

Tuesday, September 13, 2022

To,  
**Baroda Rayon Corporations Ltd**  
Fateh Nagar, Surat, Gujarat, 394220

Respected Sir/ Madam,

**Subject : Open Offer by the Acquirers along with PACs to the Public Shareholders of The Baroda Rayon Corporation Limited ('Target Company') for acquisition of 59,56,953 Equity Shares representing 26.00% of the Voting Share Capital of the Target Company at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share.**

We would like to inform you that Damodarabhai Bhimjibhai Patel ('Acquirer 1') Mohanlal Bhimjibhai Patel ('Acquirer 2'), Viral Damodarabhai Bhavani ('Acquirer 3') and Sejima Texyarn Private Limited ('Acquirer 4') (hereinafter collectively referred to as the 'Acquirers') along with Raj Bhavani ('Person Acting in Concert 1'), Umang Bhavani ('Person Acting in Concert 2'), Hetal Dipeshbhai Bhavani ('Person Acting in Concert 3') and Upesh Bhavani ('Person Acting in Concert 4') (hereinafter collectively referred to as the 'PACs') have entered into a Share Purchase Agreement dated Wednesday, July 06, 2022, with the Shivalik Golf & Forest Resorts Private Limited ('Promoter Seller 1'), Annapurna Texturisers Private Limited ('Promoter Seller 2'), Gaekwad Investments Corporation Private Limited ('Promoter Seller 3'), Gokarna Investments Private Limited ('Promoter Seller 4'), Harmony Investments Private Limited ('Promoter Seller 5'), Indreni Holdings Private Limited ('Promoter Seller 6'), Prasang Holdings Private Limited ('Promoter Seller 7'), Tapti Synthetics Private Limited ('Promoter Seller 8'), Sangramsinh P Gaekwad ('Promoter Seller 9'), Sangramsinh Gaekwad (HUF) ('Promoter Seller 10'), Asha Raje Gaekwad ('Promoter Seller 11'), Priyadarshini Raje Scindia ('Promoter Seller 12'), and Pratapsinh Sangramsinh Gaekwad ('Promoter Seller 13'), the present Promoters and Promoter Group of the Target Company (hereinafter collectively referred to as 'Promoter Sellers'), for acquisition of 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each ('Equity Shares'), constituting 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company at a negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only) ('Share Purchase Agreement').

In accordance with the provisions of Regulation 12 (1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations'), we are pleased to inform you that we, CapitalSquare Advisors Private Limited have been appointed as the Manager to the Offer ('Manager'), and pursuant to the execution of the Share Purchase Agreement, the Acquirers have announced an open offer in compliance with the provisions of Regulations 3(1), 3(2), 4 and 5(1) read with Regulations 13, 14, and 15(1) and other applicable regulations of the SEBI (SAST) Regulations for acquisition of up to 59,56,953 (Fifty Nine Lakh Fifty Six Thousand Nine Hundred Fifty Three) Equity Shares representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) from the Public Shareholders of the Target Company.

In accordance with the provisions of Regulation 18 read with SEBI Observation letter bearing reference number 'SEBI/HO/CFD/DCR/RAC2/P/OW/47335/2022' dated Wednesday, September 07, 2022, we would like to inform you that the Letter of Offer has been dispatched to Securities and Exchange Board of India. We are enclosing herewith a copy of the Letter of Offer for your necessary perusal.



**CAPITAL SQUARE ADVISORS PRIVATE LIMITED**

Regd. Address : 208, 2<sup>nd</sup> Floor, AARPEE Centre, MIDC Road No. 11, Andheri (E), Mumbai 400093, India.  
Tel - +91 22 66849999 Fax - +91 22 66849998 | CIN No. U65999MH2008PTC187863 | Website : www.capitalsquare.in

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,

**For CapitalSquare Advisors Private Limited**

**Ms. Pankita Patel**  
**(Senior Associate)**



Encl.: As Above

## LETTER OF OFFER

***'This document is important and requires your immediate attention'***

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

### OPEN OFFER BY

Name	Acquirer	Address	Contact Number	Email Address
Mr. Damodarbhaj B Patel	Acquirer 1	1 floor, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91-9825117444	dkutchhi@gmail.com
Mr. Mohanlal Bhimjibhai Patel	Acquirer 2	4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91-9825124707	patelmohanlal145@gmail.com
Mr. Viral D Bhavani	Acquirer 3	4, Mahavir Timber Mart, Hiraram Complex, Suman Desai ni wadi, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91- 9925650000	viralbhavani@gmail.com
Sejima Texyarn Private Limited	Acquirer 4	22, Vikram Apartment, New Maneklal Estate, Near Telephone Exchange, Ghatkopar west, Mumbai – 400086, Maharashtra, India.	91- 9879744477	sejimatexyarn@gmail.com
Mr. Raj Bhavani	Person Acting in Concert 1	Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91- 9824800000	rajbhavani19@gmail.com
Mr. Umang Bhavani	Person Acting in Concert 2	Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91- 9712917444	umangbhavani@gmail.com
Mrs. Hetal Dipeshbhaj Bhavani	Person Acting in Concert 3	Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91-9979905213	hetalp1789@gmail.com
Mr. Upesh Bhavani	Person Acting in Concert 4	Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.	91-9879617444	upeshbhavani@yahoo.com

**OPEN OFFER FOR ACQUISITION OF UP TO 59,56,953 (FIFTY-NINE LAKHS FIFTY-SIX THOUSAND NINE HUNDRED AND FIFTY-THREE) EQUITY SHARES, REPRESENTING 26.00% (TWENTY-SIX PERCENT) OF THE VOTING SHARE CAPITAL OF THE BARODA RAYON CORPORATION LIMITED, THE TARGET COMPANY, AT AN OFFER PRICE OF ₹9.80/- (RUPEES NINE AND EIGHTY PAISE ONLY), MADE BY MR. DAMODARBHAI BHIMJIBHAI PATEL, (ACQUIRER 1), MR. MOHANLAL BHIMJIBHAI PATEL (ACQUIRER 2), MR. VIRAL DAMODARBHAI BHAVANI (ACQUIRER 3), SEJIMA TEXYARN PRIVATE LIMITED (ACQUIRER 4), ALONG WITH MR. RAJ BHAVANI (PAC 1), MR. UMANG BHAVANI (PAC 2), MRS. HETAL DIPESHBHAI BHAVANI (PAC 3), AND MR. UPESH BHAVANI (PAC 4), THE ACQUIRERS ALONG WITH PERSONS ACTING IN CONCERT, IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 3(1), 3(2), 4, 5(1), AND SUCH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AND SUBSEQUENT AMENDMENTS THERETO,**

**FOR THE PUBLIC SHAREHOLDERS OF**

## THE BARODA RAYON CORPORATION LIMITED

**A public limited company incorporated under the provisions of the Companies Act, 1956**

**Corporate Identification Number: L45100GJ1958PLC000892;**



**Registered Office: P.O. Baroda Rayon, Dist. Udhna, Surat- 394220, Gujarat, India;**

**Contact Number: +91-0261-2899555; Website: www.brcl.in; Email Address: brcsurat@gmail.com.**

- This Offer is being made by the Acquirers, in pursuance of the provisions of Regulations 3(1), 3(2), 4, and 5(1) of the SEBI (SAST) Regulations, for the substantial acquisition of Equity Shares and Voting Share capital accompanied with a change in control and the management of the Target Company.
- As on the date of this Letter of Offer to the best knowledge of the Acquirers, except as specifically stated in Paragraph 7.6 titled 'Statutory Approvals and conditions of the Offer' on page 30 of this Letter of Offer, there is no statutory approval(s) required to acquire Equity Shares that are validly tendered pursuant to this Offer. However, if any other statutory or governmental approval(s) are required or become applicable later before the closure of the Tendering Period, this Offer shall be subject to such statutory approvals and the Acquirers shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s). Where any statutory or other approval extends to some but not all the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required to complete this Offer.
- If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, ensuring that the basis of acceptance is decided in a fairly and equitably manner and does not result in non-marketable lots, provided that the acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot, or the entire holding if it is less than the marketable lot. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 (One) only.
- The Offer Price and/ or the Offer Size may be subject to upward revision, if any, pursuant to the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations, at any time prior to commencement of the last 1 (One) Working Day prior to the Tendering Period i.e., Thursday, September 22, 2022, and the same would also be informed by way of a public announcement in the Newspapers. Where the Acquirers have had acquired any Equity Shares during the Offer Period at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid for such acquisition in accordance with the provisions of Regulation 8(8) of the SEBI (SAST) Regulations. However, the Acquirers shall not acquire any Equity Shares after the 3<sup>rd</sup> (Third) Working Day prior to the commencement of the Tendering Period, and until the expiry of the Tendering Period. In the event of such revision, the Acquirers shall: (i) make a corresponding increase to the Escrow Amount; (ii) make a public announcement in the Newspapers; and (iii) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company, at its registered office of such revision. Such revised Offer Price shall be payable by the Acquirers for all the Offer Shares validly tendered during the Tendering Period of this Offer.
- The Acquirers may withdraw the Offer in accordance with the terms and conditions specified in 7.6.3 on page 30 of this Letter of Offer. If the Offer is withdrawn, the Acquirers through the Manager, shall within 2 (Two) Working Days by an announcement in the Newspapers, in accordance with the provisions of Regulation 23 (2) of the SEBI (SAST) Regulations, and such announcement shall be sent to SEBI, BSE Limited, and the Target Company at its registered office.
- This Offer is not subject to a minimum level of acceptance and is not a conditional offer under Regulation 19 of the SEBI (SAST) Regulations.
- This is not a competitive offer in accordance with the provisions of Regulation 20 of the SEBI (SAST) Regulations.**
- Public Shareholders, who have accepted this Offer by tendering the requisite documents in terms of the Offer Documents, shall not be entitled to withdraw such acceptance during the Tendering Period.
- The procedure for acceptance is set out in Paragraph 8 titled 'Procedure for Acceptance and Settlement of the Offer' on page 30 of this Letter of Offer.
- The Offer Documents would also be available and accessible on SEBI's website at www.sebi.gov.in, Manager's website at www.capitalsquare.in, and Registrar's website at barodarayon.offer@linkintime.co.in.

For capitalized terms, refer to the Paragraph titled 'Definitions and Abbreviations' beginning on page 6 of this Letter of Offer.

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

 <p><b>MANAGER TO THE OFFER</b>  <b>CAPITALSQUARE ADVISORS PRIVATE LIMITED</b>                  205-209, 2<sup>nd</sup> Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East),                  Mumbai – 400093, Maharashtra, India  <b>Telephone Number:</b> +91-22-6684-9999  <b>Email Address:</b> mb@capitalsquare.in  <b>Website:</b> www.capitalsquare.in  <b>Contact Person:</b> Mr. Tanmoy Banerjee/Ms. Pankita Patel  <b>SEBI Registration Number:</b> INM000012219  <b>Validity:</b> Permanent  <b>Corporate Identification Number:</b> U65999MH2008PTC187863</p>	 <p><b>REGISTRAR TO THE OFFER</b>  <b>LINK INTIME INDIA PRIVATE LIMITED</b>                  C-101, 1<sup>st</sup> Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India  <b>Telephone Number:</b> +91-2249186200  <b>Fax Number:</b> +91-2249186195  <b>E-mail Address/ Investor Grievance E-mail Address:</b> barodarayon.offer@linkintime.co.in  <b>Website:</b> www.linkintime.co.in  <b>Contact Person:</b> Mr. Sumeet Deshpande  <b>SEBI Registration Number:</b> INR000004058  <b>Validity:</b> Permanent  <b>Corporate Identification Number:</b> U67190MH1999PTC118368</p>
<b>OFFER OPENING DATE</b> <b>FRIDAY, SEPTEMBER 23, 2022</b>	<b>OFFER CLOSING DATE</b> <b>FRIDAY, OCTOBER 07, 2022</b>

## SCHEDULE OF THE MAJOR ACTIVITIES RELATING TO THIS OFFER

Schedule of Activities	Tentative Schedule	Revised Actual Schedule
	Day and Date	Day and Date
Issue date of the Public Announcement	Wednesday, July 06, 2022	Wednesday, July 06, 2022
Publication date of the Detailed Public Statement in the Newspapers	Wednesday, July 13, 2022	Wednesday, July 13, 2022
Date of filing of the Draft Letter of Offer with SEBI	Wednesday, July 20, 2022	Wednesday, July 20, 2022
Last date for public announcement for a competing offer(s)#	Wednesday, August 03, 2022	Wednesday, August 03, 2022
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Thursday, August 11, 2022	Wednesday, September 07, 2022@
Identified Date*	Wednesday, August 17, 2022	Friday, September 09, 2022
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, August 24, 2022	Friday, September 16, 2022
Last date of publication in the Newspapers of recommendations of the independent directors' committee of the Target Company for this Offer	Monday, August 29, 2022	Wednesday, September 21, 2022
Last date for upward revision of the Offer Price and/or the Offer Size	Tuesday, August 30, 2022	Thursday, September 22, 2022
Last date of publication of opening of Offer public announcement in the Newspapers	Tuesday, August 30, 2022	Thursday, September 22, 2022
Date of commencement of Tendering Period	Thursday, September 01, 2022	Friday, September 23, 2022
Date of closing of Tendering Period	Wednesday, September 14, 2022	Friday, October 07, 2022
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Wednesday, September 28, 2022	Friday, October 21, 2022~

### Notes:

The above timelines are prepared based on the timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/ regulatory authorities and may have to be revised accordingly.

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

@Actual date of being in receipt of SEBI Observation Letter.

\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirers and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

~ To clarify, the action set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

## RISK FACTORS

The risk factors set forth below are limited to this Offer, the Underlying Transaction, and the Acquirers, and are not in relation to the present or future business operations of the Target Company or other related matters. These are neither exhaustive nor intended to constitute a complete analysis of all the risks involved in the participation by Public Shareholders in this Offer, or in association with the Acquirers, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, investment consultants, and/or tax advisors, for understanding and analyzing all risks associated with respect to their participation in this Offer.

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



**A. Risks relating to Underlying Transaction**

1. The consummation of the Underlying Transaction is subject to various conditions as specified under the Share Purchase Agreement, including:
  - (a) Receipt of all statutory approvals as set out in Paragraph 7.6 titled '*Statutory Approvals and conditions of the Offer*' on page 30 of this Letter of Offer and those which become applicable prior to the completion of this Offer;
  - (b) The satisfaction or waiver of the various conditions under the Share Purchase Agreement, including those conditions set out in Paragraph 3.1.10 on page 13 of this Letter of Offer, and if these conditions are not satisfied or waived and subsequently terminated in accordance with the terms of the Share Purchase Agreement, then the Underlying Transaction may be terminated.
2. The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

**B. Risks relating to this Offer**

1. This Offer is a mandatory open offer to acquire up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of Voting Share Capital of the Target Company from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the Offer Size, then the Offer Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of Voting Share Capital of the Target Company. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in this Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for this Offer.
2. In the event that either:
  - (a) satisfaction of certain conditions precedent, are not obtained, granted, or satisfied, or are delayed, as applicable, or
  - (b) there is any litigation leading to stay/ injunction on this Offer, or
  - (c) there is any litigation that restricts/ restraints the Acquirers and PACs from performing their obligations hereunder, or
  - (d) SEBI instructs the Acquirers and PACs not to proceed with this Offer,

then the Offer process may be delayed beyond the Schedule of Activities indicated in this Letter of Offer or may be withdrawn in terms of Regulation 23 of the SEBI (SAST) Regulations.

In case any statutory approval or other governmental approval that may be required by the Acquirers and PACs, is not received in time, SEBI may, if satisfied, grant an extension of time to the Acquirers and PACs for making payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in this Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest, if any, in accordance with the SEBI (SAST) Regulations. In addition, where any statutory approval extends to some but not all the Public Shareholders, the Acquirers and PACs shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required to complete this Offer. Consequently, payment of consideration to the Public Shareholders of the Target Company whose Equity Shares have been accepted in this Offer as well as the return of the Equity Shares not accepted by the Acquirers and PACs may be delayed.

3. As on the date of this Letter of Offer, to the best of knowledge and belief of the Acquirers and PACs, there are no statutory approvals required to acquire the Equity Shares that are validly tendered pursuant to this Offer or to complete this Offer, for further details kindly refer to Paragraph 7.6 titled as '*Statutory Approvals and conditions of the Offer*' at page 30 of this Letter of Offer. However, if any other statutory approvals are required or become applicable later before the closure of the Tendering Period, then this Offer would be subject to the receipt of such other statutory approvals that may become applicable later, and the Acquirers and PACs shall make the necessary applications for such statutory approvals and this Offer would also be subject to such other statutory or other governmental approval(s).
4. In case of delay in receipt of statutory approvals that may be required by the Acquirers and PACs at a later date, in accordance with the provisions of Regulations 18 (11) and 18 (11A) of the SEBI (SAST) Regulations, then SEBI may if satisfied that the non-receipt of approvals was not attributable to any wilful default, negligence, or failure on the part of the Acquirers and PACs to diligently pursue such approvals, grant an extension for the purpose of completion of this Offer, subject to the Acquirers and PACs agreeing to pay interest to the Public Shareholders for the delay beyond the 10<sup>th</sup> (Tenth) Working Day from the date of closure of the Tendering Period, subject to such terms and conditions as may be specified by SEBI.

5. The acquisition of Equity Shares under this Offer from all Public Shareholders (resident and non-resident) is subject to all approvals required to be obtained by such Public Shareholders in relation to this Offer and the transfer of Equity Shares held by them to the Acquirers and PACs. Further, if the Public Shareholders who are not persons resident in India require or had required any approvals in respect of the transfer of Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, the Acquirers and PACs reserve their right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on a repatriable basis or a non-repatriable basis.
6. Public Shareholders should note that the Equity Shares tendered by them and accepted in this Offer shall not be entitled to be withdrawn post-acceptance of such Equity Shares during the Tendering Period, even if the acceptance of such Equity Shares under this Offer and the payment of consideration get delayed. The tendered Equity Shares and documents would be held by the Registrar, till such time as the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders will not be able to trade in such Equity Shares which have been tendered in this Offer. During such a period, there may be fluctuations in the market price of the Equity Shares. Neither the Acquirers nor the PACs nor the Manager makes any assurance with respect to the market price of the Equity Shares, both during the Tendering Period and upon completion of this Offer and disclaim any responsibility with respect to any decision taken by the Public Shareholders with respect to whether to participate in this Offer. The Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.
7. This Letter of Offer has not been filed, registered, or approved in any jurisdiction outside India. Recipients of this Letter of Offer, resident in jurisdictions outside India should inform themselves of and comply with all applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to any new or additional registration requirements. This is not an offer for sale or a solicitation of an offer to buy in, any foreign jurisdictions covered under the Sub-Paragraph titled 'General Disclaimer' under Paragraph 2 titled 'Disclaimer Clause' on page 10 of this Letter of Offer and cannot be accepted by any means or instrumentality from within any such foreign jurisdictions.
8. The information contained in this Letter of Offer is as of the date of this Letter of Offer unless expressly stated otherwise. The Acquirers, PACs, and the Manager are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.
9. Public Shareholders are advised to consult their respective stockbroker, legal, financial, investment or other advisors and consultants of their choice, if any, for assessing further risks with respect to their participation in this Offer, and related transfer of Equity Shares to the Acquirers and PACs. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers, PACs, and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.
10. In relation to this Offer, the Acquirers along with PACs and the Manager accept responsibility only for the statements made by them in the Offer Documents issued by or at the instance of the Acquirers, PACs, or the Manager in relation to this Offer (other than information pertaining to the:
  - (a) Target Company which been obtained from publicly available sources or provided by the Target Company;
  - (b) Promoters who have been obtained from the Promoters.

Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.
11. Neither the Acquirers, PACs, the Manager, or the Registrar, accept any responsibility for any loss of documents during transit (including but not limited to the Offer acceptance forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

### **C. Risks involved in associating with the Acquirers and PACs**

1. The Acquirers along with the PACs intend to acquire up 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share, payable in cash, under the SEBI (SAST) Regulations. The Target Company does not have any partly paid-up Equity Shares as of the date of this Letter of Offer. Post this Offer, the Acquirers and PACs will have entire equity ownership and management control over the Target Company, pursuant to the provisions of Regulations 3(1), 3(2), 4, and 5(1) of the SEBI (SAST) Regulations.

2. The Acquirers along with PACs make no assurance with respect to the market price of the Equity Shares during the Offer Period and upon the completion of this Offer and disclaim any responsibilities with respect to any decision by the Public Shareholders on whether to participate in this Offer.
3. The Acquirers along with PACs make no assurance with respect to the financial performance of the Target Company or the continuance of past trends in the financial performance of the Target Company nor do they make any assurance with respect to the market price of the Equity Shares before, during, or after this Offer.
4. The Acquirers along with PACs and the Manager, accept no responsibility for the statements made otherwise than in the Offer Documents or in the advertisement or any materials issued by or at the instance of the Acquirers, PACs, and the Manager, and any person placing reliance on any other source of information would be doing so at its own risk.

## **CURRENCY OF PRESENTATION**

In this Letter of Offer,

1. All references to '₹', 'Rs.', 'Rupees', 'Re', 'Rupee' are references to the official currency of India.
2. Any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/ or regrouping.

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## 1. DEFINITIONS AND ABBREVIATIONS

Abbreviations	Particulars
Acquirer 1	Mr. Damodarbai B Patel, son of Mr. Bhimjibhai Ramjibhai Patel, aged 59 years, Indian Inhabitant, bearing PAN 'AEDPP7405H' under the Income Tax Act, 1961, and residing at 1 floor, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.
Acquirer 2	Mr. Mohanlal Bhimjibhai Patel, son of Mr. Bhimjibhai Ramjibhai Patel, aged 59 years, Indian Inhabitant bearing PAN 'AEDPP7400C' under the Income Tax Act, 1961, and residing at 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.
Acquirer 3	Mr. Viral D Bhavani son of Mr. Damodarbai Bhimjibhai Patel, aged 38 years, Indian Inhabitant bearing PAN 'AGRPB7643K' under the Income Tax Act, 1961, and residing at 4, Mahavir Timber Mart, Hiraram Complex, Suman Desai ni wadi, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India.
Acquirer 4	Sejima Texyarn Private Limited, a Private limited company incorporated under the provisions of the Companies Act, 1956, bearing PAN 'AALCS7629H' under the Income Tax Act, 1961 having its registered office 22, Vikram Apartment, New Maneklal Estate, Near Telephone Exchange, Ghatkopar west, Mumbai – 400086, Maharashtra, India.
Acquirers	Collectively the Acquirer 1, Acquirer 2, Acquirer 3, and Acquirer 4 are hereinafter referred to as the Acquirers.
Acquisition Window	The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on BSE Limited, in the form of a separate window.
Acquisition Window Circulars	Stock exchange mechanism as provided under SEBI (SAST) Regulations and the SEBI circulars bearing reference number 'CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015', 'CFD/DCR2/CIR/P/2016/131 dated December 09, 2016' and 'SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021' and on such terms and conditions as may be permitted by law from time to time.
Board	Board of Directors of the Target Company.
Book Value per Equity Share	Net-Worth / Number of Equity Share.
BSE/ Stock Exchange	BSE Limited is the stock exchange where presently the Equity Shares of the Target Company are listed.
Buying Broker	Nikunj Stock Brokers Limited.
CDSL	Central Depository Services (India) Limited.
CKYC	Central know your client.
CIN	Corporate Identification Number.
Clearing Corporation	Indian Clearing Corporation Limited.
Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made thereunder.
Depositories	CDSL and NSDL.
DIN	Director Identification Number.
DLoF/ Draft Letter of Offer	The draft letter of offer dated Wednesday, July 20, 2022, filed and submitted with SEBI pursuant to the provisions of Regulation 16 (1) of the SEBI (SAST) Regulations, for its observations.
DP	Depository Participant.
DPS/ Detailed Public Statement	Detailed Public Statement dated Tuesday, July 12, 2022, in connection with this Offer, published on behalf of the Acquirers and PACs on Wednesday, July 13, 2022, in Financial Express (English daily) (All India Edition), Financial Express (Gujarati Daily) (Ahmedabad Edition), Jansatta (Hindi daily) (All India Edition), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition).
ECS	Electronic Clearing Service.
EPS	Earnings Per Equity Share calculated as Profit after tax / number of outstanding Equity Shares at the close of the year/ period.
Escrow Agreement	Escrow Agreement, dated Wednesday, July 06, 2022, entered amongst and between the Acquirers, the Escrow Banker, and the Manager to the Offer.
Escrow Account	Escrow account opened on Thursday, July 07, 2022, in accordance with Regulation 17 of the SEBI (SAST) Regulations, under the name and style of 'BRC- OPEN OFFER ESCROW ACCOUNT' with Axis Bank Limited, the Escrow Banker.
Escrow Amount	The amount aggregating to ₹1,57,63,000.00/- (Rupees One Crore Fifty-Seven Lakhs and Sixty-Three Thousand Only) deposited on Thursday, July 07, 2022, by the Acquirers with the Escrow Banker, in accordance with the Escrow Agreement and in compliance with the provisions of Regulation 17 of the SEBI (SAST) Regulations.
Escrow Banker	Axis Bank Limited.
Equity Shares	The fully paid-up equity shares of the Target Company of face value of ₹10.00/- (Rupees Ten Only) each.



Abbreviations	Particulars
Equity Share Capital	The paid-up share capital is ₹22,91,13,590.00/- (Rupees Twenty-Two Crores Ninety-One Lakhs Thirteen Thousand Five Hundred and Ninety Only) comprising of 2,29,11,359 (Two Crores Twenty-Nine Lakhs Eleven Thousand Three Hundred and Fifty-Nine) Equity Shares.
Finance Act	The Finance Act, 2021.
FATCA	Foreign Account Tax Compliance Act.
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time.
FIIIs	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended and modified from time to time.
FIPB	Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India.
FPIs	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended and modified from time to time.
Form of Acceptance	Form of Acceptance-cum-Acknowledgement.
Identified Date	The date for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent, being Friday, September 09, 2022.
IT Act	Income Tax Act, 1961, as amended and modified from time to time.
ISIN	International Securities Identification Number.
IFSC	Indian Financial System Code.
IPV	In person verification.
Letter of Offer	Letter of Offer along with along with Form of Acceptance-Cum-Acknowledgement (for holding Equity Shares in physical form), and Form SH-4 Securities Transfer Form, which shall be dispatched to the Public Shareholders of the Target Company dated Monday, September 12, 2022.
LTCG	Long Term Capital Gains.
Manager	CapitalSquare Advisors Private Limited.
Maximum Consideration	The total funding requirement for this Offer, assuming full acceptance of this Offer being ₹5,83,78,139.40/- (Five Crores Eighty-Three Lakhs Seventy-Eight Thousand One Hundred and Thirty-Nine Rupees and Forty Paise Only).
Negotiated Price	A negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only) for the sale of 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine-Seven Percent) of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirers, pursuant to the execution of the Share Purchase Agreement.
Newspapers	Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Financial Express (Gujarati daily) (Ahmedabad Edition), Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition), wherein the Detailed Public Statement dated Tuesday, July 12, 2022, and which shall be published on Wednesday, July 13, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations.
NRE	Non-Resident External.
NRI	Non-Resident Indians.
NRO	Non-Resident (Ordinary).
NSDL	National Securities Depository Limited.
OCBs	Overseas Corporate Bodies.
Offer	Acquisition of up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty- Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Target Company at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share aggregates to an amount of ₹5,83,78,139.40/- (Five Crores Eighty-Three Lakhs Seventy-Eight Thousand One Hundred and Thirty-Nine Rupees and Forty Paise Only).
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Advertisement Cum Corrigendum to Detailed Public Statement, and Post Offer Public Announcement, and any other notices, advertisements, and corrigendum issued by or on behalf of the Manager.
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirers along with PACs, i.e., Wednesday, July 06, 2022, and the date being Friday, October 21, 2022, on which the payment of consideration to the Public

Abbreviations	Particulars
	Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Offer Shares. The offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the Financial Year 2016-2017, in accordance with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, as an open offer had been triggered due to the change in the promoter and promoter group of the Target Company, in pursuance of which a public announcement should have had been made on August 10, 2016.
Offer Shares	59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty- Six Percent) of the Target Company.
Offer Size	Acquisition of up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
PA/ Announcement	Public Announcement dated Wednesday, July 06, 2022.
Person Acting in Concert 1/ PAC 1	Mr. Raj Bhavani, son of Mr. Mohanbhai Bhimjibhai Bhavani, aged 30 years, Indian Inhabitant bearing PAN 'BERPB5202B' under the Income Tax Act, 1961, and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, who is an existing shareholder of Kanchenjunga Texturisers Private Limited (one of the Promoter of the Target Company).
Person Acting in Concert 2/ PAC 2	Mr. Umang Bhavani, son of Mr. Mohanbhai Bhimjibhai Bhavani, aged 32 years, Indian Inhabitant bearing PAN 'BEKPB8748F' under the Income Tax Act, 1961, and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, who is an existing shareholder of Kanchenjunga Texturisers Private Limited (one of the Promoter of the Target Company)
Person Acting in Concert 3/ PAC 3	Mrs. Hetal Dipeshbhai Bhavani, wife of Mr. Dipeshbhai Bhavani, aged 33 years, Indian Inhabitant bearing PAN 'AXGPP8030L' under the Income Tax Act, 1961, and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, who is an existing shareholder of Kanchenjunga Texturisers Private Limited (one of the Promoter of the Target Company).
Person acting in Concert 4/ PAC 4	Mr. Upesh Bhavani, son of Mr. Damodarbhai Bhimjibhai Bhavani, aged 31 Years, Indian Inhabitant bearing 'BERPB5146J' under the Income Tax Act, 1961, and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, who is an existing shareholder of Kanchenjunga Texturisers Private Limited (one of the Promoter of the Target Company).
Person acting in Concert/ PAC's	PAC 1, PAC 2, PAC 3, and PAC 4 are hereinafter collectively referred to as the Person acting in concerts, in accordance and compliance with the provisions of Regulation 2 (1) (q) of the SEBI (SAST) Regulations.
PAN	Permanent Account Number.
PAT	Profit After Tax.
Promoters	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, Shivalik Golf & Forest Resorts Private Limited, Annapurna Texturisers Private Limited, Gaekwad Investments Corporation Private Limited, Gokarna Investments Private Limited, Harmony Investments Private Limited, Indreni Holdings Private Limited, Prasang Holdings Private Limited, Tapti Synthetics Private Limited, Shree Durga Ind Controls Private Limited (now struck off), Kanchenjunga Texturisers Private Limited, Sangramsinh P Gaekwad, Sangramsinh P Gaekwad (HUF), Asha Raje Gaekwad, Priyadarshini Raje Scindia, Samarjitsinh R Gaekwad, Ganesh Kumari Shreshtha, and Pratapsinh Sangramsinh Gaekwad.
Promoter Sellers	The existing Promoters of the Target Company who have entered in a Share Purchase Agreement with the Acquirers and PACs, in this case, namely being, Shivalik Golf & Forest Resorts Private Limited, Annapurna Texturisers Private Limited, Gaekwad Investments Corporation Private Limited, Gokarna Investments Private Limited, Harmony Investments Private Limited, Indreni Holdings Private Limited, Prasang Holdings Private Limited, Tapti Synthetics Private Limited, Sangramsinh P Gaekwad, Sangramsinh Gaekwad (HUF), Asha Raje Gaekwad, Priyadarshini Raje Scindia, and Pratapsinh Sangramsinh Gaekwad.
Public Shareholders	All the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, (ii) Promoters and members of the Promoter Group of the Target Company, and (iii) persons deemed to be acting in concert with the aforesaid parties at (i) and (ii), for undertaking sale of

Abbreviations	Particulars
	Equity Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
RBI	Reserve Bank of India.
Registrar	Link Intime India Private Limited, the Registrar to the Offer.
Return on Net Worth	Profit After Tax/ Net-Worth.
RTGS	Real Time Gross Settlement.
Sale Shares	34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendment thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.
Selling Brokers	Respective stockbrokers of all the Public Shareholders who desire to tender their Equity Shares under this Offer.
Share Purchase Agreement/ SPA	The share purchase agreement dated Wednesday, July 06, 2022, executed between the Acquirers and the Promoter Sellers, pursuant to which the Acquirers have agreed to acquire 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only).
STCG	Short term capital gains.
STT	Securities Transaction Tax.
Target Company/ BARODARY	A company incorporated on Friday, May 30, 1958, in accordance with the provisions of the Companies Act, 1956, with Registrar of Companies, Gujarat, vide registration certificate bearing reference number '11101 of 1958-59' and bears CIN 'L45100GJ1958PLC000892', with its registered office located at P.O. Baroda Rayon, Udhna, Dist. Surat – 394220, Gujarat, India.
Tendering Period	The period commencing from Friday, September 23, 2022, and ending on Friday, October 07, 2022, both days inclusive, within which the Public Shareholders may tender their Equity Shares to the Acquirers in acceptance of this Offer.
TRS	Transaction Registration Slip.
Underlying Transaction	The transaction for sale and purchase of the Sale Shares as contemplated under the Share Purchase Agreement.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 <sup>th</sup> (Tenth) working day from the closure of the Tendering Period.
Working Day	Working days of SEBI as defined in the SEBI (SAST) Regulations.

*Note:*

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

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

## 2. DISCLAIMER CLAUSE

**‘IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT, THE SAME HAS BEEN CLEARED, VETTED, OR APPROVED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA FOR A LIMITED PURPOSE FOR OVERSEEING WHETHER THE DISLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF THE BARODA RAYON CORPORATION LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THIS OFFER. SECURITIES AND EXCHANGE BOARD OF INDIA DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF THE ACQUIRERS AND THE PACS OR FOR THE TARGET COMPANY WHOSE EQUITY SHARES AND CONTROL IS PROPOSED TO BE ACQUIRED OR FOR**

**THE CORRECTNESS OF THE STATEMENTS MADE OR THE OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRERS AND PACs ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY, AND DISCLOSURE OF ALL THE RELEVANT INFORMATION IN THE DRAFT LETTER OF OFFER, THE MANAGER IS EXPECTED TO EXERCISE DUE-DILIGENCE TO ENSURE THAT THE ACQUIRERS AND PACS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED WEDNESDAY, JULY 20, 2022, TO SECURITIES AND EXCHANGE BOARD OF INDIA IN ACCORDANCE WITH THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, INCLUDING SUBSEQUENT AMENDMENTS THERETO. THE FILING OF THE DRAFT LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS AND PACS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THIS OFFER.'**

#### **General Disclaimer**

This Offer Documents in connection with the Offer, have been prepared for the purposes of compliance with the provisions of applicable laws and regulations in India, including the SEBI Act and the SEBI (SAST) Regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The delivery of Offer Documents, does not under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirers since the date hereof or that the information contained herein is correct as at any time subsequent to this date. Nor is it to be implied that the Acquirers are under any obligation to update the information contained herein at any time after this date.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The Letter of Offer shall be sent to all Public Shareholders whose names appear in the register of members of the Target Company, at their stated address, as of the Identified Date. However, receipt of the Letter of Offer by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer and/or the Letter of Offer under any local securities laws), shall not be treated by such Public Shareholder as an offer being made to them, and shall be construed by them as being sent for information purposes only. Accordingly, no such Public Shareholder may tender his/ her/ its Equity Shares in this Offer in such jurisdiction.

**Persons in possession of the Offer Documents are required to inform themselves of any relevant restrictions. Any Public Shareholder who tenders his, her, or its Equity Shares in this Offer shall be deemed to have declared, represented, warranted, and agreed that he, she, or it is authorized under the provisions of any applicable local laws, rules, regulations, and statutes to participate in this Offer.**

### **3. DETAILS OF THIS OFFER**

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#### **3.1. Background of the Offer**

- 3.1.1. This is a mandatory Offer, being made by the Acquirers and PACs, in pursuance of and in compliance with the provisions of Regulations 3 (1), 3(2), 4, and 5(1) of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company, pursuant to the execution of the Share Purchase Agreement.
- 3.1.2. The Acquirers have entered into a Share Purchase Agreement with the Promoter Sellers with an intention to acquire 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only), payable in compliance with the terms and conditions scheduled in the Share Purchase Agreement.
- 3.1.3. The prime object of this Offer is to acquire substantial Equity Shares and Voting Rights capital accompanied by entire control over the Target Company. The Acquirers and PACs intend to expand the Target Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirers and PACs reserve the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.
- 3.1.4. The Acquirers and PACs are making this Offer to acquire up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital, at a price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Offer Share from the Public Shareholders of the Target Company. Assuming full acceptance, the total consideration payable by the Acquirers under this Offer at the Offer Price aggregates to ₹5,83,78,139.40/- (Five Crores Eighty-Three Lakhs Seventy-Eight Thousand One Hundred and Thirty-Nine Rupees and Forty Paise Only), payable in cash, in accordance with the provisions of Regulation 9 (1) (a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the Offer Documents.

3.1.5. The Acquirers have entered into a Share Purchase Agreement with the Promoter Sellers with an intent to purchase 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, constituting 14.97% (Fourteen Point Nine-Seven Percent) of the Voting Share Capital of the Target Company along with control at a price of ₹6.00/- (Rupees Six Only) per Sale Share aggregating to ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only), payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement and subject to Acquirers maintaining their shareholding within the limits prescribed for minimum public shareholding with the acquisition will result in the change in control and management of the Target Company, the details of which are specified as under:

Name and Address of the Promoter Sellers	Nature of Entity	Group	Part of Promoter/ Promoter Group of Target company	Details of Equity Shares/Voting Rights held by the Promoter Seller			
				Pre-SPA Transaction		Post-SPA Transaction	
				No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
Shivalik Golf and Forest Resorts Private Limited CIN: U55200MH1991PLC063728 PAN: AABCS4272N Registered Office at Hoechst House, Ground Floor, Nariman Point, Mumbai – 400021, Maharashtra, India.	Private Limited Company	None	Yes	26,20,000	11.44%	Nil	Nil
Annapurna Texturisers Private Limited CIN: U17299MH1989PTC054426 PAN: ADGPM3129B Registered at Hoechst House, Ground Floor, Nariman Point, Mumbai – 400021, Maharashtra, India.	Private Limited Company	None	Yes	37,259	0.16%	Nil	Nil
Gaekwad Investment Corporation Private Limited CIN: U65910MH1958PTC267400 PAN: AAACG6723B Resident at Hoechst House, Ground Floor, Nariman Point, Mumbai –400021, Maharashtra, India	Private Limited Company	None	Yes	4,53,255	1.98%	Nil	Nil
Gokarna Investments Private Limited CIN: U67120MH1985PTC035720 PAN: AAACG4003G Resident at Hoechst House, Nariman Point, Ground Floor, 193-Backbay Reclamation, Mumbai – 400021, Maharashtra, India.	Private Limited Company	None	Yes	62,156	0.27%	Nil	Nil
Harmony Investments Private Limited CIN: U67120MH1985PTC037804 PAN: AAACH3935L Resident at Hoechst House, Nariman Point, Ground Floor, 193-Backbay Reclamation, Mumbai – 400021, Maharashtra, India.	Private Limited Company	None	Yes	89,449	0.39%	Nil	Nil
Indreni Holdings Private Limited CIN: U65990MH1990PTC055353 PAN: AAACI1201Q Registered Office at Hoechst House, Ground Floor, Nariman Point, Mumbai – 400021, Maharashtra, India.	Private Limited Company	None	Yes	38,377	0.17%	Nil	Nil
Prasang Holdings Private Limited CIN: U67120MH1990PTC055351 PAN: AAACP2679R Registered Office at Hoechst House, Ground Floor, Nariman Point, Mumbai – 400021, Maharashtra, India	Private Limited Company	None	Yes	14,478	0.06%	Nil	Nil
Tapti Synthetic Private Limited CIN: U17120MH1981PTC024764 PAN: AABCT2792A	Private Limited Company	None	Yes	6,120	0.03%	Nil	Nil

Name and Address of the Promoter Sellers	Nature of Entity	Group	Part of Promoter r/ Promoter Group of Target company	Details of Equity Shares/Voting Rights held by the Promoter Seller			
				Pre-SPA Transaction		Post-SPA Transaction	
				No of Equity Shares	% of equity shareholding	No of Equity Shares	% of equity shareholding
Registered Office at Hoechst House, Ground Floor, Nariman Point, Mumbai – 400021, Maharashtra, India							
Sangramsinh P Gaekwad PAN: AAFPG6135R Resident at lowermead Westfield Estate Bhulabhai Desai Road, Mumbai – 400026, Maharashtra, India.	Individual	None	Yes	60,810	0.27%	Nil	Nil
Sangramsinh P Gaekwad (HUF) PAN: AAJHS7482R Registered Office at Hoechst House, Nariman Point, Ground Floor, 193-Backbay Reclamation, Mumbai – 400021, Maharashtra, India.	Hindu Undivided Family	None	Yes	18,376	0.08%	Nil	Nil
Asha Raje Gaekwad PAN: AAFPG3128G Resident at Flowermead Westfield Estate Bhulabhai Desai Road, Mumbai – 400026, Maharashtra, India.	Individual	None	Yes	10,000	0.04%	Nil	Nil
Priyadarshini Raje Scindia PAN: AAPP52249L Resident at Flowermead Westfield Estate Bhulabhai Desai Road, Mumbai – 400026, Maharashtra, India.	Individual	None	Yes	4,620	0.02%	Nil	Nil
Pratapsinh Sangramsinh Gaekwad PAN: AADPG5395B Resident at Flowermead Westfield Estate Bhulabhai Desai Road, Mumbai – 400026, Maharashtra, India.	Individual	None	Yes	14,618	0.06%	Nil	Nil
<b>Total</b>				<b>34,29,518</b>	<b>14.97%</b>	<b>Nil</b>	<b>Nil</b>

3.1.6. On August 10, 2016, pursuant to acquisition of equity shares of Kanchenjunga Texturisers Private Limited through off-market transaction, Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4), had been classified as beneficial shareholders of Kanchenjunga Texturisers Private Limited and thus had acquired indirect control over the Target Company due to which open offer had been triggered under the provisions of Regulations 3(1), 4, and 5(1) of the SEBI (SAST) Regulations, and in pursuance of which a public announcement should have had been made on August 10, 2016. However, the Acquirers had failed to make the public announcement, and hence pursuant to this violation, the Acquirers along with PACs are making this Offer at a price of ₹9.80/- (Rupees Nine and Eighty Paise Only) (including interest @ 10.00% (Ten Percent) per annum), by complying with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.

As on date of this Letter of Offer, Kanchenjunga Texturisers Private Limited, in its corporate capacity holds 74,01,202 (Seventy-Four Lakhs One Thousand Two Hundred and Two) Equity Shares, representing 32.30% (Thirty-Two point Three Zero Percent) of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert as per Regulation 2(1)(q) of the SEBI (SAST) Regulation, the said entity falls under the category of Deemed Person Acting in Concert. However, the said corporate has confirmed that it doesn't intend to participate in this Offer, directly or indirectly, and post-completion of the Offer, shall retain its classification under the 'Promoter and Promoter Group' category of the Target Company.

3.1.7. Further, Mr. Upesh Bhavani (PAC 4), has agreed to acquire the entire shareholding of Mr. Pratapsinh Gaekwad (one of the Promoter Seller of Target Company and shareholder of Kanchenjunga Texturisers Private Limited) being 100 (Hundred) equity shares representing 10.00% (Ten Percent) of the voting share capital of Kanchenjunga Texturisers Private Limited through off-market transaction.

3.1.8. Based on the aforesaid transaction, Acquirers along with PACs are making this Offer to public in terms of under Regulation 3(1), 3(2), 4 and 5(1) of the SEBI (SAST) Regulations.



3.1.9. The details of shareholding of the Acquirers along with PACs prior to the execution of the Share Purchase Agreement are as follows:

DETAILS	Acquirer 1	Acquirer 2	Acquirer 3	Acquirer 4	PAC 1	PAC 2	PAC 3	PAC 4	TOTAL
Number of Equity Shares	Nil	27,000	Nil	44,17,500	40,500	40,500	9,000	43,500	45,51,000
% of total existing Equity Share Capital/ Voting Share Capital	Nil	0.12%	Nil	19.28%	0.18%	0.18%	0.03%	0.19%	19.86%

3.1.10. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares, however as specifically provided under Paragraph 3.1.6 on page 12 of this Letter of Offer, this is an indirect acquisition of Equity Shares in compliance with the provisions of Regulations 5(1) of the SEBI (SAST) Regulations.

3.1.11. The salient features of the Share Purchase Agreement are as follows:

- a. The Promoter Sellers are holding 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company.
- b. The Promoter Sellers have agreed to sell and the Acquirers have agreed to acquire 34,29,518 (Thirty-Four Lakhs Twenty-Nine Thousand Five Hundred and Eighteen) Equity Shares, representing 14.97% (Fourteen Point Nine Seven Percent) of the Voting Share Capital of the Target Company, at a negotiated price of ₹6.00/- (Rupees Six Only) per Sale Share, aggregating to an amount of ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only), payable in accordance with terms and conditions stipulated of the Share Purchase Agreement.
- c. The aggregate entire purchase consideration for the Sale Shares aggregating to an amount of ₹2,05,77,108.00/- (Rupees Two Crores Five Lakhs Seventy-Seven Thousand One Hundred and Eight Only) shall be payable by the Acquirers to the Promoter Sellers, in proportion to their respective holding at the date of signing of Share Purchase Agreement.
- d. After completion of this Offer and consummation of the Share Purchase Agreement, the Promoter Sellers shall not hold any Equity Shares and Voting Share Capital in the Target Company, and hence shall no longer be the shareholders of the Target Company in any capacity.
- e. The Promoter Sellers shall sell, convey, and deliver to the Acquirers the Sale Shares, and the Acquirers shall purchase, acquire, and accept the said Sale Shares from the Promoter Sellers.
- f. The Acquirers have no intention to delist the Target Company pursuant to this Offer.
- g. The Acquirers and the Promoter Sellers have agreed to abide by their obligations as contained in the SEBI (SAST) Regulations.
- h. Non-compliance with any provisions of the SEBI (SAST) Regulations will lead to termination of the Share Purchase Agreement, effecting such sale from being acted upon by the Promoter Sellers or the Acquirers.

*However, kindly note that, even if the Share Purchase Agreement is not acted upon, the Offer process shall be completed, and the eligible Public Shareholders who have tendered their Equity Shares in this Offer shall be paid-off in compliance with the provisions of SEBI (SAST) Regulations.*

3.1.12. The Promoters have irrevocably agreed to relinquish the management control of the Target Company in favor of the Acquirers, subject to the receipt of all the necessary approvals and the Acquirers completing all the Offer formalities. The Promoters shall declassify themselves from the 'promoter and promoter group' category of the Target Company subject to receipt of necessary approvals required in terms of Regulation 31A (10) of the SEBI (LODR) Regulations and the satisfaction of conditions prescribed therein.

3.1.13. The total consideration of the Share Purchase Agreement shall be paid in cash by the Acquirers. The Offer Price shall be payable in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations.

3.1.14. As per the provisions of Regulations 26 (6) and 26 (7) of the SEBI (SAST) Regulations, the Board of Directors of the Target Company is required to constitute a committee of independent directors who would provide written reasoned recommendation on this Offer to the Public Shareholders of the Target Company and such recommendations shall be published at least 2 (Two) Working Days before the commencement of the Tendering Period in the Newspapers.

### 3.2. Details of the proposed Offer

- 3.2.1. This Offer is being made by the Acquirers and PACs in compliance with the provisions of Regulations 3(1), 3(2), 4, and 5(1) of the SEBI (SAST) Regulations, to the Public Shareholders of the Target Company, pursuant to the execution of the Share Purchase Agreement.
- 3.2.2. The Public Announcement announcing the Offer under the provisions of Regulations 3(1), 3(2), 4 and 5(1) read with Regulations 13(1) and 15(1) of the SEBI (SAST) Regulations was issued on Wednesday, July 06, 2022, by the Manager, for and on behalf of the Acquirers and PACs. A copy of the said Public Announcement was filed with SEBI, BSE Limited, and sent to the Target Company on Wednesday, July 06, 2022.
- 3.2.3. The Detailed Public Statement dated Tuesday, July 12, 2022, was subsequently published in the following newspapers on Wednesday, July 13, 2022, in accordance with the provisions of Regulation 14(3) of the SEBI (SAST) Regulations:

Publication	Language	Edition
Financial Express	English	All Editions
Financial Express	Gujarati	Ahmedabad Edition
Jansatta	Hindi	All Editions
Mumbai Lakshadeep	Marathi	Mumbai Edition

- 3.2.4. The Detailed Public Statement along with other Offer Documents is/ shall also available and accessible on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), Manager at [www.capitalsquare.in](http://www.capitalsquare.in), and Target Company at [www.brcl.in](http://www.brcl.in).
- 3.2.5. The Acquirers have proposed to acquire from the Public Shareholders up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Target Company at an offer price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Equity Share aggregates to an amount of ₹5,83,78,139.40/- (Five Crores Eighty-Three Lakhs Seventy-Eight Thousand One Hundred and Thirty-Nine Rupees and Forty Paise Only) payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, and subject to the terms and conditions set out in the Offer Documents.
- 3.2.6. The Acquirers will accept all the Equity Shares of the Target Company, that are tendered in valid form in terms of this Offer up to a maximum of 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital.
- 3.2.7. The Acquirers and PACs have not acquired any Equity Shares during the period of 52 (Fifty-Two) weeks prior to the date of the Public Announcement. Further, the Acquirers have not purchased any Equity Shares from the date of the Public Announcement to the date of this Letter of Offer.
- 3.2.8. The Acquirers have deposited an amount of ₹1,57,63,000.00/- (Rupees One Crore Fifty-Seven Lakhs and Sixty-Three Thousand Only) i.e., more than 25.00% (Twenty-Five Percent) of the total consideration payable in the Offer.
- 3.2.9. No competing offer has been received as on date of this Letter of Offer.
- 3.2.10. There is no differential pricing in this Offer.
- 3.2.11. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
- 3.2.12. This Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations.
- 3.2.13. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares, however as specifically provided under Paragraph 3.1.6 on page 12 of this Letter of Offer, this is an indirect acquisition of Equity Shares in compliance with the provisions of Regulations 5(1) of the SEBI (SAST) Regulations.
- 3.2.14. The Equity Shares will be acquired by the Acquirers free from all liens, charges, and encumbrances together with all rights attached thereto, including the right to all dividends, bonus, and rights offer declared hereafter.
- 3.2.15. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirers and PACs have appointed CapitalSquare Advisors Private Limited as the Manager.
- 3.2.16. As of the date of this Letter of Offer, the Manager hereby states, warrants, and undertakes that:
- It does not hold any Equity Shares in the Target Company;
  - It is not related to the Acquirers, PACs, and the Target Company in any manner whatsoever;

- c. It shall not deal on its own account in the Equity Shares during the Offer Period;
- d. There are no directions subsisting or proceedings pending against them under the SEBI Act and the regulations made thereunder, and no other statutory approval is pending;
- e. It has not received any complaint in relation to this Offer and Valuation;

3.2.17. As per Regulation 38 of the SEBI (LODR) Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25.00% (Twenty-Five Percent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Offer, the public shareholding in the Target Company shall fall below the minimum level required as per Rule 19A of the SCRR, and the Acquirers and PACs will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirers and PACs.

3.2.18. If the Acquirers and PACs acquire Equity Shares of the Target Company during the period of 26 (Twenty-Six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, including subsequent amendments thereto, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

3.2.19. The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, so that the same can be incorporated in the cheques/demand draft/pay order. Further, the Public Shareholders also have the option to submit the said details as specifically mentioned in the Form of Acceptance cum Acknowledgement through electronic mode.

### 3.3. Object of the Offer

3.3.1. The prime object of this Offer is to acquire substantial acquisition of Equity Shares and voting rights accompanied with the partial change in control and complete change in the management of the Target Company.

3.3.2. On August 10, 2016, pursuant to acquisition of equity shares of Kanchenjunga Texturisers Private Limited through off-market transaction, Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4), had been classified as beneficial shareholders of Kanchenjunga Texturisers Private Limited and thus had acquired indirect control over the Target Company due to which open offer had been triggered under the provisions of Regulations 3(1), 4, and 5(1) of the SEBI (SAST) Regulations, and in pursuance of which a public announcement should have had been made on August 10, 2016. However, the Acquirers had failed to make the public announcement, and hence pursuant to this violation, the Acquirers along with PACs are making this Offer at a price of ₹9.80/- (Rupees Nine and Eighty Paise Only) (including interest @ 10.00% (Ten Percent) per annum), by complying with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations. This Offer is being made to comply with the past violation of SEBI (SAST) Regulations.

As on date of this Letter of Offer, Kanchenjunga Texturisers Private Limited, in its corporate capacity holds 74,01,202 (Seventy-Four Lakhs One Thousand Two Hundred and Two) Equity Shares, representing 32.30% (Thirty-Two point Three Zero Percent) of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert as per Regulation 2(1)(q) of the SEBI (SAST) Regulation, the said entity falls under the category of Deemed Person Acting in Concert. However, the said corporate has confirmed that it doesn't intend to participate in this Offer, directly or indirectly, and post-completion of the Offer, shall retain its classification under the 'Promoter and Promoter Group' category of the Target Company.

3.3.3. The Acquirers and PACs have proposed to continue the business as specified under the object clause of Memorandum of Association of the Target Company and may diversify its business activities in the future with the prior approval of the shareholders. The main purpose of this takeover is to expand the Company's business activities in the same or diversified line of business through exercising effective control over the Target Company. However, no firm decision in this regard has been taken or proposed so far.

3.3.4. The Acquirers and PACs along with state that, they do not have any plan to dispose-off or otherwise encumber any significant assets of the Target Company in the succeeding 2 (Two) years from the date of closure of this Offer, except: (a) in the ordinary course of business of the Target Company, and (b) on account of the regulatory approvals or conditions or compliance with any law that is binding on or applicable to the Target company. In the event any substantial asset of the Target Company is to be sold, disposed-off, or otherwise encumbered other than in the ordinary course of business, the Acquirers and PACs undertake that, they shall do so

only upon the receipt of the prior approval of the shareholders of the Target Company through a special resolution in terms of Regulation 25 (2) of the SEBI (SAST) Regulations, and subject to the such other provisions of applicable law as may be required.

- 3.3.5. The Acquirers and PACs have reserved the right to streamline or restructure, pledge, or encumber their holding in the Target Company and/ or the operations, assets, liabilities and/ or the businesses of the Target Company through arrangements, reconstructions, restructurings, mergers, demergers, sale of assets, or undertakings and/ or re-negotiation or termination of the existing contractual or operating arrangements, later in accordance with the relevant applicable laws. Such decisions will be taken in accordance with the procedures set out under the relevant applicable laws, pursuant to business requirements, and in line with opportunities or changes in economic circumstances, from time to time.
- 3.3.6. Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreement, the Acquirers along with PACs shall acquire the entire control of the Target Company and, the Promoter Sellers will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

#### **4. BACKGROUND OF THE ACQUIRERS AND PACs**

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##### **4.1 Mr. Damodarbhair B Patel (Acquirer 1)**

- 4.1.1 Acquirer 1, Mr. Damodarbhair B Patel, s/o Mr. Bhimjibhai Ramjibhai Patel, aged 59 years, is an Indian Resident, bearing PAN 'AEDPP7405H' under the Income Tax Act, 1961, resident at 1 floor, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India with contact number being '+91-9825117444', E-mail address being 'dkutchhi@gmail.com', and bearing DIN '00056513'.
- 4.1.2 Acquirer 1 is a commerce graduate and is also Chairman and Managing Director of the Target Company. He has more than 35 years of experience in the field of real estate and textile business. He is also the Trustee of Ashakta Ashram Charitable Trust which runs a hospital in Surat, Umiya Education & Charitable trust, Valthan, Shri Umiya Parivar Trust, Bhimaji Ramji Charitable trust and Kheta Ramji Charitable Trust. He holds directorship of Aalidhra and Bhavani Clinkers Limited.
- 4.1.3 The Net Worth of Acquirer 1 as on Tuesday, July 05, 2022, is ₹4,73,37,782.00/- (Rupees Four Crores Seventy-Three Lakhs Thirty-Seven Thousand Seven Hundred and Eighty-Two Only) as certified bearing unique document identification number '22173988AMNYJO1659' on Thursday, July 06, 2022, by Chartered Accountant, J. A Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

##### **4.2 Mr. Mohanlal Bhimjibhai Patel (Acquirer 2)**

- 4.2.1 Acquirer 2, Mr. Mohanlal Bhimjibhai Patel, s/o Mr. Bhimjibhai Ramjibhai Patel, aged 59 years, is an Indian Resident, bearing PAN 'AEDPP7400C' under the Income Tax Act, 1961, resident at 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India, with contact number being '+91-9825124707', E-mail address being 'patelmohanlal145@gmail.com', and bearing DIN '00674922'.
- 4.2.2 Acquirer 2 has experience of more than 3 (Three) decades in Real Estate, Wood and Timber Business and has knowledge in the field of import-export, administration, and smooth running of the business, liaison with the stakeholders. He is also a philanthropist associated in the field of health care, education, general donation to the needy family.
- 4.2.3 The Net Worth of Acquirer 2 as on Tuesday, July 05, 2022, is ₹4,81,56,713.00/- (Rupees Four Crores Eighty-One Lakhs Fifty-Six Thousand Seven Hundred and Thirteen Only) as certified bearing unique document identification number '224137988AMNYBA5874' on Wednesday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

##### **4.3 Mr. Viral D Bhavani (Acquirer 3)**

- 4.3.1 Acquirer 3, Mr. Viral D Bhavani, s/o Mr. Damodarbhair Bhimjibhai Patel, aged 38 years, is an Indian Resident, bearing PAN 'AGRPB7643K' under the Income Tax Act, 1961, resident at 14, Mahavir Timber Mart, Hiraram Complex, Suman Desai ni wadi, Khatodra, Surat City, Sagrampura, Putli, Surat – 395002, Gujarat, India, Delhi, India, with contact number being '+91-9925650000', and E-mail address being 'viralbhavani@gmail.com', and bearing DIN '02597320'.
- 4.3.2 Acquirer 3 is a commerce graduate and has completed Master in Business Administration (MBA). He is the Non-Executive director of the Target Company. He has more than 15 years of experience in the field of real estate business. He is good administrator and a leader with expertise in the field of business administration, accounting, and legal matters.

4.3.3 The Net Worth of Acquirer 3 as on Tuesday, July 05, 2022, is ₹2,02,30,776.00/- (Rupees Two Crores Two Lakhs Thirty Thousand Seven Hundred and Seventy-Six Only) as certified bearing unique document identification number '22173988AMOAGF5258' on Wednesday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrapura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

#### 4.4 Sejima Texyarn Private Limited (Acquirer 4)

4.4.1 Acquirer 4, Sejima Texyarn Private Limited, a private limited company incorporated under the provisions of the Companies Act, 1956, bearing CIN 'U17120MH2008PTC180614' and PAN 'AALCS7629H', having its registered office 22, Vikram Apartment, New Maneklal Estate, Near Telephone Exchange, Ghatkopar west, Mumbai – 400086, Maharashtra, India, with contact number being '+91-9879744477', and E-mail address being 'sejimatexyarn@gmail.com'.

4.4.2 The main object of Acquirer 4 as per the Memorandum of Association is *"To carry on in India or abroad, the business of manufacturing, designing, producing, processing, dealing, preprocessing, dyeing, bleaching, reeling, winding, printing, mercerizing, combing, colouring, sanforizing, blending, embroidering, preparing, ginning, pressing, spinning, weaving, cleaning, washing, finishing, calendaring, sizing, embossing, knitting, conning, purifying, disinfecting, scouring, processing, purchasing, selling, contracting, sub-contracting, trading, merchandising, exporting, importing, distributing, and / or otherwise to act as printing agents, buying and selling agents, wholesale and retail dealers and commission agents, showroom owners, indenting agents, and dealing in all types of textile goods, dyed or printed fabrics, lunges, scarves, of all kinds, grey or semi finished fabrics, dress materials, sarees, fabrics, cloths, bed sheets, yarns, made on powerloom, handloom or mill by man made fibres, spun or natural materials like silk, artsilk, nylon, cotton, velvets, chiffon, georgette, gabardine, terry fabrics, suitings, shirtings, wool, viscose, ramie, polyester, rayon, jute, hemp, line, flax, staple fibres, terry-cotton filaments, acrylics, canvas, rowing yarns, cellulose, non-cellulose, dropping, spun and / or synthetic/polyester fibres or man made fibres, cottons, hosiery and filaments or raw materials thereof or any other related materials substances, yarn of all kinds, grey and / or semi finished fabrics, dyed and / or printed fabrics / scarves of all kinds made from any or more of the above said fibers, including goods whether textile, felted, netted, knitted, embossed, looped or embroidered or otherwise and making and preparing of vitriol, bleaching and dyeing materials and substances and all kinds of processed or decorated fabrics and coated or laminated fabrics and readymade garments, fashion wears, daily wears, sportswears, jeans, lace, wearing apparels, underwears, activers, furnishing fabrics, tapestry, carpets, upholstery, waterproof, tent clothes and all types of industrial fabrics/cloths."*

4.4.3 The details pertaining to the securities of Acquirer 4 is specified as under:

Sr. No.	Particulars	Number of securities	Aggregate amount of securities
1.	Authorized share capital		
	Equity shares having face value of ₹10.00/- (Rupees Ten Only)	20,00,000 (Twenty Lakhs)	₹2,00,00,000.00/- (Rupees Two Crores Only)
2.	Issued, subscribed and paid-up share capital		
	Equity shares having face value of ₹10.00/- (Rupees Ten Only)	11,10,060 (Eleven Lakhs Ten Thousand and Sixty)	₹1,11,00,600.00/- (Rupees One Crore Eleven Lakhs and Six Hundred Only)

4.4.5 The shareholding pattern of Acquirer 4 as on the date of Letter of Offer is specified below:

Category	No. of shares	% of voting share capital
<b>A. Promoters</b>		
Mr. Pravin Premjibhai Patel	5,000	0.45%
Mr. Ishwarbhai Vishrambhai Patel	5,000	0.45%
<b>Total Promoter holding</b>	<b>10,000</b>	<b>0.90%</b>
<b>B. Non-Promoter Holding</b>	<b>11,00,060</b>	<b>99.10%</b>
<b>Total shareholding</b>	<b>11,10,060</b>	<b>100.00%</b>

4.4.6 Brief of unaudited and certified financial statements for the year ended March 31, 2022, and the audited financial information for the Financial Years ending March 31, 2021, March 31, 2020, and March 31, 2019, are as follows:

Statement of Profit and Loss				
(₹ in Lakhs)				
Particulars	Unaudited & Certified	Audited Financial Statements for the Financial Year ending March 31		
	2022	2021	2020	2019
Income from Operations		--	--	--
Other Income	9.6	3.49	336.91	4.23
<b>Total Income</b>	<b>9.6</b>	<b>3.49</b>	<b>336.91</b>	<b>4.23</b>
<b>Total Expenditure excluding Interest, Depreciation, and Tax</b>	<b>2.32</b>	<b>2.78</b>	<b>8.88</b>	<b>2.87</b>
<b>Profit/ (Loss) before Interest, Depreciation, and Tax</b>	<b>7.28</b>	<b>0.71</b>	<b>328.03</b>	<b>1.36</b>
Depreciation & Amortization Expenses	1.73	1.73	1.82	1.91
Interest	--	--	--	-
Exceptional Items	--	--	--	--
<b>Profit/ (Loss) before Tax</b>	<b>5.55</b>	<b>-1.02</b>	<b>326.21</b>	<b>-0.55</b>
Current Tax	--	--	-55.03	--
Deferred Tax	--	-0.29	-0.37	-0.42
Taxes for earlier period	--	10.02	--	-
Mat credit	-	-	-0.62	-
<b>Profit/ (Loss) After tax</b>	<b>5.55</b>	<b>-11.33</b>	<b>270.19</b>	<b>-0.97</b>
Other Comprehensive Income	--	--	--	--
<b>Profit/ (Loss) After tax</b>	<b>5.55</b>	<b>-11.33</b>	<b>270.19</b>	<b>-0.97</b>

Balance Sheet				
(₹ in Lakhs)				
Particulars	Unaudited & Certified	Audited Financial Statements for the Financial Year ending March 31		
	2022	2021	2020	2019
<b>(A) Sources of funds</b>				
Paid up share capital	111.00	111.00	111.00	111.00
Reserves & Surplus	692.89	687.33	698.66	428.46
<b>Net Worth</b>	<b>803.89</b>	<b>798.34</b>	<b>809.66</b>	<b>539.46</b>
Current Liabilities	8.69	15.28	125.04	248.74
Non-Current Liabilities	2.31	63.43	1.94	1.57
<b>Total (A)</b>	<b>814.89</b>	<b>877.04</b>	<b>936.64</b>	<b>789.77</b>
<b>(B) Uses of funds</b>				
Net Fixed Assets	314.02	306.22	305.36	350.45
Other Non-Current Assets	-	-	2.48	4.97
Investments	175.01	175.01	175.01	175.01
Current Assets	325.86	395.81	453.79	259.34
<b>Total (B)</b>	<b>814.89</b>	<b>877.04</b>	<b>936.64</b>	<b>789.77</b>

4.4.7 As on date of this Letter of Offer, the Board of Directors of the Acquirer 4 consist of:

Name of the Director	DIN	Age	Date of Appointment	Qualification and Experience
Mr. Pravin Premjibhai Patel	01628436	45 years	March 28, 2008	Mr. Pravin Premjibhai Patel, residing at B-17 Vanita Recidency, Althan Canal Road, Near Janki Park Society, Althan Bhatar, Surat – 395017 Gujarat, aged 45 years is a Commerce Graduate & Diploma engineer in telecommunication having 20 years of experience in telecommunication, Textile, and real estate business. He is also Director in Digipe India Solutions Private Limited.
Mr. Ishwarbhai Vishrambhai Patel	02002063	37 years	May 01, 2008	Mr. Ishwarbhai Vishrambhai Patel, residing at 2nd Floor, Hiramam Complex, Opp. Mahavir Timber, Mart, Mahatma Ind. Estate, Khatodra, Udhna Darwaja, Surat – 395002 Gujarat, aged 37 years



Name of the Director	DIN	Age	Date of Appointment	Qualification and Experience
				is a Commerce Graduate having 15 years of experience in Textile industries and Automobile Industries.

#### 4.5 Mr. Raj Bhavani (PAC 1)

- 4.5.1 PAC 1, Mr. Raj Bhavani, son of Mr. Mohanbhai Bhimjibhai Bhavani, aged 30 years, Indian Inhabitant bearing PAN 'BERPB5202B', and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India., with contact number being '+91- 9824800000', and E-mail address being 'rajbhavani19@gmail.com'.
- 4.5.2 PAC 1 is a commerce graduate and has also completed Master's in business administration (MBA). He has more than 5 (Five) years of experience in the field of real estate business.
- 4.5.3 The Net Worth of PAC 1 as on Tuesday, July 05, 2022, is ₹2,70,43,986.00/- (Rupees Two Crores Seventy Lakhs Forty-Three Thousand Nine Hundred and Eighty-Six Only) as certified bearing unique document identification number '22173988AMNZFY5438' on Thursday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

#### 4.6 Mr. Umang Bhavani (PAC 2)

- 4.6.1 PAC 2, Mr. Umang Bhavani, son of Mr. Mohanbhai Bhimjibhai Bhavani, aged 32 years, Indian Inhabitant bearing PAN 'BEKPB8748F' and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, with contact number being '+91- 9712917444', and E-mail address being 'umangbhavani@gmail.com', and bearing DIN '06834608'.
- 4.6.2 PAC 2 has completed Bachelor of Business Administration and LLB in the year 2015. He has more than 5 (Five) years of experience in the field of real estate business.
- 4.6.3 The Net Worth of PAC 2 as on Tuesday, July 05, 2022, is ₹1,35,87,255.00 /- (Rupees One Crore Thirty-Five Lakhs Eighty-Seven Thousand Two Hundred and Fifty-Five Only) as certified bearing unique document identification number '22173988AMOADE2856' on Thursday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

#### 4.7 Mrs. Hetal Dipeshbhai Bhavani (PAC 3)

- 4.7.1 PAC 3, Mrs. Hetal Dipeshbhai Bhavani, wife of Mr. Dipeshbhai Bhavani, aged 33 years, Indian Inhabitant bearing PAN 'AXGPP8030L', and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India with contact number being '+91-9979905213', and E-mail address being 'hetalp1789@gmail.com'.
- 4.7.2 PAC 3 has completed Bachelor of Commerce in the year 2009. He has more than 5 (Five) years of experience in the field of real estate business.
- 4.7.3 The Net Worth of PAC 3 as on Tuesday, July 05, 2022, is ₹44,82,674.00/- (Rupees Forty-Four Lakhs Eighty-Two Thousand Six Hundred and Seventy-Four Only) as certified bearing unique document identification number '22173988AMNZTQ2549' on Thursday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1st Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

#### 4.8 Mr. Upesh Bhavani (PAC 4)

- 4.8.1 PAC 4, Mr. Upesh Bhavani, son of Mr. Damodarbhai Bhimjibhai Bhavani, aged 31 Years, Indian Inhabitant bearing 'BERPB5146J', and residing at Plot No. 239, Flat No. 4, Hiraram Complex, Suman Desai ni wadi, Opp. Mahavir Timber Mart, Khatodra, Surat City, Sagrampura, Putli, Surat - 395002, Gujarat, India, with contact number being '+91-9879617444', and E-mail address being 'upeshbhavani@yahoo.com', and bearing DIN '07785127'.

- 4.8.2 PAC 4 has completed Bachelor of Business Administration. He has more than 5 (Five) years of experience in the field of real estate business.
- 4.8.3 The Net Worth of PAC 4 as on Tuesday, July 05, 2022, is ₹70,39,456.00.00/- (Rupees Seventy Lakhs Thirty-Nine Thousand Four Hundred and Fifty-Six Only) as certified bearing unique document identification number '22173988AMNYNZ2394' on Thursday, July 06, 2022, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1<sup>st</sup> Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrapura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.

#### 4.9 Acquirers and PACs' Confirmations and Undertakings

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

- 4.9.1 The Acquirers are related to each other in the manner tabled as below:

Related Parties	Virtue of Relationship
Acquirer 1 and Acquirer 3	Father and Son
Acquirer 1 and Acquirer 2	Brothers
Acquirer 3 and Acquirer 4	Acquirer 3 is the shareholder of Acquirer 4
Acquirer 1 and Acquirer 3	Common directorship in the Target Company

- 4.9.2 They do not belong to any group.
- 4.9.3 As specifically stated under Paragraph 3.1.6. on page 12 of the Letter of Offer, the Acquirers and PACs are forming a part of the present promoters and promoter group of the Target Company.
- 4.9.4 As specifically stated under Paragraph 4.9.3. on page 20 of this Letter of Offer, they are related to the Promoters and members of the Promoter Group, directors, or any key employees of the Target Company. Further, Acquirer 1 and Acquirer 3, are also additionally acting in the capacity of directorship in the Target Company.
- 4.9.5 They have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of SEBI Act or under any other Regulations made under SEBI Act.
- 4.9.6 There are no directions subsisting or proceedings pending against them in terms of the provisions of SEBI Act or under any other Regulations made under SEBI Act.
- 4.9.7 They have not been categorized nor are appearing in the 'Wilful Defaulter or a Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on Wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.
- 4.9.8 They have not been declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.9.9 They will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 4.9.10 They have not acquired any Equity Shares from the date of Public Announcement till the date of this Letter of Offer.

#### 5. BACKGROUND OF THE TARGET COMPANY

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

- 5.1 The Target Company is a public limited company which was incorporated under the provisions of Companies Act, 1956, under the name and style of 'The Baroda Rayon Corporation Limited', bearing Corporate Identification Number 'L45100GJ1958PLC000892' vide Certificate of Incorporation bearing registration number '11101 of 1958-59 vide certificate dated May13, 1958, issued by Registrar of Companies, Bombay. The registered office of the Target Company is situated at P.O. Baroda Rayon, Udhna, Dist. Surat- 394220, Gujarat, India, with the contact details being, E-mail Address 'brcsurat@gmail.com', contact number '+0261-2899555' and website 'www.brcl.in'. The Equity Shares of the Target Company are presently listed on BSE Limited.
- 5.2 The main object of the Target Company as per the Clause III (1) of the Memorandum of Association of the Target Company, is "To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, exporting, processing, twisting or otherwise handling or dealing in Rayon Yarn (also known as Continuous-Filament Rayon or Artificial Silk Yarn and which expression shall include all Synthetic Fibre or Fibres whatsoever for Textile use), Staple Fibre, Staple Fibre Yarn (also known as

*Spun Rayon), and such other Fibre, Fibres or Fibrous materials or allied products, by-products or substances or substitutes for all of any of them, or Yarn or Yarns for Textile or other use, as may be practicable or deemed expedient..”*

5.3 The Equity Shares bearing ISIN ‘INE461A01024’, Scrip Code ‘500270’ and Scrip ID ‘BARODARY’. The Target Company has already established connectivity with the Depositories.

5.4 The share capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Equity Shares	Aggregate amount of Equity Shares	Voting Share Capital
1.	Authorized Equity Share capital	15,00,00,000 (Fifteen Hundred Lakhs)	₹1,50,00,00,000.00/- (Rupees Fifteen Thousand Lakhs Only)	100.00% (Hundred Percent)
2.	Issued, subscribed, and paid-up Equity Share capital	2,29,11,359 (Two Crores Twenty-Nine Lakhs Eleven Thousand Three Hundred and Fifty-Nine)	₹22,91,13,590.00/- (Rupees Twenty-Two Crores Ninety-One Lakhs Thirteen Thousand Five Hundred and Ninety Only)	100.00% (Hundred Percent)

5.5 As on date of this Letter of Offer, the Target Company doesn’t have:

5.5.1 Any partly paid-up equity shares;

5.5.2 Outstanding instruments in warrants, or options or fully or partly convertible debentures/preference shares/ employee stock options, etc., which are convertible into Equity Shares at a later stage;

5.5.3 Equity Shares which are forfeited or kept in abeyance;

5.5.4 Equity Shares which are subject to any lock-in obligations;

5.5.5 Outstanding Equity Shares that have been issued but not listed on BSE Limited;

5.5.6 Depository receipts of the Equity Shares issued in foreign countries;

5.5.7 Any relevant clauses in the Articles of Association restricting the Offer.

5.6 Pursuant to Notice No 20220520-39 dated May 20, 2022, the suspension in trading of Equity Shares of the Target Company has been revoked from BSE Limited w.e.f. May 30, 2022.

5.7 Based on the information available from BSE Limited, the Equity Shares of the Target Company are infrequently traded on BSE Limited within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations.

5.8 The Target Company is not registered with any regulatory or governmental authority in any capacity and hence is not required to obtain any No Objection Certificate from any regulatory or governmental authority for effecting change in control of the Target Company.

5.9 The Target Company, and its Promoters, and its directors and key managerial personnel are not declared as ‘Fugitive Economic Offenders’ under Section 12 of the Fugitive Economic Offenders Act, 2018 nor have he has been categorized nor are appearing in the ‘Wilful Defaulter or Fraudulent Borrower’ list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by SEBI.

5.10 As on the date of this Letter of Offer, there are no directions subsisting or proceedings pending against the Target Company and its Promoters, including existing Promoter Sellers, and its directors and key managerial personnel, under the SEBI Act and the regulations made thereunder or by any other regulator.

5.11 The Promoter and Promoter Group of the Target Company have failed to file the necessary disclosures in accordance with the provisions of Chapter V of the SEBI (SAST) Regulations for the Financial Year 2014-15. As on date no action has been initiated by SEBI, however, SEBI may initiate appropriate action against the Promoters and Acquirers for the aforesaid violation in terms of the SEBI (SAST) Regulations and provisions of the SEBI Act.

5.12 Since the Target Company had been suspended no action had been taken by BSE Limited for non-compliance of payment of annual listing fees in accordance with the provisions of SEBI (LODR) Regulations vide its notice number ‘20210407-28’ dated Wednesday, April 07, 2021. Further, a penalty of amount of ₹9,97,487.00/- (Rupees Nine Lakhs Ninety-Seven Thousand Four Hundred and Eighty-Seven Only) for non-payment of annual listing fee since 2007 had been paid off by the Target Company, and the levied fee

of ₹33,04,000.00/- (Rupees Thirty-Three Lakhs Four Thousand Only) by BSE Limited for reinstatement of Target Company, revocation of suspension for trading in Equity Shares of the Target Company, which had been duly paid-off and in pursuance of which the said Target Company was reinstated for trading by BSE Limited. Additionally, the Target Company has failed to comply with the provisions of Regulation 31 (2) of the SEBI (LODR) Regulations, as the Equity Shares held by the Promoters and members of the Promoter Group of the Target Company are not yet held in dematerialized form.

5.13 Except as stated above in Paragraph 5.11 and 5.12 on page 21 of the Letter of Offer, the Target Company has complied with the provisions of SEBI (LODR) Regulations in the preceding 8 (Eight) Financial Years and no penalties had been or have been levied by SEBI/ RBI or any other regulatory body against the Target Company and its Promoters, including existing Promoter Sellers, and its directors and/or key managerial personnel in the preceding 8 (Eight) Financial Years.

5.14 The Target Company has not been a party to any scheme of amalgamation, restructuring, merger / de-merger, buy-back, and spin-off during the last 3 (Three) years.

5.15 The present Board of Directors of the Target Company are as follows:

Sr. No.	Names of the directors	Date of initial appointment	Director Identification Number	Designation
1.	Mr. Damodarbai Patel	10 <sup>th</sup> March, 2008	00056513	Executive Director, Chairperson and Managing Director
2.	Mr. Bhavanjibhai Patel	10 <sup>th</sup> March, 2008	01690183	Non-Executive and Independent Director
3.	Mr. Bhaveshbhai Patel	09 <sup>th</sup> May, 2011	03270321	Non-Executive and Independent Director
4.	Mr. Jayantilal Patel	28 <sup>th</sup> July, 2012	05339476	Non-Executive and Independent Director
5.	Mrs. Vidhya Bhavani	29 <sup>th</sup> April, 2015	07159576	Non-Executive and Non-Independent Director
6.	Mr. Viral Bhavani	10 <sup>th</sup> November, 2020	02597320	Whole-Time Director*

\*Subject to approval of the members of the Target Company in the ensuing Annual General Meeting proposed to be held on Wednesday, September 28, 2022.

5.16 Financial Information

The financial details of the Target Company the audited Financial Statements for the last 3 (Three) Financial Years ended March 31, 2022, March 31, 2021, and March 31, 2020, are as follows:

Statement of Profit and Loss			
Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2022	2021	2020
Income from Operations	--	--	--
Other Income	4,098.08	288.95	10.56
<b>Total Income</b>	<b>4,098.08</b>	<b>288.95</b>	<b>10.56</b>
<b>Total Expenditure excluding Interest, Depreciation, and Tax</b>	<b>(32,724.49)</b>	<b>12,216.75</b>	<b>224.78</b>
<b>Profit/ (Loss) before Interest, Depreciation, and Tax</b>	<b>36822.98</b>	<b>(11,927.8)</b>	<b>(214.23)</b>
Depreciation & Amortization Expenses	--	--	--
Interest	612.95	56.24	38.70
Exceptional Items	1,248.54	(381.81)	2057.65
<b>Profit/ (Loss) before Tax</b>	<b>37,458.57</b>	<b>(11984.04)</b>	<b>(252.93)</b>
Current Tax	--	--	--
Deferred Tax	--	--	--
Taxes for earlier period	--	--	--
<b>Profit/ (Loss) After tax</b>	<b>37,458.57</b>	<b>(12,365.85)</b>	<b>1,804.72</b>
Other Comprehensive Income	--	--	--
<b>Profit/ (Loss) After tax</b>	<b>37,458.57</b>	<b>(12,365.85)</b>	<b>1,804.72</b>

Balance Sheet			
(₹ in Lakhs)			
Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2022	2021	2020
<b>(A) Sources of funds</b>			
Paid up share capital	2,291.14	2,291.14	2,291.14
Reserves & Surplus	207.89	(37,250.68)	(24,884.84)
<b>Net Worth</b>	<b>2,499.03</b>	<b>(34,959.55)</b>	<b>(22,593.70)</b>
Current Liabilities	16,484.47	24,989.35	12,714.83
Non-Current Liabilities	22,517.39	20,205.18	19,040.15
<b>Total (A)</b>	<b>41,500.89</b>	<b>10,234.98</b>	<b>9,161.28</b>
<b>(B) Uses of funds</b>			
Net Fixed Assets	244.40	4,095.92	6,287.91
Other Financial Assets	719.61	322.99	344.73
Income Tax Assets	--	--	--
Investments	666.23	599.91	599.91
Current Assets	39,870.66	5,216.16	1,928.73
<b>Total (B)</b>	<b>41,500.89</b>	<b>10,234.98</b>	<b>9,161.28</b>

Particulars	Audited Financial Statements for the Financial Year ending March 31		
	2022	2021	2020
Total Revenue	4,098.08	288.95	10.56
Net Earnings or Profit/(Loss) after tax	37,458.57	(12,365.85)	1,804.72
Earnings per Share (EPS)	158.04	(52.31)	7.88
Net Worth	2,499.03	(34,959.55)	(22,593.70)

- a) The financial information set forth above has been extracted from the audited financial statements for the Financial Years ending March 31, 2022, 2021, and 2020, as audited by the statutory auditors of the Target Company.
- b) There are no major contingent liabilities existing in the Target Company.

**5.17 The pre-Offer and post-Offer shareholding of the Target Company (based on the issued, subscribed, and paid-up Equity Share capital and Voting Share capital), is as per the shareholding pattern filed for the quarter ending June 30, 2022, and assuming full acceptance under this Offer is as specified below:**

Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
<b>1. Promoter and Promoter Group</b>								
<b>a) Parties to the Share Purchase Agreement</b>								
Shivalik Golf & Forest Resorts Private Limited	26,20,000	11.44%	26,20,000	11.44%	--	--	--	--
Gaekwad Investments Corporation Private Limited	4,53,255	1.98%	4,53,255	1.98%	--	--	--	--
Gokarna Investment	62,156	0.27%	62,156	0.27%	--	--	--	--

Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
s Private Limited								
Annapurna Texturisers Private Limited	37,259	0.16%	37,259	0.16%	--	--	--	--
Harmony Investments Private Limited	89,449	0.39%	89,449	0.39%	--	--	--	--
Sangramsinh P Gaekwad	60,810	0.27%	60,810	0.27%	--	--	--	--
Indreni Holdings Private Limited	38,377	0.17%	38,377	0.17%	--	--	--	--
Sangramsinh Gaekwad (HUF)	18,376	0.08%	18,376	0.08%	--	--	--	--
Pratapsinh Sangramsinh Gaekwad	14,618	0.06%	14,618	0.06%	--	--	--	--
Prasang Holdings Private Limited	14,478	0.06%	14,478	0.06%	--	--	--	--
Asha Raje Gaekwad	10,000	0.04%	10,000	0.04%	--	--	--	--
Tapti Synthetics Private Limited	6,120	0.03%	6,120	0.03%	--	--	--	--
Priyadarshini Raje Scindia	4,620	0.02%	4,620	0.02%	--	--	--	--
<b>Total (a)</b>	<b>34,29,518</b>	<b>14.97%</b>	<b>(34,29,518)</b>	<b>(14.97%)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>b) Promoters other than (a) above#</b> <i>(The said Promoters other than (a) above# shall file reclassification application with BSE Limited, for declassifying themselves from the Promoter and Promoter Group category of the Target Company and reclassifying them into the public shareholding category of the Target Company)</i>								
Samarjitsinh R Gaekwad	170	0.0%	--	--	--	--	170	0.0%
Ganesh Kumari Shreshtha (Now Deceased)	285	0.0%	--	--	--	--	285	0.0%
<b>Total (b)</b>	<b>455</b>	<b>0.0%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>455</b>	<b>0.0%</b>
<b>Total 1</b>	<b>34,29,973</b>	<b>14.97%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>455</b>	<b>0.0%</b>



Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
<b>2. Acquirers &amp; PACs</b>								
Mr. Damodarbai B Patel (Acquirer 1)	--	--	14,22,670	6.21%	59,56,953	26.00%	1,39,64,471	60.95%
Mr. Mohanlal Bhimjibhai Patel (Acquirer 2)	27,000	0.12%	10,47,399	4.57%				
Mr. Viral D Bhavani (Acquirer 3)	--	--	9,59,449	4.19%				
Sejima Texyarn Private Limited (Acquirer 4)	44,17,500	19.28%	--	--				
Mr. Raj Bhavani (PAC 1)	40,500	0.18%	--	--				
Mr. Umang Bhavani (PAC 2)	40,500	0.18%	--	--				
Mrs. Hetal Dipeshbhai Bhavani (PAC 3)	9,000	0.03%	--	--				
Mr. Upesh Bhavani (PAC 4)	43,500	0.19%	--	--				
<b>Total 2</b>	<b>45,78,000</b>	<b>19.98%</b>	<b>34,29,518</b>	<b>14.97%</b>	<b>59,56,953</b>	<b>26.00%</b>	<b>1,39,64,471</b>	<b>60.95%</b>
<b>3. Parties other than 1 &amp; 2</b>								
Kanchenjunga Texturisers Pvt Ltd*	74,01,202	32.30%	--	--	--	--	74,01,202	32.30%
Shree Durga Ind Controls P Ltd	61,972	0.27%	--	--	--	--	61,972	0.27%
<b>Total 3</b>	<b>74,63,174</b>	<b>32.57%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>74,63,174</b>	<b>32.57%</b>
<b>4. Public (other than Parties to Agreement and Acquirers and PACs) #</b>								
a. FIs/ MFs/ FIIs/ Banks/ SFIs	3,40,205	1.48%	--	--	(59,56,953)	(26.00%)	--	--

Shareholders' Category	Shareholding/voting rights prior to the SPA/ acquisition and Offer		Shares/voting rights agreed to be acquired which triggered off the SEBI (SAST) Regulations		Shares/voting rights to be acquired in Offer (assuming full acceptances)		Shareholding /voting rights after Acquisition and Offer (A+B+C)	
	(A)		(B)		(C)		(D)	
	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding	No. of Equity Shares	% of Equity Shareholding
(Indicate names)								
(i) Mutual Funds	3,627	0.02%						
(ii) Financial Institutions / Banks	39,647	0.17%						
(iii) Insurance Companies	2,96,931	1.30%						
b. Central Government/ State Government (s)/ President of India	145	0.00%						
c. Non-institutions								
(i) Individual share capital upto ₹2,00,000.00/-	20,14,740	8.79%						
(ii) Non-institutions Individual share capital more than ₹2,00,000.00/-	7,17,238	3.13%						
NBFCs registered with RBI	7,245	0.03%						
d. Any Other	45,40,489	19.82%						
<b>Total (4) (a+b)</b>	<b>74,40,212</b>	<b>32.47%</b>	<b>--</b>	<b>--</b>	<b>(59,56,953)</b>	<b>(26.00%)</b>	<b>14,83,259</b>	<b>6.47%</b>
<b>GRAND TOTAL (1+ 2+ 3+ 4)</b>	<b>2,29,11,359</b>	<b>100.00%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>2,29,11,359</b>	<b>100.00%</b>

**Notes:**

#The Promoters and Promoter Sellers, are not eligible to participate in this Offer in accordance with the provisions of the SEBI (SAST) Regulations and shall make an application for declassifying themselves from the 'promoter and promoter group' to the 'public category' of the Target Company, in accordance with the provisions of Regulation 31A of SEBI (LODR) Regulations.

Further, the Acquirers and PACs are also not eligible for participating in this Offer in accordance with the provisions of the SEBI (SAST) Regulations, and shall be liable to make an application for classifying themselves as the 'promoter and promoter group' of the Target Company, in accordance and compliance with the provisions of Regulation 31A of the SEBI (LODR) Regulations.

As on date of this Letter of Offer, Kanchenjunga Texturisers Private Limited, in its corporate capacity holds 74,01,202 (Seventy-Four Lakhs One Thousand Two Hundred and Two) Equity Shares, representing 32.30% (Thirty-Two point Three Zero Percent) of the Voting Share Capital of the Target Company. By virtue of the definition of Persons Acting in Concert as per Regulation 2(1)(q) of the SEBI (SAST) Regulation, the said entity falls under the category of Deemed Person Acting in Concert. However, the said corporate has confirmed that it doesn't intend to participate in this Offer, directly or indirectly, and post-completion of the Offer, shall retain its classification under the 'Promoter and Promoter Group' category of the Target Company.

There are 78,872 (Seventy-Eight Thousand Eight Hundred and Seventy-Two) Public Shareholders as on the Identified Date.

5.18 The details of trading in the Equity Shares of the Target Company on various dates have been tabulated as under:

Sr. No.	Particulars	Date of Trading	Closing Market Price
1	On the date of Public Announcement	Wednesday, July 06, 2022	₹12.16/-
2	On the trading day after Public Announcement	Thursday, July 07, 2022	₹12.76/-
3	On the date of Detailed Public Statement	Tuesday, July 12, 2022	₹14.75/-
4	On the trading day after Detailed Public Statement	Wednesday, July 13, 2022	₹15.48/-

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1. Justification of the Offer Price

6.1.1. The Equity Shares bearing ISIN 'INE461A01024', and Scrip ID 'BARODARY' are presently listed on BSE Limited, additionally with Scrip Code '500270' on BSE Limited. The Target Company has already established connectivity with the Depositories.

6.1.2. The trading turnover in the Equity Shares of the Target Company on BSE Limited having nationwide trading terminal based on trading volume during the 12 (Twelve) calendar months prior to the month of the Public Announcement Thursday, July 01, 2021, to Thursday, June 30, 2022, have been obtained from www.bseindia.com, the details of which are specified as below:

Stock Exchanges	Total no. of Equity Shares traded during the 12 (Twelve) calendar months prior to the month of the Public Announcement	Total no. of listed Equity Shares	Trading turnover (as % of Equity Shares listed)
BSE Limited	1,394 (One Thousand Three Hundred and Ninety-Four)	2,29,11,359 (Two Crores Twenty-Nine Lakhs Eleven Thousand Three Hundred and Fifty-Nine)	0.006% (Zero Point Zero Zero Six)

Based on the information provided above, the Equity Shares of the Target Company are infrequently traded on the BSE Limited in accordance with the provisions of Regulation 2(1)(j) of the SEBI (SAST) Regulations.

6.1.3. The Offer Price of ₹9.80/- (Rupees Nine and Eighty Paise Only) has been determined considering the parameters as set out under Regulations 8 of the SEBI (SAST) Regulations, being highest of the following:

Sr. No.	Particulars	Price (as on March 31, 2016)	Price (as on March 31, 2022)
1.	Negotiated Price under the Share Purchase Agreement attracting the obligations to make a Public Announcement for the Offer	Not Applicable	₹6.00/- (Rupees Six Only)
2.	The volume-weighted average price paid or payable for acquisition(s) by the Acquirers along with PACs, during the 52 (Fifty-Two) weeks immediately preceding the date of Public Announcement	Not Applicable	Not Applicable
3.	The highest price paid or payable for any acquisition by the Acquirers along with PACs, during the 26 (Twenty-Six) weeks immediately preceding the date of Public Announcement	Not Applicable	Not Applicable
4.	The volume-weighted average market price of Equity Shares for a period of 60 (Sixty) trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company are recorded during such period, provided such shares are frequently traded	Not Applicable	Not Applicable

Sr. No.	Particulars	Price (as on March 31, 2016)	Price (as on March 31, 2022)
5.	Where the Equity Shares are not frequently traded, the price determined by the Acquirers along with PACs and the Manager considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of Equity Shares	Loss of ₹(76.96)/- (Seventy-Six Rupees and Ninety-Six Paise Only)	Loss of ₹(21.53)/- (Twenty-One Rupees and Fifty-Three Paise Only)

*\*Chartered Accountant Bhavesh Mansukhbhai Rathod, Proprietor of Bhavesh Rathod & Co. Chartered Accountants, bearing Firm Registration number '142046W', IBBI Registered Valuer Registration number 'IBBI/IPA-001/IP-P01200/2018-2019/11910' and having his office at A/101, Shelter Co-operative Housing Society Limited, CSC Road, Opposite Shakti Nagar, Dahisar (East), Mumbai – 400068, Maharashtra, India with the Email address being infor.cabhavesh@gmail.com, through his valuation report dated Wednesday, July 06, 2022, has certified that the fair value of the Equity Share of Target Company is ₹(21.53)/- (Rupees Negative Twenty-One Point Five Three Only) per Equity Share.*

6.1.4. On August 10, 2016, pursuant to acquisition of equity shares of Kanchenjunga Texturisers Private Limited through off-market transaction, Mr. Raj Bhavani (PAC 1), Mr. Umang Bhavani (PAC 2), Mrs. Hetal Bhavani (PAC 3), and Mr. Upesh Bhavani (PAC 4), had been classified as beneficial shareholders of Kanchenjunga Texturisers Private Limited and thus had acquired indirect control over the Target Company due to which open offer had been triggered under the provisions of Regulations 3(1), 4, and 5(1) of the SEBI (SAST) Regulations, and in pursuance of which a public announcement should have had been made on August 10, 2016. However, the Acquirers had failed to make the public announcement, and hence pursuant to this violation, the Acquirers along with PACs are making this Offer at a price of ₹9.80/- (Rupees Nine and Eighty Paise Only) (including interest @ 10.00% (Ten Percent) per annum), by complying with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations, the details of which are specified as under:

<b>Date of Purchase (Trigger Date)</b>	Wednesday, August 10, 2016
<b>Current date of Public Announcement</b>	Wednesday, July 06, 2022
<b>Number of days of delay for making a public announcement</b>	2,156 (Two Thousand One Hundred and Fifty-Six) Days
<b>Offer Price as on trigger date</b>	Re.1.00/- (Rupee One Only) per Equity Share
<b>Offer Price as on the date of the Public ANnouncement</b>	₹6.00/- (Rupees Six Only)
<b>Fair Value as on the date of Public ANnouncement</b>	₹(21.53)/- (Rupees Negative Twenty-One Point Five Three Only)
<b>Offer Price</b>	₹6.00/- (Rupees Six Only)
<b>Interest @ 10.00% (Ten Percent) per annum in accordance with the provisions of Regulations 18 (11A) of SEBI (SAST) Regulations</b>	₹3.79/- (Three Rupees and Seventy-Nine Paise)
<b>Total</b>	₹9.79/- (Nine Rupees and Seventy-Nine Paise)
<b>Offer Price including interest</b>	₹9.80/- (Nine Rupees and Eighty Paise)

6.1.5. In view of the parameters considered and presented in the table above, in the opinion of the Acquirers and Manager, the Offer Price of ₹9.80/- (Nine Rupees and Eighty Paise) per Equity Share being the highest of the prices mentioned above is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations and is payable in cash.

6.1.6. As of the date of this Letter of Offer, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers along with PACs would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations.

6.1.7. There have been no corporate actions by the Target Company warranting adjustment of any of the relevant price parameters under Regulation 8 (9) of the SEBI (SAST) Regulations. The Offer Price may be adjusted in the event of any corporate actions like bonus, rights issue, stock split, consolidation, dividend, demergers, reduction, etc. where the record date for effecting such corporate actions falls between the date of this Letter of Offer up to 3 (Three) Working Days prior to the commencement of the Tendering Period of the Offer, in accordance with Regulation 8 (9) of the SEBI (SAST) Regulations.

6.1.8. In the event of any acquisition of Equity Shares by the Acquirers along with PACs during the Offer Period, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However, the Acquirers shall not acquire any Equity Shares after the 3<sup>rd</sup> (Third) Working Day prior to the commencement and until the expiry of the Tendering Period of this Offer.

6.1.9. As of the date of this Letter of Offer, 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 in accordance with the provisions of Regulation 18 (4) of the SEBI (SAST) Regulations. Such revision would be done in compliance with other formalities prescribed under the SEBI (SAST)

Regulations. In the event of such revision, the Acquirers and PACs shall: (i) make corresponding increase to the escrow amount (ii) make an announcement in the Newspapers; and (iii) simultaneously notify the BSE Limited, and the Target Company at its registered office of such revision.

6.1.10. If the Acquirers acquire Equity Shares during the period of 26 (Twenty-Six) weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers will pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Offer within 60 (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, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchanges, not being negotiated acquisition of Equity Shares of the Target Company in any form.

## **6.2. Financial Arrangements**

6.2.1. In terms of Regulation 25(1) of the SEBI (SAST) Regulations, the Acquirers along with PACs have adequate financial resources and have made firm financial arrangements for the implementation of the Offer in full out of their own sources/ Net-worth and no borrowings from any Bank and/ or Financial Institutions are envisaged, by Chartered Accountant, J.A. Chevli bearing membership number '173988', partner of M/s Kansariwala & Chevli, (Chartered Accountants) bearing firm registration number '123689W' having their office located at 2/1447, 'Utkarsh', 1<sup>st</sup> Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com', vide certificates dated Wednesday, July 06, 2022 has certified that sufficient resources are available with the Acquirers and PACs, and for fulfilling their Offer obligations in full.

6.2.2. The maximum consideration payable by the Acquirers to acquire up to 59,56,953 (Fifty-Nine Lakhs Fifty-Six Thousand Nine Hundred and Fifty-Three) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company at the Offer Price of ₹9.80/- (Rupees Nine and Eighty Paise Only) per Offer Share, assuming full acceptance of the Offer aggregating to ₹5,83,78,139.40/- (Five Crores Eighty-Three Lakhs Seventy-Eight Thousand One Hundred and Thirty-Nine Rupees and Forty Paise Only). In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirers have opened an Escrow Account under the name and style of 'BRC - Open Offer Escrow Account' with Axis Bank Limited and have deposited an amount of ₹1,57,63,000.00/- (Rupees One Crore Fifty-Seven Lakhs and Sixty-Three Thousand Only) i.e., more than 25.00% of the total consideration payable in the Offer, assuming full acceptance.

6.2.3. The Manager is authorized to operate the Escrow Account to the exclusion of all others and been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.4. Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to offer is satisfied about the ability of the Acquirers to fulfill their obligation in respect of this Offer in accordance with the SEBI (SAST) Regulations.

6.2.5. In case of upward revision of the Offer Price and/ or the Offer Size, the Acquirers would deposit additional appropriate amount into an Escrow Account to ensure compliance with Regulation 18 (5) of the SEBI (SAST) Regulations, prior to effecting such revision.

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

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7.1. The Letter of Offer will be mailed to all those Public Shareholders of the Target Company whose names appear on the Register of Members and to the beneficial owners of the Equity Shares of the Target Company whose names appear on the beneficial records of the Depository Participant, at the close of business hours on Friday, September 09, 2022.

7.2. Accidental omission to dispatch the Letter of Offer or the non-receipt or delayed receipt of the Letter of Offer will not invalidate this Offer in any way.

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

### **7.4. Locked-in Shares**

None of the Equity Shares of the Target Company are subject to lock-in.

### **7.5. Eligibility for accepting the Offer**

7.5.1. The Letter of Offer shall be mailed to all the Public Shareholders and/or beneficial owners holding Equity Shares in dematerialized form whose names appear in register of Target Company as on Friday, September 09, 2022, the Identified Date.

7.5.2. This Offer is also open to persons who own Equity Shares but are not registered Public Shareholders as on the Identified Date.

- 7.5.3. All Public Shareholders and/or beneficial owners who own Equity Shares of the Target Company any time before the closure of this Offer are eligible to participate in this Offer.
- 7.5.4. The Acquirers have appointed Link Intime India Private Limited, as the Registrar to the Offer, having their office located at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India, with contact number being '+91-022-4918-6200', and Email Address being 'barodarayon.offer@linkintime.co.in' and website 'www.linkintime.co.in'. The contact person Mr. Sumeet Deshpande can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.
- 7.5.5. The Offer Documents will also be available and accessible on the websites of SEBI at 'www.sebi.gov.in.', BSE at 'www.bseindia.com', and Manager at 'www.capitalsquare.in'. In case of non-receipt of the Letter of Offer, all Public Shareholders including unregistered Public Shareholders, if they so desire, may download the Letter of Offer, the Form of Acceptance from the website of SEBI for applying in this Offer.
- 7.5.6. Unregistered Public Shareholders, those who hold in street name and those who apply in plain paper will not be required to provide any indemnity. They may follow the same procedure mentioned above for registered Public Shareholders.
- 7.5.7. The acceptance of this Offer by the Public Shareholders of 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.
- 7.5.8. The acceptance of this Offer is entirely at the discretion of the Public Shareholder(s)/beneficial owner(s) of Target Company.
- 7.5.9. The Acquirers, Manager, or the Registrar accept no responsibility for any loss of Equity Share certificates, Offer Acceptance Forms, and Share Transfer Deed, etc., during transit and the Public Shareholders of Target Company are advised to adequately safeguard their interest in this regard.
- 7.5.10. The acceptance of Equity Shares tendered in this Offer will be made by the Acquirers in consultation with the Manager.
- 7.5.11. The instructions, authorizations and provisions contained in the Form of Acceptance constitute part of the terms of this Offer.

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

- 7.6.1. To the best of the knowledge and belief of the Acquirers, as on the date of this Letter of Offer, there are no statutory or other approvals required for implementing the Offer. If any statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such statutory approvals.
- 7.6.2. If the holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, and FIIs) required and received any approvals (including from the RBI, the FIPB, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender their Equity Shares held by them in this Offer, along with other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer.
- 7.6.3. The Acquirers in terms of Regulation 23 of SEBI (SAST) Regulations, will have a right not to proceed with this Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal, a public announcement will be made within 2 (Two) Working Days of such withdrawal, in the same newspapers in which the Detailed Public Statement had appeared.
- 7.6.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirers along with PACs, or failure of the Acquirers and PACs to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of the provisions of Regulation 18 (11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, the provisions of Regulation 17 (9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture. Further, where any statutory approval extends to some but not all of the Public Shareholders, the Acquirers shall have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.

#### **8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER**

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- 8.1. This Offer will be implemented by the Acquirers, through stock exchange mechanism as provided under Acquisition Window Circulars.
- 8.2. BSE shall be the designated stock exchange for the purpose of tendering Equity Shares in this Offer.



- 8.3. The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE, in the form of a separate window.
- 8.4. For implementation of this Offer, the Acquirers have appointed Nikunj Stock Brokers Limited through whom the purchases and settlements on account of this Offer would be made by the Acquirers. The contact details of the Buying Broker are as follows:

<b>Name</b>	Nikunj Stock Brokers Limited
<b>Address</b>	A-92, Gf, Left Portion, Kamla Nagar, New Delhi-110 007, India
<b>Contact Number</b>	011-47030000-01
<b>Email Address</b>	info@nikunjonline.com
<b>Contact Person</b>	Mr. Pramod Kumar Sultania

- 8.5. All the Public Shareholders who desire to tender their Equity Shares under this Offer would have to approach their respective stockbrokers, during the normal trading hours of the secondary market during the Tendering Period.
- 8.6. The Acquisition Window provided by the BSE shall facilitate placing of sell orders. The Selling Brokers can enter orders for dematerialized Equity Shares only.
- 8.7. The cumulative quantity tendered shall be displayed on the BSE's website throughout the trading session at specific intervals by the BSE during Tendering Period.
- 8.8. Equity Shareholders can tender their Equity Shares only through a broker with whom the shareholder is registered as client (KYC Compliant).

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

- 8.9.1. In accordance with the Frequently Asked Questions issued by SEBI, 'FAQs – Tendering of physical shares in buyback offer/ open offer/ exit offer/ delisting dated February 20, 2020' and SEBI circular bearing reference number 'SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020', shareholders holding securities in physical form are allowed to tender shares in the open offer through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.
- 8.9.2. Public Shareholders who are holding physical Equity Shares and intend to participate in this Offer shall approach Selling Broker. The Selling Broker should place bids on the BSE's platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of Equity Shares etc.
- 8.9.3. After placement of order, the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance-cum-Acknowledgement duly completed and signed in accordance with the instructions contained therein the along with the complete set of documents for verification procedures to be carried out, namely being: (a) original share certificate(s), (b) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Target Company, (c) self-attested copy of the shareholder's PAN Card, and (d) TRS, any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than closure of the Tendering Period latest by 5:00 PM (Indian Standard Time). The envelope should be superscripted as '**BRC OPEN OFFER**'. One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Selling Broker.
- 8.9.4. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (a) valid Aadhar Card; (b) Voter Identity Card; or (c) Passport.
- 8.9.5. Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for this Offer shall be subject to verification by the Registrar. On receipt of the confirmation from the Registrar, the bid will be accepted else rejected and accordingly the same will be depicted on the BSE platform.
- 8.9.6. Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Escrow Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.
- 8.9.7. Public Shareholders should also provide all relevant documents, which are necessary to ensure transferability of Equity Shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):

- a) Duly attested death certificate and succession certificate (for single shareholder) in case the original shareholder has expired;
- b) Duly attested power of attorney if any person apart from the shareholder has signed acceptance form or transfer deed(s);
- c) No objection certificate from any lender, if the Equity Shares in respect of which the acceptance is sent, were under any charge, lien, or encumbrance;

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

- 8.10.1. The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker/ Seller Member, indicating details of Equity Shares they wish to tender in this Offer.
- 8.10.2. The Seller Member would be required to place a bid on behalf of the Public Shareholders who wish to tender their Equity Shares in this Offer using the Acquisition Window of the BSE Limited.
- 8.10.3. The lien shall be marked in demat account of the Eligible Public Shareholders for the Equity Shares tendered in this Offer. The details of Equity Shares marked as lien in the demat account of the Eligible Public Shareholders shall be provided by Depositories to the Clearing Corporation.
- 8.10.4. In case, the demat account of the Eligible Public Shareholders is held in one depository and clearing member pool and clearing corporation account is held with another depository, the Equity Shares tendered under this Offer shall be blocked in the Public Shareholders demat account at the source depository during the Tendering Period. Inter Depository Tender Offer ('IDT') instruction shall be initiated by the Public Shareholder at source depository to clearing member pool/ clearing corporation account at target depository. Source depository shall block the Public Shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. The details of Equity Shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
- 8.10.5. For Custodian Participant orders for Equity Shares in demat form, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering 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 custodian again for confirmation.
- 8.10.6. Upon placing the order, the Seller Member shall provide a transaction registration slip generated by the exchange bidding system to the Eligible Public Shareholder on whose behalf the order has been placed. The TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.
- 8.10.7. It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed acceptance form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the tender for this Offer shall be deemed to have been accepted.
- 8.10.8. The Eligible Shareholders 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 prorata (if applicable) decided by the Company.

### **9. ACCEPTANCE OF EQUITY SHARES**

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

### **10. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF THE LETTER OF OFFER**

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- 10.1. 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.
- 10.2. A Public Shareholder may participate in this Offer by approaching their broker/ Selling Broker and tender Equity Shares in this Offer as per the procedure mentioned in the Letter of Offer.

- 10.3. The Letter of Offer along with acceptance form will be dispatched to all the eligible Public Shareholders of the Target Company, as appearing in the list of members of the Target Company. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the website of SEBI at 'www.sebi.gov.in' or obtain a copy of the same from the Registrar on providing suitable documentary evidence of holding of the Equity Shares.
- 10.4. The Letter of Offer along with the Form of Acceptance would also be available at website of SEBI at 'www.sebi.gov.in' and Public Shareholders can also apply by downloading such forms from the said website.
- 10.5. Alternatively, in case of non-receipt of the Letter of Offer, the eligible Public Shareholders holding the Equity Shares may participate in this Offer by providing their application in plain paper in writing signed by all the shareholder(s), stating name, address, number of Equity Shares held, client-ID number, DP name, DP-ID number, number of Equity Shares tendered and other relevant documents as mentioned in Paragraph 8.9 titled as '*Procedure for Equity Shares held in physical form*' at page 31 of this Letter of Offer. Such eligible Public Shareholders have to ensure that their order is entered in the electronic platform of BSE, made available by BSE before the closure of the Tendering Period.

## **11. SETTLEMENT PROCESS AND PAYMENT OF CONSIDERATION**

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- 11.1. Upon finalization of the basis of acceptance as per the SEBI (SAST) Regulations, the settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 11.2. Details in respect of Public Shareholder's entitlement for this Offer shall be provided to Clearing Corporation by Company/ Registrar to the Offer. On receipt of the same, the Clearing Corporation will cancel excess or unaccepted blocked Equity Shares. On settlement date, all blocked Equity Shares mentioned in the accepted tender will be transferred to the Clearing Corporation.
- 11.3. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted Equity Shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with tender accepted detail as received from the Registrar to the Offer. Post receiving the IDT message from target depository, source depository will cancel/release excess or unaccepted block Equity Shares in the demat account of the Public Shareholder. Post completion of the Tendering Period and receiving the requisite details viz., demat account details and accepted tendered quantity, source depository shall debit the Equity Shares as per the communication/ message received from target depository to the extent of accepted tendered Equity Shares from the Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 11.4. The Buying Broker will transfer the consideration pertaining to this Offer to the Clearing Corporation's bank account as per the secondary market mechanism, as per the prescribed schedule. For demat Equity Shares accepted under this Offer, the Clearing Corporation will make direct funds pay-out to the respective Eligible Public Shareholders. If the bank account details of any Eligible Public Shareholder holding Equity Shares in dematerialized form are not available or if the fund transfer instruction is rejected by the Reserve Bank of India or any other relevant Bank, due to any reasons, then the amount payable to the Eligible Public Shareholders will be transferred to the concerned Seller Member for onward transfer to such Eligible Public Shareholder holding Equity Shares in dematerialized form.
- 11.5. 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 Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the tenders settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE Limited and the Clearing Corporation from time to time.
- 11.6. For the Eligible Public Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Seller Member's settlement accounts for releasing the same to the respective Eligible Public Shareholder's account. On settlement date, all blocked Equity Shares mentioned in accepted tender shall be transferred to Clearing Corporation.
- 11.7. The Equity Shares tendered in the dematerialized form would be transferred directly to the escrow demat account/ demat account of the Acquirers provided it is indicated by the Buying Brokers or it will be transferred by the Buying Broker to the demat escrow account/ demat account of the Acquirers on receipt of the Equity Shares from the clearing and settlement mechanism of BSE Limited.
- 11.8. Excess Equity Shares or unaccepted Equity Shares, in dematerialized form, if any, tendered by the Eligible Public Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Public Shareholder's DP account. If the securities transfer instruction is rejected in the Depository system, due to any issue then such securities will be transferred to the Seller Member's depository pool account for onward transfer to the respective Eligible Public Shareholder. The Public Shareholders of the demat Equity Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of demat Equity Shares, due to rejection or due to non-acceptance in this Offer.

- 11.9. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Eligible Public 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 are less than the Equity Shares tendered in this Offer by Eligible Public Shareholders holding Equity Shares in the physical form.
- 11.10. The Seller Member would issue contract note for the Equity Shares accepted under this Offer and will unblock the excess unaccepted Equity Shares. The Buying Broker would also issue a contract note to the Company for the Equity Shares accepted under this Offer.
- 11.11. Equity Shareholders who intend to participate in this Offer should consult their respective Seller Member for payment to them of any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied by the Seller Member for tendering Equity Shares in this Offer (secondary market transaction). Therefore, the Offer consideration received by the selling Eligible Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage). The Manager and the Acquirers accept no responsibility to bear or pay any additional cost, applicable taxes, charges, and expenses (including brokerage) levied by the Seller Member, and such costs will be borne solely by the Eligible Public Shareholders.
- 11.12. In case of delay in receipt of any statutory approval(s), the SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure, or neglect on the part of the Acquirers along with PACs to diligently pursue such approval, and subject to such terms and conditions as specified by the SEBI (including payment of interest in accordance with Regulation 18 (11) of the SEBI (SAST) Regulations grant an extension of time to the Acquirers pending receipt of such statutory approval(s) to make the payment of the consideration to the Eligible Public Shareholders whose Equity Shares have been accepted in the Offer.

## **12. NOTE ON TAXATION**

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### **12.1. General**

- 12.1.1. Securities transaction tax will not be applicable to the Equity Shares accepted in this Offer.
- 12.1.2. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his/her worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act, 1961. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or is deemed to accrue or arise in India) as also income received by such person in India. In case of shares of a company, the source of income from shares will depend on the 'situation' of such shares. As per judicial precedents, the 'situation' of the shares is where a company is 'incorporated' and where its shares can be transferred.
- 12.1.3. 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.
- 12.1.4. Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ('DTAA') between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the Multilateral Instrument ('MLI') as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of General Anti-Avoidance Rule ('GAAR') and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- 12.1.5. The IT Act also provides for different income-tax regimes/rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- 12.1.6. 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.
- 12.1.7. The summary of income-tax implications on tendering of listed equity shares is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

### **12.2. Classification of Shareholders: Public Shareholders can be classified under the following categories:**

#### **a) Resident Shareholders being:**

- Individuals, Hindu Undivided Family ('HUF'), Association of Persons ('AOP') and Body of Individuals ('BOI')
- Others:
  - (i) Company

(ii) Other Than Company

**b) Non-Resident Shareholders being:**

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

12.3. 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 business asset (i.e., stock-in-trade). The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of Equity Shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

**12.4. Taxability of Capital Gains in the hands of shareholders**

12.4.1. Gains arising from the transfer of shares may be treated either as 'capital gains' or as 'business income' for income-tax purposes, unless specifically exempted, depending upon whether such shares were held as a capital asset or trading asset (i.e., stock-in-trade).

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

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

12.4.4. Period of holding: Depending on the period for which the shares are held, the gains would be taxable as 'short-term capital gain/ STCG' or 'long-term capital gain/ LTCG':

- a) In respect of equity shares held for a period less than or equal to 12 (Twelve) months prior to the date of transfer, the same should be treated as a 'short-term capital asset', and accordingly the gains arising therefrom should be taxable as 'STCG'.
- b) Similarly, where equity shares are held for a period more than 12 (Twelve) months prior to the date of transfer, the same should be treated as a 'long-term capital asset', and accordingly the gains arising therefrom should be taxable as 'LTCG'.

12.4.5. The Finance Act, 2018, vide Section 112A, has imposed an income tax on LTCG at the rate of 10% (plus applicable surcharge and health and education cess) on transfer of equity shares that are listed on a recognized stock exchange, which have been held for more than 12 (Twelve) months and have been subject to STT upon both acquisition and sale exceeding ₹ 1,00,000 (Rupees One lakh only) (without any indexation and foreign exchange fluctuation benefits).

12.4.6. As per section 111A of the IT Act, STCG arising from transfer of listed shares on which STT is paid would be subject to tax at the rate of 15% (plus applicable surcharge and health and education cess) (except under specific categories).

However, since STT will not be applicable to the Equity Shares transferred in this Offer, the provisions of Section 112A and Section 111A of the IT Act shall not be applicable.

12.4.7. LTCG arising from tendering of Equity Shares in the Offer shall be subject to tax as follows:

- a) LTCG will be chargeable to tax at the rate of up to 20% (plus applicable surcharge and health and education cess) in the case of a non-resident Public Shareholder (other than an FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.
- b) In the case of FIIs/FPIs, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).
- c) For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 10% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost may not be available.
- d) For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 10% (plus applicable surcharge and health and education cess) without indexation.

- 12.4.8. Further, any gain realized on the sale of listed equity shares held for a period of 12 (twelve) months or less, which are transferred under the Offer, will be subject to short term capital gains tax and shall be taxable at the rates prescribed in First Schedule to the Finance Act (i.e., applicable marginal tax rates applicable to different categories of persons) (plus applicable surcharge and health and education cess).
- 12.4.9. Taxability of capital gain arising to a non-resident in India from the transfer of equity shares shall be determined basis the provisions of the IT Act or the DTAA entered between India and the country of which the non-resident seller is resident, whichever is more beneficial, subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act.
- 12.4.10. 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.
- 12.4.11. 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.

#### 12.4.12. 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.

#### 12.4.13. 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.

### 12.5. Taxability of business income in hands of shareholders (Shares held as Stock-in-Trade)

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

#### 12.5.1 Profit of Resident Shareholders

- (i) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.
- (ii) Domestic companies having turnover or gross receipts not exceeding ₹400 crores in the prescribed financial year, will be taxable @ 25%.
- (iii) Domestic companies which have opted for concessional tax regime under Section 115BAA and 115BAB of the IT Act will be taxable at 22%, upon meeting certain conditions.
- (iv) For persons other than stated in (A), (B) and (C) above, profits will be taxable @ 30%.
- (v) No benefit of indexation by virtue of period of holding will be available in any case.

#### 12.5.2 Profit of Non-Resident Shareholders

- (i) Non-resident Public Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant country of residence of the shareholder but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the IT Act, as discussed in para 1(d) above.
- (ii) Where DTAA provisions are not applicable:
- (iii) For non-resident individuals, HUF, AOP and BOI, profits (as determined in accordance with the provisions of the IT Act) will be taxable at slab rates.
- (iv) For foreign companies, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @40%.

- (v) For other non-resident Public Shareholders, such as foreign firms, profits (as determined in accordance with the provisions of the IT Act) will be taxed in India @30%.
- 12.6. **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 THE 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, THE PUBLIC SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED OFFER THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS AND THE MANAGER DO NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS OFFER.**

### **13. DOCUMENTS FOR INSPECTION**

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The copies of the following documents will be available for inspection at the registered office of the Manager, CapitalSquare Advisors Private Limited, located at 205-209, 2nd Floor, AARPEE Centre, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India or can be accessed by the Public Shareholders by obtaining the login credentials from the Manager and thereby visiting <https://capitalsquare.in/tbrcl-oo-id> on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering Period commencing from, Friday, September 23, 2022, to Friday, October 07, 2022:

- 13.1. Memorandum and Articles of Association and Certificate of Incorporation of the Target Company.
- 13.2. Memorandum and Articles of Association and Certificate of Incorporation of Sejima Texyarn Private Limited.
- 13.3. Memorandum of Understanding between the Manager and the Acquirers.
- 13.4. The copy of Agreement between the Registrar and the Acquirers.
- 13.5. The Net Worth certificate of the Acquirers and PACs as of Tuesday, July 05, 2022 issued by Chartered Accountant, J.A. Chevli bearing membership number '198983', partner at Nikhil Warankar & Co. (Chartered Accountants) bearing firm registration number '173988' having their office located at 2/1447, 'Utkarsh', 1<sup>st</sup> Floor, Opp. Sanghavi Hospital, Behind Centre Point, Sagrampura, Surat-395002, Gujarat, India, with contact details being '+0261-2364640/2364641', and E-mail Address being 'kansariwala\_chevli@hotmail.com'.
- 13.6. Audited Annual Reports for the last 2 (Two) Financial Years ending March 31, 2021, and March 31, 2020, and Audited Financial Statement for the Financial Year ending March 31, 2022, of the Target Company.
- 13.7. Audited Annual Reports for the last 2 (Two) Financial Years ending March 31, 2021, and March 31, 2020, and Unaudited but certified Financial Statement for the Financial Year ending March 31, 2022, of Sejima Texyarn Private Limited.
- 13.8. Bank Statement received from the Escrow Bank for required amount kept in the escrow account and marked lien in favor of Manager.
- 13.9. The copy of the Share Purchase Agreement dated Wednesday, July 06, 2022, entered between the Promoter Sellers and the Acquirers, which triggered this Offer.
- 13.10. Copy of the Public Announcement dated Wednesday, July 06, 2022.
- 13.11. Copy of the Detailed Public Statement dated Tuesday, July 12, 2022, published on behalf of the Acquirers and PACs on Wednesday, July 13, 2022, in the Newspapers.
- 13.12. Copy of the recommendations to be published on Wednesday, September 21, 2022, by the Committee of Independent Directors of the Target Company.
- 13.13. Copy of SEBI Observation letter bearing reference number 'SEBI/HO/CFD/DCR/RAC2/P/OW/47335/2022' dated Wednesday, September 07, 2022.
- 13.14. Escrow Agreement between Acquirers, Escrow Bank, and Manager.
- 13.15. Fair Valuation Report issued by Chartered Accountant Bhavesh Mansukhbhai Rathod.

**14. DECLARATION BY THE ACQUIRERS AND PACS**

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- 14.1. For the purpose of disclosures in this Letter of Offer relating to the Target Company, the Acquirers along with PACs have relied on the information provided by the Target Company and has not independently verified the accuracy of details of the Target Company. Subject to the aforesaid, the Acquirers along with PACs accept full responsibility for the information contained in this Letter of Offer. The Acquirers and PACs shall be responsible for ensuring compliance with the SEBI (SAST) Regulations.

**On behalf of all the Acquirers and PACs**

**Sd/-**

**Damodarbhair B Patel**  
**(Acquirer 1)**

**Place:** Mumbai

**Date:** Monday, September 12, 2022



**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**  
**(FOR HOLDING EQUITY SHARES IN PHYSICAL FORM)**

*(Please send this Form with TRS generated by the Selling Broker and enclosures to Registrar, Link Intime India Private Limited, at their address given in the Letter of Offer, as per the mode of delivery mentioned in the Letter of Offer)*

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

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

TENDERING PERIOD FOR THIS OFFER	
Offer Opens on	Friday, September 23, 2022
Offer Closes on	Friday, October 07, 2022

To,  
**The Acquirers**  
**C/o Link Intime India Private Limited**  
**Unit: The Baroda Rayon Corporation Limited – Offer**  
C-101, 1<sup>st</sup> Floor, 247 Park, L.B.S Marg, Vikhroli West,  
Mumbai – 400083, Maharashtra, India.

Dear Sir/ Ma'am,

**Subject: Open offer made by the Acquirers for acquisition of up to 59,56,953 Equity Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of The Baroda Rayon Corporation Limited.**

I/We refer to the Letter of Offer dated Monday, September 12, 2022, for acquiring the Equity Shares held by us in The Baroda Rayon Corporation Limited

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

**EQUITY SHARES HELD IN PHYSICAL FORM**

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

Sr. No.	Ledger Folio No.	Certificate No.	Distinctive No.		No. of Equity Shares
			From	To	

**Total number of Equity Shares**

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

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

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

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

- Original Equity Share certificates.
- Valid share transfer deed(s) duly filed, stamped, and signed by the transferor(s) (i.e., by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
- Form of Acceptance (FOA) – signed by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
- Photocopy of Transaction Registration Slip (TRS) Self-attested copy of PAN card of all the transferor(s).

- v. Self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport, or driving license.
- vi. Any other relevant document (but not limited to) such as Power of Attorney (if any person apart from the Shareholder has signed the FOA), corporate authorization (including board resolution/specimen signature), notarized copy of death certificate, and succession certificate or probated will if the original shareholder has deceased, etc., as applicable. Shareholders of the Target Company holding physical Equity Shares should note that Physical Equity Shares will not be accepted unless the complete set of documents is submitted.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Individual	Foreign Company	FIIs / FPIs-Corporate	FIIs / FPIs-Others	FVCI
Foreign Company	Foreign Company	Foreign Company	Foreign Company	Foreign Company
FIIs / FPIs-Corporate	FIIs / FPIs-Corporate	FIIs / FPIs-Corporate	FIIs / FPIs-Corporate	FIIs / FPIs-Corporate
Others (Please Specify):				

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

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

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

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

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

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

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

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

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

Yours faithfully,

Signed and Delivered:

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

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

Place:

Date:

**INSTRUCTIONS**

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

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

**ACKNOWLEDGEMENT SLIP**

**Subject: Open offer made by the Acquirers for acquisition of up to 59,56,953 Equity Shares representing 26.00% of the Voting Share Capital from the Public Shareholders of The Baroda Rayon Corporation Limited.**

**FOR PHYSICAL EQUITY SHARES**

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

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

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

**FOR DEMAT EQUITY SHARES**

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

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

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

Stamp of Collection Centre	Signature of Official	Date of Receipt

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

**Link Intime India Private Limited**

**Unit: The Baroda Rayon Corporation Limited – Offer**

C-101, 247 Park, L.B.S Marg,  
Vikhroli (West), Mumbai – 400083, Maharashtra, India

**Telephone Number:** +91 22 4918 6200

**E-mail Address:** barodarayon.offer@linkintime.co.in

**Website:** www.linkintime.co.in

**Contact Person:** Mr. Sumeet Deshpande

**SEBI Registration Number:** INR000004058

**Validity:** Permanent

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

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

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

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

<b>CIN:</b>	<b>L</b>	<b>4</b>	<b>5</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>G</b>	<b>J</b>	<b>1</b>	<b>9</b>	<b>5</b>	<b>8</b>	<b>P</b>	<b>L</b>	<b>C</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>8</b>	<b>9</b>	<b>2</b>
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Name of the Company (in full): **THE BARODA RAYON CORPORATION LIMITED**

Name of the Stock Exchanges where the Company is listed, if any: **BSE LIMITED**

**Description of Securities**

Kind/Class of Securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	₹10.00/- (Rupees Ten Only) each	₹10.00/- (Rupees Ten Only) each	₹10.00/- (Rupees Ten Only) each
No. of Securities being Transferred		Consideration Received (INR)	
In Figures	In Words	In words	In figures

Distinctive Number	From			
	To			

Corresponding Certificate Nos.			
--------------------------------	--	--	--

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

**Attestation:**

I hereby confirm that the transferor has signed before me.

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

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

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

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

Transferee's Particulars:		
Name in full (1)	Father's/ mother's/ spouse name	Address, phone no. and Email Address
Occupation (4)	Existing folio no., if any (5)	Signature (6)
		1. _____ 2. _____ 3. _____
Folio No. of Transferee		Specimen Signature of Transferee(s)
_____ _____		1. _____ 2. _____ 3. _____

Declaration:

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

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

Value of stamp affixed: \_\_\_\_\_ (₹)

**Stamps**

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

On the reverse page of the certificate

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