the said non-resident Public Shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out under limitation of benefits provisions present in the said DTAA, if any, non-applicability of General Anti-Avoidance Rule (“GAAR”), conditions under Multilateral Instruments (“MLI”) as ratified by India with the respective country of which the said non-resident shareholder is tax resident; and providing and maintaining necessary information and documents as prescribed under the IT Act and DTAA.
- (h) The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the Public Shareholder, nature of the income earned, date of acquisition and mode of acquisition etc.
- (i) 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.
- (j) The summary of income tax implications on tendering of listed equity shares through off market transaction is set out below. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

(2) Classification of Shareholders: Public Shareholders can be classified under the following categories:

- (a) Resident Public Shareholders being:
 - (i) Individuals, Hindu Undivided Family (“HUF”), Association of Persons (“AOP”) and Body of Individuals (“BOI”)
 - (ii) Others
 - a. Company
 - b. Other Than Company
- (b) Non-Resident Public Shareholders being:
 - (i) Non-Resident Indians (NRIs)
 - (ii) Foreign Institution Investors (FIIs) /Foreign Portfolio Investors (FPIs)
 - (iii) Others:
 - a. Company
 - b. Other Than Company

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

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

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

(4) **Income from sale of shares classified as Investment:**

- (a) As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head “Capital Gains”. Additionally, securities held by FIIs/ FPIs are treated as capital assets under Section 2(14) of the IT Act (whether or not such asset is being held as a capital asset). Therefore, gains arising out of securities held by FIIs/FPIs will be taxable in India as capital gains.

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

- (b) Period of holding:

Depending on the period for which the shares are held, the gains would be taxable as “short-term capital gain” or “long-term capital gain”:

- (i) In respect of Equity Shares held for a period less than or equal to 12 months prior to the date of transfer, the same should be treated as a “short-term capital asset”, and accordingly the gains arising therefrom should be taxable as “short term capital gains” (“**STCG**”).
- (ii) Similarly, where Equity Shares are held for a period more than 12 months prior to the date of transfer, the same should be treated as a “long-term capital asset”, and accordingly the gains arising therefrom should be taxable as “long-term capital gains” (“**LTCG**”).

- (c) Tendering of Equity Shares in the Offer through a recognized Stock Exchange in India

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 tax will be as under (for all categories of Public Shareholders):

- (i) Section 112A of the IT Act levies a tax on LTCG exceeding INR 1,25,000 (Rupees One Lakh Twenty-Five Thousand only) at the rate of 12.5% (Twelve Point Five Percent) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (twelve) months and have been subject to STT upon both acquisition and sale. However, 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.

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:

- I. In the case of resident Public Shareholders and non-resident Public Shareholders (other than a FIIs/FPIs, or an 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 12.5% (Twelve Point Five Percent) in accordance with provisions of Section 112 of the IT Act. While computing the LTCG, the benefits of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act will not be available.

- II. In the case of FIIs/FPIs, LTCG would be chargeable to tax at the rate of 12.5% (Twelve Point Five Percent) in accordance with provisions of Section 115AD of the IT Act (without benefit of foreign exchange fluctuation under first proviso to Section 48 of the IT Act).
- III. 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 12.5% (Twelve Point Five Percent) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of foreign exchange fluctuation in accordance with first proviso to Section 48 of the IT Act is available subject to meeting certain conditions.
- IV. 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.

No deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112 and Section 115AD of the IT Act. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG taxable under Section 112 of the IT Act.

In accordance with Finance (No. 2) Act, 2024, the benefit of indexation under second proviso to Section 48 of the IT Act shall not be available on any long-term capital gain arising to Public Shareholder from transfer of Equity Shares under this Offer.

- (ii) Section 111A of the IT Act provides for taxation of STCG at the rate of 20% (Twenty Percent) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for 12 (twelve) months or less and have been subject to STT on the transaction.

However, since STT will not be applicable to the Equity Shares transferred in this Offer, the provisions of Section 111A of the IT Act shall not be applicable and such STCG will be chargeable to tax as follows:

- a. STCG would be leviable to tax at the rates prescribed in First Schedule to the Finance Act, 2025 (i.e., tax rates applicable to different categories of persons).
- b. In the case of FIIs/FPIs, STCG would be taxable at the rate of 30% (Thirty Percent) in accordance with provisions of Section 115AD of the IT Act.
- c. 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.
- (iii) Non-resident Public Shareholders can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholders is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 14 of this Section 9 (Note on Taxation) below for rate of surcharge and cess).

(5) 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 or regulated under the International Financial Services Centres Authority (Fund Management) Regulations, 2022 made under the International Financial Services Centres Authority Act, 2019.

(6) 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.

(7) Others

There may be certain other categories of Public Shareholders who may be eligible for exemption from capital gain (LTCG and/or STCG) under Chapter III of the IT Act subject to conditions prescribed under the relevant provisions of the IT Act.

(8) Taxability of business income in hands of shareholders (Shares held as stock-in-trade):

Income from sale of shares may also be classified as Income from “Profits and Gains from Business and Profession” (i.e. Business Income). Such characterization of Income from sale of shares is dependent on the facts of each case.

(a) Profits of resident Public Shareholders

- (i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (ii) Domestic companies having turnover or gross receipts not exceeding Rs. 400 crores in the relevant financial year as prescribed will be taxable at the rate of 25% (Twenty Five Percent).
- (iii) Domestic companies which have opted for concessional tax regime under Section 115BAA will be taxable at the rate of 22% (Twenty Two Percent) if condition of Section 115BAA are met.
- (iv) Domestic companies liable to pay tax under Section 115BAB of the IT Act will be taxable at the rate of 15% (Fifteen Percent), if conditions of Section 115BAB are met, else at the rate of 22% (Twenty Two Percent).
- (v) For persons other than stated above, profits will be taxable at the rate of 30% (Thirty Percent).

(b) Profit of non-resident Public Shareholders

- (i) Non-resident Public Shareholders can avail benefits of the DTAA between India and the respective country of which the said non-resident shareholder is tax resident subject to fulfilling of the relevant conditions including, but not limited to, those set out in limitation of benefits provisions present in the said DTAA, if any, non-applicability of GAAR, conditions under MLI as ratified by India with the respective country of which the said non-resident Public Shareholder is tax resident and providing and maintaining necessary information and documents as prescribed under the IT Act.
- (ii) Where DTAA provisions are not applicable:
 - a. For non-resident individuals, HUF, AOP and BOI, profits would be taxable at the rates prescribed in First Schedule to the Finance Act, 2025 (i.e., tax rates applicable to different categories of persons)
 - b. For foreign companies, profits (as determined in accordance with the provisions of the IT Act) would be taxed in India at the rate of 35% (Thirty Five Percent).
 - c. For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of the IT Act) would be taxed in India at the rate of 30% (Thirty Percent).

The income tax payable by a Public Shareholder has to be increased by the amount of surcharge and health and education cess as may be applicable in respective cases. (Please refer to paragraph 14 of this Section 9 (Note on Taxation) below for rate of surcharge and cess).

(9) Other matters

The provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be

considered by the shareholders (other than resident company which has opted for concessional tax regime under Section 115BAA or Section 115BAB of the IT Act). Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India under Sections 90/90A of the IT Act and such foreign company does not have a permanent establishment in India in terms of the DTAA. In case where the said conditions are not satisfied, MAT will be applicable to the foreign company. In case of noncorporate shareholders, applicability of the provisions of Alternative Minimum Tax as per Section 115JC of the IT Act will also need to be analysed depending on the facts of each case.

(10) Tax Deduction at Source (“TDS”)

(a) In case of resident Public Shareholders

- a. With effect from 1 July 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% (Zero Point One Percent) when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term “goods” has not been defined and may cover shares.
- b. 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 Acquirer and/or the PAC being non-resident in India is not required to withhold tax under Section 194Q of the IT Act on consideration payable to resident shareholders.
- c. 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 Acquirer and/or the PAC if any tax demand is raised on the Acquirer and/or the PAC on account of income arising to the resident Public Shareholders pursuant to this Offer. The resident Public Shareholders also undertake to provide the Acquirer and/or the PAC, 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 / FPIs2:

- a. Section 196D of the IT Act provides for specific exemption (subject to the conditions stated in the specified section of the IT Act read with relevant Income- tax Rules, 1962) from withholding tax in case of Capital Gains arising in hands of FIIs / FPIs. Thus, no withholding of tax is required in case of consideration payable to FIIs / FPIs. The Acquirer would not deduct tax at source on the payments to FIIs / FPIs, subject to the following conditions:
 - FIIs / FPIs furnishing the copy of the valid 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.
- b. If the above conditions are not satisfied, FIIs / FPIs may submit a valid and effective certificate under Section 197 of the IT Act (“TDC”) specifying the amount of tax to be deducted at nil/ lower rate issued by the income tax authorities, along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.
- c. If conditions in points (a) and (b) above are not satisfied, the Acquirer and / or the PAC will arrange to deduct tax at the maximum rate applicable under IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons) on the gross consideration for acquisition of Equity Shares, payable to such FIIs/ FPIs under the Offer.

(ii) In case of other non-resident Public Shareholders (other than FIIs/FPIs covered under paragraph 10(b)(i) above) holding Equity Shares of the Target Company:

- a. 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). This 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 read with MLI as may be in effect, if applicable for payments made to non- resident. Accordingly, each

non-resident shareholder is required to obtain and submit TDC specifying the amount of tax to be deducted along with the Form of Acceptance-cum- Acknowledgement, indicating the amount of tax to be deducted on gross consideration by the Acquirer before remitting the consideration. In such a case, the Acquirer shall deduct tax in accordance with such TDC.

- b. In case TDC specifying the amount of tax to be deducted for non- resident 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 Acquirer will arrange to deduct tax at the maximum rate as may be applicable to the relevant category to which the shareholder belongs under the IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons on the gross consideration payable to such Public Shareholders under the Offer.
 - c. In case of ambiguity, incomplete or conflicting information, the Acquirer will arrange to deduct tax at maximum rate applicable under the IT Act (i.e. 35% (Thirty Five Percent) in case of foreign company, 30% (Thirty Percent) in case of all other category of persons) on the entire gross consideration towards acquisition of shares.
- (c) On payment of interest for delay in payment of consideration:
- (i) In case of interest, if any, paid by the Acquirer 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 Acquirer 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 Acquirer. 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).
 - (ii) 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 Acquirer 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 / maximum marginal 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 Acquirer and/or the PAC 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 Acquirer and/or the PAC should be indemnified.

Other withholding related provisions

If PAN is not furnished by a Public Shareholder or in case of non-resident Public Shareholders not having a PAN, the PAN substitute information is furnished, the Acquirer will arrange to deduct tax at least at the rate of 20% (Twenty Percent) 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.

In addition to the tax deducted at source as above, surcharge, health and education cess will be levied, as applicable (Please refer to paragraph 14 of this Section 9 (Note on Taxation) below for rate of surcharge and cess).

In respect of overseas jurisdictions

- (a) Apart from the above, the Acquirer 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”).
- (b) 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 Acquirer will be entitled to rely on this representation at their sole discretion.
- (c) The non-resident Public Shareholders undertake to indemnify the Acquirer and/or the PAC if any tax demand is raised on the Acquirer and/or the PAC on account of gains arising to the non-resident shareholders pursuant to this Open Offer. The non-resident Public Shareholders also undertake to provide

the Acquirer and/ or the PAC, 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.

(11) Submission of PAN and Other Details

(i) Information required from non- resident Public Shareholders:

- A. Self-attested copy of PAN card; or
 - (i) Name, email id, contact number.
 - (ii) Address in the country of residence.
 - (iii) 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
 - (iv) 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.
- B. Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other);
- C. In case of non-resident Public Shareholders claiming relief under DTAA:
 - (i) Form 10F as prescribed under Section 90 or Section 90A of the IT Act generated electronically on the Indian income tax web-portal.
 - (ii) TRC to be obtained from the Government of the foreign country/specified territory of the Public Shareholder claims to be a tax resident;
- D. 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.
- E. TDC from the income-tax authorities specifying the amount of tax to be deducted, if any
- F. SEBI Registration certificate for FII / FPI, wherever applicable

Information required from resident Public Shareholders:

- (i) Self-attested copy of PAN card.
- (ii) Self-attested declaration in respect of residential status, status of Public Shareholders (e.g. individual, firm, company, trust, or any other - please specify).
- (iii) Self-attested declaration in respect of nature of holding the Equity Shares (e.g. as capital asset or as business asset).
- (iv) If applicable, self-declaration form in Form 15G or Form 15H (in duplicate), as applicable for interest payment, if any.
- (v) TDC from the income-tax authorities (applicable only for the interest payment, if any) specifying the amount of tax to be deducted; and
- (vi) 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).

(12) Other points for consideration

- (a) 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.
- (b) The Acquirer 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 Acquirer will arrange to deduct tax at the applicable rate under the IT Act on the gross amount.

- (c) Based on the documents and information submitted by the Public Shareholders, the final decision to deduct tax or not, or the quantum of taxes to be deducted rests solely with the Acquirer.
 - (d) Taxes once deducted will not be refunded by the Acquirer under any circumstances.
 - (e) The Acquirer shall deduct tax (if required) as per the information provided and representation made by the shareholders. In the event of any income tax demand (including interest, penalty, etc.) raised on the Acquirer on account of income arising to Public Shareholder pursuant to this Open Offer or due to any misrepresentation, inaccuracy or omission of information provided / to be provided by the shareholders, such Public Shareholders will be responsible to pay such income tax demand (including interest, penalty, etc.) and provide the Acquirer 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 Acquirer and / or the PAC if any tax demand is raised on the Acquirer and / or the PAC on account of gains arising to the Public Shareholders pursuant to this Offer.
 - (f) The tax deducted by the Acquirer while making the payment to a shareholder under this Offer may not be the final liability of such Public Shareholders and shall in no way discharge the obligation of the Public 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 this 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.
 - (g) 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 Acquirer and / or the PAC 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.
 - (h) The Acquirer and / or the PAC and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.
 - (i) In the event any outstanding tax proceedings or any outstanding demand pending against the Public Shareholders renders the transfer of shares under this Offer or render the transaction of transfer of shares under this Offer void under Section 281 of the IT Act, such Public Shareholders undertake to indemnify the Acquirer and/or the PAC against all losses or damages or liabilities which may be suffered or incurred by the Acquirer and/or the PAC.
- (13) **Rate of Surcharge and Cess:** As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:
- (a) Surcharge:
 - (i) In case of domestic companies surcharge at the rate of 12% (Twelve Percent) is leviable where the total income exceeds Rs. 10,00,00,000 (Indian Rupees Ten Crore) and at the rate of 7% (Seven Percent) where the total income exceeds Rs. 1,00,00,000 (Indian Rupees One Crore) but less than Rs. 10,00,00,000 (Indian Rupees Ten Crore) for companies not opting for tax regime under Sections 115BAA and 115BAB.
 - (ii) In case of domestic companies which are liable to pay tax under Section 115BAA or Section 115BAB: Surcharge at the rate of 10% (Ten Percent) is leviable
 - (iii) In case of companies other than domestic companies: Surcharge at the rate of 5% (Five Percent) is leviable where the total income exceeds Rs. 10,00,00,000 (Indian Rupees Ten Crore) and Surcharge at the rate of 2% (Two Percent) where the total income exceeds Rs. 1,00,00,000 (Indian Rupees One Crore) but less than Rs. 10,00,00,000 (Indian Rupees Ten Crores).
 - (iv) In case of individuals, HUF, AOP, BOI:
 - a. Surcharge at the rate of 10% (Ten Percent) is leviable where the total income exceeds Rs. 50 lakhs but does not exceed Rs. 1 crore.
 - b. Surcharge at the rate of 15% (Fifteen Percent) is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crores.
 - c. Surcharge at the rate of 25% (Twenty Five Percent) is leviable where the total income exceeds Rs. 2 crores but does not exceed Rs. 5 crores.
 - d. Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crores. Further, for taxpayers who have opted to be covered by the tax regime under Section 115BAC of the IT Act, the maximum surcharge rate is restricted to 25% (Twenty Five Percent). However, for the purpose of income chargeable under Section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.
 - (v) In case of Firm and Local Authority: Surcharge at the rate of 12% (Twelve Percent) is leviable where the total income exceeds Rs. 1 crore.

(b) Cess:

Health and Education Cess at the rate of 4% (Four Percent) is currently leviable in all cases.

(14) Tax Deducted Certificate

The Acquirer 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.

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 TAX RATE AND OTHER PROVISIONS MAY UNDERGO CHANGES. APPLICABILITY OF OTHER RELEVANT LAWS IN INDIA (SUCH AS STAMP DUTY, ETC.) SHALL DEPEND ON FACTS OF EACH CASE AND PUBLIC SHAREHOLDERS SHOULD CONSULT WITH THEIR OWN ADVISORS FOR THE SAME.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the Eligible Equity Shareholders at the registered office of the Manager to the Offer at Mark Corporate Advisors Private Limited, 404/1, The Summit, Sant Janabai Road (Service Lane), Off Western Express Highway, Vile Parle (East), Mumbai-400 057, between 10:30 AM and 3:00 PM on any Working Day (except Saturdays, Sundays and public holidays) during the period from the date of commencement of the Tendering Period until the date of closure of the Tendering Period. Copies of these documents will be available for inspection to the Eligible Equity Shareholders electronically during the Tendering Period. The Eligible Equity Shareholders interested to inspect any of the following documents can send an email from their registered email ids (including shareholding details and authority letter in the event the Eligible Equity Shareholder is a corporate body) with a subject line “Devinsu-Open Offer-Documents for Inspection”, to the Manager of the Offer at openoffer@markcorporateadvisors.com and upon receipt and processing of the received request, access can be provided to the respective Eligible Equity Shareholders for electronic inspection of documents:

- 1) Certificate of Incorporation, Memorandum and Articles of Association of the Target Company.
- 2) Copy of Share Purchase Agreement dated July 09, 2025 entered between the Acquirer and the Promoter Seller.
- 3) Audited Financials for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023 of the Target Company.
- 4) Net worth Certificate dated April 30, 2025, issued by CA Chirag Surana, (Membership No.: 166861), Partner, M/s Surana Jain & Co., Chartered Accountants (FRN: 149426W), certifying the Net worth of the Acquirer.
- 5) Certificate dated July 09, 2025, issued by CA Chirag Surana, (Membership No.: 166861), Partner, M/s Surana Jain & Co., Chartered Accountants (FRN: 149426W), certifying that the Acquirer have firm and adequate financial resources to meet the financial obligations under the Open Offer.
- 6) Memorandum of Understanding dated July 09, 2025 between Manager to the Offer and the Acquirer.
- 7) Letter from Axis Bank Limited dated July 11, 2025, confirming the balance of ₹5,73,30,000 in the Cash Escrow Account.
- 8) Due Diligence Certificate dated July 23, 2025 submitted to SEBI by Mark Corporate Advisors Private Limited, Manager to the Offer.
- 9) Undertaking from the Acquirer for unconditional payment of the consideration within 10 working days from the last date of the tendering period to all the Shareholders of the Target Company whose applications are accepted in the Open Offer.
- 10) Undertaking from the Acquirer with regard to Responsibility under Regulation 2(o) and Regulation 7(4) of SEBI (SAST) Regulations, 2011.
- 11) Copies of the Public Announcement (“PA”) dated July 09, 2025 and a published copy of Detailed Public Statement (“DPS”) which appeared in the newspapers on July 16, 2025.
- 12) A copy of the Corrigendum to PA and DPS published on September 19, 2025.
- 13) A copy of the Recommendations to be published on or before August 28, 2025 made by the Board of Independent Directors of the Target Company as required in terms of Regulation 26(7) of the SEBI (SAST) Regulations, 2011.
- 14) A copy of the Offer Opening Public Announcement and any other corrigendum to be published on or before August September 01, 2025 as required in terms of SEBI (SAST) Regulations, 2011.
- 15) Copy of the Observation Letter No. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2025/26146/1 dated October 07, 2025, issued by SEBI.

11. DECLARATION BY THE ACQUIRER

The Acquirer accepts full responsibility for the information contained in this LoF and also for ensuring compliance with the obligations of the Acquirer as laid down in SEBI (SAST) Regulations, 2011.

We, the Acquirer, have made all reasonable inquiries, accept responsibility and confirm that this LoF is in compliance with SEBI (SAST) Regulations, 2011, and that it contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this LoF are true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

The Manager to the Offer hereby states that the persons signing this LoF is the Acquirer:

For and on behalf of the Acquirer:

Sd/-

Deniis Desai
(“Acquirer”)

Date : October 10, 2025

Place : Mumbai

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

(Please send this Form with enclosures to Registrar to the Offer, MUFG Intime India Private Limited, at their address given in the LoF as per the mode of delivery mentioned in the LoF)

OFFER OPENS ON : October 27, 2025
OFFER CLOSES ON : November 10, 2025

Name:

Address:

Folio No.:

Tel No:

Sr. No.:

Fax No

No. of Shares Held:

E-Mail ID:

To,

The Acquirer

C/o **MUFG Intime India Private Limited**

(formerly Link intime India Private Limited)

Address: C-101, Embassy 247, L.B.S. Marg,

Vikhroli (West), Mumbai - 400 083

Tel. No.: +91 810 811 4949

Email ID: devinsutrading.offer@in.mpms.mufg.com

Contact Person: Ms. Pradnya Karanjekar

Dear Sir,

Sub: Open Offer for acquisition of up to 1,63,800 fully paid-up Equity Shares of face value of ₹10 each fully paid-up, representing 26.00% of the Emerging Voting Capital of Devinsu Trading Limited (“Devinsu”/“Target Company”) from all the Eligible Equity Shareholders of the Target Company, by Mr. Deniss Desai (“Acquirer”) at a price of ₹350.00 per Equity share, payable in cash, pursuant to and in compliance with Regulations 3(1) and 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations, 2011”).

I/We refer to the Letter of Offer dated October 10, 2025 for acquiring the Equity Shares held by me/us in Devinsu Trading Limited (“Devinsu”/“Target Company”).

I/We, the undersigned have read the Letter of Offer and understood its contents including the terms and conditions as mentioned therein. I/We, hold shares, accept the offer and enclose the original Share certificate (s) and duly signed transfer deed (s) in respect of my/our Shares as detailed below:

DETAILS OF SHARES CERTIFICATE

Sr. No.	Certificate No.	Distinctive No(s)		Number of Shares
		From	To	
1)				
2)				
3)				
Total Number of Equity Shares				

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

SHARES HELD IN DEMATERIALISED FORM

Sr. No.	DP Name	DP ID	Client ID	No. of Shares

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 also note and understand that the obligation on the Acquirer to pay the purchase consideration arises only after verification of the certification, documents and signatures submitted along with this Form of Acceptance-cum-Acknowledgment.

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 Income Tax Act, 1961. I/We are not debarred from dealing in equity shares.

I / We authorize the Acquirer to accept the Shares so offered which they may decide in terms of the Offer Letter, and I / We further authorize the Acquirer to return to me/us, Equity Share certificate(s) in respect of which the Offer is not found valid / not accepted, specifying the reasons thereof.

I / We authorize the Acquirer or the Registrar to the Offer to send by registered post/under certificate of posting, the Cheque, in settlement of the amount to the sole/first holder at the address mentioned below:

Yours faithfully,
Signed and Delivered:

	Full Name(s)	PAN NO.	Signature(s)
First / Sole Holder			
Second Shareholder			
Third Shareholder			

Note: In case of joint holdings, all holders must sign. A corporation / Company must affix its common seal.

Address of First/Sole Shareholder: _____

Place: _____ Date: _____

So as to avoid fraudulent encashment in transit, Shareholders(s) may provide details of bank account of the first / sole shareholder and the consideration cheque or demand draft will be drawn accordingly.

Name of the Bank _____	Branch _____
Account Number _____	
Savings / Current / Other (Please Specify) _____	
In case of NECS, 9-digit code number of the Bank & Branch (Appearing on the MICR Cheque issued by the Bank)	
In the case of RTGS/NEFT, 11-digit IFSC code	

Please enclose cancelled cheque and copy of PAN card

-----TEAR ALONG THIS LINE-----

All future correspondence, if any, should be addressed to the Registrar to the Offer at the following address quoting your reference Folio No.:

To,
MUFG Intime India Private Limited
(formerly Link Intime India Private Limited)
Address: C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
Tel. No.: +91 810 811 4949
Email ID: devinsutrading.offer@in.mpms.mufg.com
Contact Person: Ms. Pradnya Karanjekar

Acknowledgement Slip Sr. No. _____

Received from Mr./Ms./M/s. _____

Address _____

Physical Shares: Folio No. _____ / Demat Shares: DP ID: _____ Client ID: _____

Form of Acceptance along with (Tick whichever is applicable):

☐ Physical Shares: No. of Shares _____; No. of certificate enclosed _____

☐ Demat Shares: Copy of delivery instruction for _____ No. of Shares _____

Signature of Official: _____ Date of Receipt _____ Stamp of collections Centre _____

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