LETTER OF OFFER

"THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION"

The letter of offer ("LOF") will be sent to you as a Public Shareholder (*as defined below*) of Megasoft Limited ("Target Company"). If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or the Manager (*as defined below*)/Registrar to the Offer (*as defined below*). In case you have recently sold your Equity Shares (*as defined below)* in the Company, please hand over the LOF and the accompanying Form of Acceptance (*as defined below*) and the transfer deed to the member of Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OPEN OFFER" / "OFFER")

Pursuant to Regulations 3(1) and 4 and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof (hereinafter referred as SEBI (SAST) Regulations)

TO THE PUBLIC SHAREHOLDERS OF **MEGASOFT LIMITED** having its registered office at: No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India
Tel No.: +91 44 24616768, +91 40 4033 0000; Website: www.megasoft.com
CIN: L72200TN1999PLC042730
(hereinafter referred to as "Target Company")

BY **SRI POWER GENERATION (INDIA) PRIVATE LIMITED**

A private limited company incorporated under the laws of India having its registered office at: No. 85, Kutchery Road, Mylapore, Chennai - 600004;
Tel No.: +91 40 4050 4412; CIN: U40109TN2007PTC064543
(hereinafter referred to as "Acquirer")

WHICH MAKES A CASH OFFER TO ACQUIRE UP TO 2,95,08,017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE RS. 10 (RUPEES TEN ONLY) EACH AT A PRICE OF RS. 14.70 PER EQUITY SHARE, REPRESENTING 40.00% OF THE EXPANDED VOTING CAPITAL (*AS DEFINED BELOW*) OF THE TARGET COMPANY

1. This Open Offer (*as defined below*) is being made by the Acquirer pursuant to and in compliance with Regulations 3(1) and 4, and other applicable regulations of the SEBI (SAST) Regulations.
2. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of SEBI (SAST) Regulations.
3. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. To the best of the knowledge of the Acquirer, as on the date of this Letter of Offer ("LOF"), there are no statutory or other approvals required. However, in case any other statutory approvals become applicable and are required by the Acquirer at a later date before the closure of the tendering period, this Open Offer shall be subject to receipt of such further approvals.
5. There has been no competing offer or any revision of the Offer Price or the Offer Size as on date of this LOF.
6. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.
7. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 only.
8. Under Regulation 18(4) of the SEBI (SAST) Regulations, the Acquirer is permitted to revise the Offer Price (as defined below) or the number of Offer Shares (as defined below) at any time prior to the commencement of the last 1 Working Day (*as defined below*) before the commencement of the Tendering Period (*as defined below*). In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer shall (i) make a corresponding increase to the escrow amount, (ii) make an announcement in the same newspapers in which the DPS (as defined below) was published, and (iii) simultaneously notify the Stock Exchanges (*as defined below*), SEBI (*as defined below*) and the Target Company at its registered office. Such revision would be done in compliance with other requirements prescribed under the SEBI (SAST) Regulations.
9. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in paragraph A of this LOF or those which become applicable prior to completion of the Open Offer are not received, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.
10. If there is a competing offer at any time hereafter, the offers under all the subsisting bids will open and close on the same date.

Copies of the Public Announcement ("PA"), the Detailed Public Statement ("DPS") and Corrigendum to DPS published on _____, 2021 are available on the website of SEBI at www.sebi.gov.in and copies of DLOF and LOF (including the Form of Acceptance) will be available on the website of SEBI at www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Trust Investment Advisors Private Limited. CIN: U67190MH2006PTC162464 SEBI Registration Number: INM000011120 Registered Office: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India Website: www.trustgroup.in Investor Grievance Email ID: customercare@trustgroup.in Tel. No.: +91 22 4084 5000; Fax No.: +91 22 4084 5066 Contact Person: Mr. Brijmohan Bohra Email ID: Brijmohan.bohra@trustgroup.in	Cameo Corporate Services Private Limited CIN: U67120TN1998PLC041613 SEBI Registration No.: INR000003753 Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai 600002 Website: www.cameoindia.com Telephone no.: 91-44-40020700 / 91-44-28460390 Fax number: 91-44-28460129 Contact Person name: Ms. Sreepriya K. Email ID: priya@cameoindia.com Investor Grievance Email ID: investor@cameoindia.com
OFFER OPENS ON: Tuesday, October 26, 2021	OFFER CLOSES ON: Wednesday, November 10, 2021

SCHEDULE OF MAJOR ACTIVITIES OF THE OPEN OFFER

S. No.	Activity	[$]Original Schedule (Day and Date)	Revised Schedule (Day and Date)
1	Date of PA	Friday, August 20, 2021	Friday, August 20, 2021
2	Date of publication of the DPS	Friday, August 27, 2021	Friday, August 27, 2021
3	Last date for filing of the draft letter of offer with SEBI	Friday, September 3, 2021	Friday, September 3, 2021
4	Last date for public announcement for competing offer(s)[@]	Monday, September 20, 2021	Monday, September 20, 2021
5	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	Monday, September 27, 2021	Wednesday, October 6, 2021*
6	Identified Date#	Wednesday, September 29, 2021	Friday, October 8, 2021
7	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose names appear on the register of members on the Identified Date	Wednesday, October 6, 2021	Monday, October 18, 2021
8	Last date for upward revision of the Offer Price and/or Offer Size	Monday, October 11, 2021	Friday, October 22, 2021
9	Last date by which the committee of the independent directors of the Target Company is required to give its recommendation to the Public Shareholders for this Open Offer	Monday, October 11, 2021	Friday, October 22, 2021
10	Date of publication of opening of Open Offer public announcement in the newspapers in which the DPS has been published	Tuesday, October 12, 2021	Monday, October 25, 2021
11	Date of commencement of the tendering period ("Offer Opening Date")	Wednesday, October 13, 2021	Tuesday, October 26, 2021
12	Date of closure of the tendering period ("Offer Closing Date")	Friday, October 29, 2021	Wednesday, November 10, 2021
13	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Tuesday, November 16, 2021	Thursday, November 25, 2021
14	Last date for publication of post-Open Offer public announcement in the newspapers in which the DPS has been published	Wednesday, November 24, 2021	Thursday, December 2, 2021

#Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be emailed. It is clarified that all the equity shareholders of the Target Company (registered or unregistered) of the equity shares of the Target Company (except the Acquirer, parties to the underlying SPA (as defined below), including persons deemed to be acting in concert with such parties to the SPA and promoter group shareholders of the Target Company) are eligible to participate in this Offer at any time prior to the closure of this Offer.

**Actual date of receipt of SEBI observations on the Draft Letter of Offer.*

@ There has been no competing offer as on the date of this LOF.

$The original schedule of activities were indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations and were subject to the receipt of the relevant approvals from various statutory/regulatory authorities

For capitalized terms used herein, please refer to the "Definitions" chapter below.

RISK FACTORS RELATING TO THE OPEN OFFER AND THE PROBABLE RISK INVOLVED IN ASSOCIATION WITH THE ACQUIRER:

The risk factors set forth below are limited to this Open Offer and the Acquirer, 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 Open Offer, or in association with the Acquirer, but are merely indicative in nature. Public Shareholders are advised to consult their stockbrokers, investment consultants and/or tax advisors, for understanding and analysing all risks associated with respect to their participation in this Open Offer.

A. Relating to the Open Offer

1. The Open Offer is made under the SEBI (SAST) Regulations to acquire up to 2,95,08,017 Equity Shares having face value of Rs .10 per equity share at an offer price of Rs. 14.70 per equity share aggregating to Rs. 43,37,67,849.90/- representing 40.00% of the Expanded Voting Share Capital, from the Public Shareholders. If the number of Equity Shares validly tendered by the Public Shareholders under this Open 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 2,95,08,017 Equity Shares which at the Offer Price, represents 40.00% of the Expanded Voting Capital. Accordingly, there is no assurance that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for the Open Offer.

2. As on the date of this LOF, to the best of the knowledge of the Acquirer, there are no statutory or other approvals required for the acquisition of the Offer Shares that are validly tendered pursuant to the Open Offer or to complete this Open Offer. However, in case any other statutory approvals become applicable and are required by the Acquirer at a later date before the closure of the tendering period, this Open Offer shall be subject to receipt of such further approvals. If there is a delay in receipt of any applicable statutory or other approvals, then the Open Offer process may be delayed beyond the dates indicated in the schedule of major activities of the Open Offer disclosed in this LOF. In case Equity Shares are tendered in the Open Offer and a delay is caused due to delay in receipt of any applicable statutory or other approvals, the payment of consideration to Public Shareholders whose Equity Shares have been accepted under the Open Offer as well as return of Equity Shares not accepted by the Acquirer may be delayed.

3. Where the required statutory or other approvals apply to some but not all of the Public Shareholders, the Acquirer will have the option to make payment to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer.

4. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event any approvals that become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

5. Equity Shares once tendered in the Open Offer cannot be withdrawn by the Public Shareholders, even in the event of a delay in the acceptance of Equity Shares under the Open Offer and/or the payment of consideration. The tendered Equity Shares and documents will be held in trust for the benefit of the Public Shareholders, who have tendered Equity Shares in the Open Offer, by the Clearing Corporation /Registrar to the Offer until such time the process of acceptance of tenders of Equity Shares under the Open Offer and the payment of consideration is completed. Once tendered, the Public Shareholders will not be able to trade in such Equity Shares. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Open Offer. The Public Shareholders will be solely responsible for their decisions regarding participation in this Open Offer.

6. NRIs, OCBs and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals/exemptions required, including without limitation, the approval from the RBI, if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) had required any approvals (including from the RBI or any other regulatory authority/body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other

documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

7. This LOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the LOF who are resident in jurisdictions outside India should inform themselves of and comply with any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This LOF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.

8. The information contained in this LOF is as of the date of this LOF unless expressly stated otherwise. The Acquirer and the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this LOF.

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 Open Offer, and related transfer of Equity Shares to the Acquirer. The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Open Offer, or in respect of any 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 Acquirer does not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this LOF.

10. In the event that either: (a) there is any injunction or stay on this Open Offer or any litigation that restricts or restrains the Acquirer from performing any of its obligations hereunder; or (b) SEBI instructs the Acquirer to suspend this Open Offer, then this Open Offer process may be delayed beyond the dates indicated in the schedule of major activities of the Open Offer disclosed in this LOF. In the event of any delay in proceeding with this Open Offer, the payment of consideration to the Public Shareholders whose Equity Shares are accepted in this Open Offer as well as the return of the Equity Shares not accepted in this Open Offer, may be delayed. In the event SEBI instructs the Acquirer to not proceed with this Open Offer, then this Open Offer process shall be withdrawn and the Acquirer (through the Manager to the Offer) shall make an announcement of such withdrawal within 2 Working Days of such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

11. In relation to the Open Offer, the Acquirer, and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, DLOF, LOF or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirer, or the Manager to the Offer in relation to the Open Offer other than information pertaining to the Target Company which been obtained from publicly available sources or provided by the Target Company. 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.

12. None of the Acquirer, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

13. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF shall be sent to all Public Shareholders whose names appear on the register of members of the Target Company, at their stated address, as of the Identified Date, subject to Regulation 18(2) of the SEBI (SAST) Regulations, viz. provided that where local laws or regulations of any jurisdiction outside India may expose the Acquirer, the Manager to the Offer or the Target Company to material risk of civil, regulatory or criminal liabilities in the event the LOF in its final form were to be sent without material amendments or modifications into such jurisdiction, the Acquirer may refrain from sending the LOF into such jurisdiction: provided further that, subject to applicable law, every Public Shareholder holding Equity Shares, regardless of whether he, she or it held Equity Shares on the Identified Date or has not received the LOF, shall be entitled to tender such Equity Shares in acceptance of the Offer.

14. The transaction contemplated under the SPA (as defined hereinbelow) is subject to completion risks as would be applicable to similar transactions.

B. Relating to Acquirer

1. The Acquirer and the Manager to the Offer make no assurance with respect to Acquirer's investment / divestment decisions relating to their proposed shareholding in the Target Company.

2. The Acquirer and the Manager to the Offer make no assurance with respect to the future performance of the Target Company. The Public Shareholders should not be guided by the past performance of the Target Company/Acquirer or any of their group companies while arriving at their decision to participate in the Open Offer. The Acquirer and the Manager to the Offer disclaim any responsibility with respect to any decision of Public Shareholders on whether to participate in the Open Offer or not.

3. During such period, there may be fluctuations in the market price of the Equity Shares of the Target Company. Accordingly, the Acquirer makes no assurance with respect to the market price of the Equity Shares both during the Offer Period and upon the completion of the Offer, and disclaims any responsibility with respect to any decision by any shareholder of the Target Company on whether to participate or not to participate in the Offer. The Acquirer and the Manager to the Offer do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or upon the completion of this Open Offer.

4. The Acquirer makes no assurance with respect to the financial performance of the Target Company.

5. For the purpose of disclosures in the LOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. The accuracy of such details of the Target Company has not been independently verified by the Acquirer and the Manager.

6. Subject to risk identified above, the Acquirer and the Manager accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement, the DLOF or in the LOF or in the advertisement or any materials issued by or at the instance of the Acquirer 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 LOF, all references to "Rupees" or "Rs." are references to the Indian Rupee(s).

In this LOF, any discrepancy in figures as a result of multiplication or totalling is due to rounding off.

NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES

This LOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions. The Open Offer described in this LOF is not being made to, nor will tenders of shares be accepted from or on behalf of Public Shareholders in any jurisdiction in which such offer or invitation is not in compliance with applicable law or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions.

NOTICE TO SHAREHOLDERS IN UNITED STATES

In addition to the above, please note that the Open Offer is being made for acquisition of securities of an Indian company and Public Shareholders in the U.S. should be aware that this LOF and any other documents relating to the Open Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the Offer timetable and timing of payments, all of which differ from those in the U.S. Any financial information included in this LOF or in any other documents relating to the Open Offer, has been or will be prepared in accordance with non-U.S. accounting standards that may not be comparable to financial statements of companies in the U.S. or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

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Form of Acceptance – cum – Acknowledgement

Form No. SH-4 Securities Transfer Form

1. DEFINITIONS

Acceptance Date	The date on which bids /Equity Shares tendered in the Open Offer shall be accepted post verification
Acquirer	Sri Power Generation (India) Private Limited
AoA	Articles of Association
BSE	BSE Limited
Buying Broker	Trust Financial Consultancy Services Private Limited
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited and NSE Clearing Limited
Control Date	The earlier of the date falling after: (a) expiry of 21 Working Days from the date of publication of the DPS subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (b) the expiry of the Offer Period
DIN	Director Identification Number
Depositories	Central Depository Services (India) Limited and National Securities Depository Limited
Designated Stock Exchange	NSE Limited
DLOF	The Draft Letter of Offer dated September 3, 2021 filed with SEBI pursuant to Regulation 16(1) of the SEBI (SAST) Regulations
DPS	Detailed Public Statement in connection with the Open Offer, published on behalf of the Acquirer on August 27, 2021 in Financial Express – English (all editions), Jansatta – Hindi (all editions), Marathi – Marathi (all editions) and Makkal Kural -Tamil
DP	Depository Participant
Equity Share(s)	Fully paid-up equity shares of Target Company of face value of Rs. 10 each
Escrow Agreement	Escrow Agreement dated August 20, 2021 entered into between the Acquirer, Escrow Agent and Manager to the Offer

Escrow Agent	ICICI Bank Limited
Existing Share Capital or Existing Voting Capital	Paid up share capital of the Target Company i.e. Rs. 73,77,00,410/- comprising of 7,37,70,041 Equity Shares of Rs. 10 each
Expanded Voting Share Capital	The total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (tenth) Working Day from the closure of the Tendering Period for the Open Offer
FEMA	The Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended or modified from time to time
FII / FPI	Foreign Institutional Investor or Foreign Portfolio Investor as defined in FEMA
Form of Acceptance/ FOA	Form of Acceptance-cum-Acknowledgement
GAAR	General Anti Avoidance Rules
Identified Date	The date falling on the 10th Working Day prior to the commencement of the Tendering Period for the purposes of determining the Public Shareholders to whom the LOF shall be sent
IT Act	Income Tax Act, 1961, as amended and modified from time to time
LOF	This Letter of Offer dated October 12, 2021
Manager to the Offer/ Manager	Trust Investment Advisors Private Limited
NRI	Non-Resident Indian as defined in FEMA
NSE	National Stock Exchange of India Limited
OCB(s)	Erstwhile Overseas Corporate Bodies
Offer Consideration	Rs. 43,37,67,849.90/-
Offer Price	Rs. 14.70 per Offer Equity Share payable in cash
Offer Period	The period between the date on which the PA was issued by the Acquirer and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be
Offer Shares	2,95,08,017 Equity Shares
Open Offer	Open offer for acquisition of up to 2,95,08,017 Equity Shares representing 40.00% of Expanded Voting Share Capital at the Offer Price, payable in cash
PA	Public Announcement dated August 20, 2021
PAN	Permanent Account Number
Persons eligible to participate in the Offer / eligible shareholders / public shareholders	Registered or unregistered non-promoter public shareholders (other than the Acquirer and parties to the underlying SPA (*as defined below*), including persons deemed to be acting in concert with such parties to the SPA) of the Target Company who own the Equity Shares of the Target Company on or before the last date of tendering period, is eligible to participate in the Offer
RBI	Reserve Bank of India
Registrar to the Offer	Cameo Corporate Services Private Limited
SCRR	the Securities Contracts (Regulation) Rules, 1957 and subsequent amendments thereto
SEBI	the Securities and Exchange Board of India
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI (SAST) Regulations	the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI Act	the Securities and Exchange Board of India Act, 1992, as amended
Seller	Ms. Jyothi Raju Chintalapati
Stock Exchange(s)	BSE Limited and National Stock Exchange of India Limited
SPA	the share purchase agreement dated August 20, 2021 ("**SPA**") entered into by the Acquirer with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("**Sale Shares**") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA.
Target Company	Megasoft Limited

TDS	Tax Deducted at Source
Tendering Period	The 10 (ten) working days period commencing from Tuesday, October 26, 2021 and closing on Wednesday, November 10, 2021 (both days inclusive)
TRS	Transaction Registration Slip
Working Days	A working day of the SEBI

Notes:

1. *All capitalized terms used in this LOF and not specifically defined herein shall have the meaning as ascribed to them in the SEBI (SAST) Regulations.*
2. *In this LOF, any reference to the singular will include the plural and vice-versa.*

2. DISCLAIMER

2.1 "IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (SAST) REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF MEGASOFT LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, OR THE TARGET COMPANY WHOSE EQUITY SHARES / CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, TRUST INVESTMENT ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 3, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011, AS AMENDED. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2.2 **General Disclaimer**:

a. This LOF together with the PA dated August 20, 2021 and the DPS that was published on August 27, 2021 in connection with the Offer, has been prepared for the purposes of compliance with 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. Neither the delivery of the DLOF and/or this LOF, under any circumstances, create any implication that there has been no change in the affairs of the Target Company and the Acquirer, 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 Acquirer is under any obligation to update the information contained herein at any time after this date.

b. No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. The LOF 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 LOF 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 DLOF and/or the LOF 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 or its Equity Shares in this Offer in such jurisdiction.

c. Persons in possession of the PA, the DPS, the DLOF, this LOF and/or any other advertisement/ publication made or delivered in connection with the Open Offer 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 THE OFFER

3.1 Background of the Offer

a. This mandatory offer (the "Offer" or "Open Offer") is being made by the Acquirer to the equity shareholders of Megasoft Limited in compliance with Regulations 3(1) and 4 and other applicable provisions of the SEBI (SAST) Regulations. The mode of payment of consideration for acquisition of the Equity Shares by the Acquirer is "Cash". The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.

b. This Offer got triggered on August 20, 2021 pursuant to entering into the Share Purchase Agreement dated August 20, 2021, subject to relevant approvals. Consequent upon assuming full acceptance under the Offer and consummation of the SPA, the post shareholding & voting rights of the Acquirer would come to 65.99% of the Expanded Voting Share Capital of the Target Company.

c. As on the date of the Public Announcement, the DPS, the DLOF and this LOF, the Acquirer holds 1,82,71,989 fully paid-up Equity Shares of the Target Company (as defined in Regulation 2(1)(z) of the SEBI (SAST) Regulations). The Acquirer is the current shareholder of the Target Company. There is no arrangement/agreement entered between the Acquirer and any other party regard to the Offer or for the acquisition of the Equity Shares or change in the control.

d. After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/ or businesses of the Target Company and/ or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/ operating arrangements, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/ or its subsidiary/(ies) and such decision will be taken in compliance with applicable laws.

e. As per Regulation 38A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended ("**SEBI (LODR) Regulations**") read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. As on the date of this LOF, public shareholding of the Target Company is 100% of the paid-up share capital of the Company. Therefore, the Target Company is in compliance with the minimum public shareholding requirements stipulated under applicable law and shall continue to be in compliance thereof, even after the Acquirer takes over the control of the Target Company, as the public shareholding of the Target Company after the completion of the Open Offer (assuming full acceptance) shall be 34.01% of the paid-up share capital of the Company.

f. The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("**Sale Shares**") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA. Pursuant to the Open Offer, the Acquirer will have control over the Target Company and the Acquirer shall become the promoter of the Target Company including in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI (LODR) Regulations") On and from the Control Date, the Acquirer will acquire control over the Target Company.

g. Salient features of the SPA are set out below:

The obligation of Acquirer to purchase the Sale Shares and proceed with completion in terms of the SPA is conditional on the satisfaction of the following conditions, other than those which by their very nature are to be satisfied at completion to the extent that they have not been waived by the Seller:

(i) All the representations and warranties of the Seller under this Agreement having been true, complete and accurate in all respects as of the Execution Date and the Completion Date;
(ii) The Seller not being in material breach of the agreements, covenants, obligations, and conditions required by this Agreement to be so performed or complied with by them, at or before the Completion Date.

Until the Control Date, the Seller is subject to customary standstill covenants.

Acquirer shall acquire Sale Shares and exercise voting rights on the Sale Shares only upon the completion of the earlier of: (i) expiry of 21 Working Days from the date of the DPS and the Acquirer having deposited the entire Offer Consideration in Escrow Account; or (ii) expiry of offer period of the Open Offer, as determined in accordance with the SEBI (SAST) Regulations.

h. Presently, the Acquirer holds 1,82,71,989 Equity Shares (24.77% voting rights) and post proposed acquisition of shares under the SPA, it will hold 1,91,70,822 Equity Shares (25.99% voting rights) of the Target Company.

i. Except as stated hereunder, the Acquirer has not acquired any Equity Shares / voting rights of the Target Company during the twelve (12) months period preceding the date of the Public Announcement.

S. No.	Particulars of purchase	No. of equity shares acquired	% of the paid-up capital of the Company*	Price	Total Value (in Rs.)	Date of acquisition
1	Existing holding of the Acquirer before Open Market Purchase & Share Purchase Agreement (SPA) (Off market purchase from HEM Projects)	17,69,822	4.00%	8.00	14,158,576	29th July 2013
2	Acquisition from Open Market (NSE and BSE)	41,92,375	9.47%	14.32	60,022,605	6th July, 2021
3	Acquisition through rights entitlement	1,23,09,792	16.69%	10.00	123,097,920	18th August, 2021
4	Acquisition through SPA	8,98,833	1.22%	13.00	11,684,829	20th August, 2021
	Total	**1,91,70,822**				**-**

**Paid-up capital of Target Company as on respective dates of acquisition.*

j. The Manager to the Offer declares and undertakes that they shall not deal in the Equity Shares of the Target Company during the period commencing from the date of its appointment as Manager to the Offer till the expiry of 15 days from the date of closure of this Offer. They declare and undertake that they shall not deal on their own account in the Equity Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

k. Upon completion of this Offer (assuming full acceptance under the Offer for 2,95,08,017 Equity Shares), the Acquirer will hold 4,86,78,839 Equity Shares, representing 65.99% of the Expanded Voting Share Capital of the Target Company. The entire shareholding of the Target Company is held by public shareholders.

l. As per Regulations 26(6) and 26(7) the SEBI (SAST) Regulations, the Board of Directors of the Target Company will constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the

same newspapers where the DPS of the Offer was published.

m. The Acquirer has not been prohibited by the SEBI from dealing in securities in terms of directions issued under section 11B of the Securities and Exchange Board of India Act, 1992, as amended ("SEBI Act") or under any other rules and regulations made under the SEBI Act.

n. The Offer is not as a result of any exercise regarding global acquisition which culminates in the indirect acquisition of control over, or acquisition of the Equity Shares of or voting rights in, the Target Company.

3.2 **Details of the Proposed Offer**

a. The Open Offer is a mandatory open offer being made to the Public Shareholders in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the acquisition of shares and voting rights of the Target Company by the Acquirer by entering into the SPA on August 20, 2021. The Acquirer is making this Open Offer to acquire from the Public Shareholders up to 2,95,08,017 Equity Shares ("Offer Shares"), constituting 40.00% of the Expanded Voting Share Capital ("Offer Size") at an offer price of Rs. 14.70 per Offer Share (the "Offer Price") for cash, aggregating to a total consideration of Rs. 43,37,67,849.90 (assuming full acceptance) ("Offer Consideration").

b. The public announcement in connection with the Open Offer was filed on August 20, 2021 with the Stock Exchanges. The same was sent to the Target Company and SEBI *vide* emails dated August 20, 2021.

c. In accordance with Regulation 14(3) of the SEBI (SAST) Regulations, the DPS was published in the following newspaper on August 27, 2021:

Newspapers	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions
Makkal Kural	Tamil	All Editions
Navshakti	Marathi	All Editions

Simultaneously, a copy of DPS was sent through the Manager to the Offer to Stock Exchanges, SEBI and Target Company.

d. Copies of PA and DPS are also available on the website of SEBI (www.sebi.gov.in).

e. There are no partly paid-up Equity Shares in the Target Company.

f. As on date of this LOF, the Expanded Voting Share Capital is as follows:

Particulars	No. of shares	% of Expanded Voting Share Capital
Fully paid-up equity shares as on date	7,37,70,041	100.00%
Partly paid up equity shares as on date	0	0.00%
Employees Stock Option (ESOPs) vested, or shall vest prior to the date of the DPS **,** if any	0	0.00%
Expanded Voting Share Capital	7,37,70,041	100.00%

g. There is no differential pricing for this Open Offer.

h. This Open Offer is not a competing offer and as on the date of this LOF, there is no competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

i. This Open Offer is not conditional upon any minimum level of acceptance from the Public Shareholders of the Target Company.

j. Save and except as specified in paragraph 3.1(h), the Acquirer has not acquired any Equity Shares after the date of the PA, i.e. August 20, 2021 and up to the date of this LOF.

k. The Offer is subject to the terms and conditions as set out herein and in the Public Announcement, the DPS and the LOF made by the Acquirer from time to time in this regard.

l. No competitive bid has been received as on date of this LOF.

3.3 **Object of the Acquisition/Open Offer**

a. The objective and purpose of the Acquirer for making this Offer is to increase its shareholding and to have substantial holding of the Equity Shares in the Target Company which will result into effective management control over the Target Company.

b. After completion of the Open Offer, the Acquirer proposes to evaluate streamlining and/or restructuring the operations, assets, liabilities and/ or businesses of the Target Company and/ or any of its subsidiaries. Such streamlining / restructuring may result in merger or demerger and/ or sale or disposal of assets or undertakings of the Target Company and/ or any of its subsidiaries, as may be considered appropriate, or otherwise encumbering any assets or investments of the Target Company and/ or any of its subsidiaries, through sale, lease, reconstruction, restructuring and/ or re-negotiation or termination of existing contractual/ operating arrangements, to improve operational efficiencies and for other commercial reasons. Decision on these matters will be based on the requirements of the business of the Target Company and/ or its subsidiary/(ies) and such decision will be taken in compliance with applicable laws.

c. This Open Offer is for acquisition of 40.00% of total Equity and voting share capital of the Target Company. After the completion of this Open Offer and pursuant to transfer of Equity shares so acquired under the Share Purchase Agreement, the Acquirer shall hold the majority of the Equity Shares.

4. BACKGROUND OF THE ACQUIRER:

4.1 Details of the Acquirer: Sri Power Generation (India) Private Limited

a. The Acquirer is an unlisted private company limited by shares. It was incorporated as a private limited company in accordance with the Companies Act, 1956 on August 28, 2007 under the name of Sricity Power Gen. (TN) Private Limited. The name was subsequently changed to Sri Power Generation (India) Private Limited on August 3, 2009. The CIN of the Acquirer is U40109TN2007PTC064543.

b. The registered office of the Acquirer is located at No. 85, Kutchery Road, Mylapore, Chennai - 600004 and Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081 Tel No.: +91 40 4050 4412, E-mail: sripowergeneration@gmail.com.

c. The Acquirer is primarily engaged in the business of establishing, owning, taking on lease, operating and maintaining power generation units in order to generate power by employing any kind of technology, and to distribute, and to sell electricity or power so generated.

d. The promoters of the Acquirer are Ms. Kamalamma Chintalapati and Ms. Pushpavathi Dendukuri. The shareholding pattern of the Acquirer as on date is set out below:

Name of the shareholder	Category of share holder	No. of shares held	% of shares held	Shares pledged/ encumbered, if any
Ms. Kamalamma Chintalapati	Promoter	39,95,000	83.23	-
M. Pallonji & Co Private Limited	Non-Promoter	8,00,000	16.67	-
Ms. Pushpavathi Dendukuri	Promoter	5,000	0.10	-
Total		**48,00,000**	**100.00**	

e. No other person is acting in concert with the Acquirer for the purpose of this Open Offer. While persons may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the SEBI (SAST) Regulations ("Deemed PACs"). However, such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Open Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.

f. The shares of the Acquirer are not listed on any stock exchange in India or abroad.

g. As on the date of this LOF, there are no directors representing the Acquirer on the board of the Target Company.

h. Details of the Board of Directors of the Acquirer, are as follows

S. No.	Details of Director
1	Name: Kamalamma Chintalapati Date of appointment: 26/03/2009 Designation: Director DIN: 01741304 Qualification and experience: Management experience of more than a decade
2	Name: Pushpavathi Dendukuri Date of appointment: 26/03/2009 Designation: Director DIN: 01760616 Qualification and experience: Management experience of more than a decade
3	Name: Dendukuri Anilkumar Date of appointment: 14/07/2011 Designation: Director DIN: 01828197 Qualification and experience: Possesses post graduation degree and a rich experience in handling the management of the company for over 10 years
4	Name: Akila Chintalapati Raju Date of appointment: 19/01/2018 Designation: Director DIN: 07590312 Qualification and experience: Masters in Law having Experience in Corporate Law with focus on Private Equity and Real Estate transactions

i. The Acquirer entered into a share purchase agreement dated August 20, 2021 ("SPA") with an existing shareholder of the Target Company namely, Ms. Jyothi Raju Chintalapati, whereby Acquirer agreed to acquire 8,98,833 Equity Shares ("Sale Shares") from Ms. Jyothi Raju Chintalapati at a price of Rs. 13.00 per Sale Share, for a total consideration of Rs. 1,16,84,829, subject to and in accordance with the terms of the SPA. The Acquirer will acquire control over the Target Company on the earlier of the date falling after: (i) expiry of 21 working days from the date of the DPS issued in connection with the Open Offer subject to the Acquirer complying with the requirements under Regulation 22(2) of the SEBI (SAST) Regulations; and (ii) the expiry of the offer period of the Open Offer; in each case upon consummation of the transactions envisaged in the SPA.

j. Save and except as provided in this LOF, the Acquirer does not hold any Equity Shares or voting rights in the Target Company as on the date of this LOF. Further, neither the Acquirer nor its directors or key managerial personnel have any relationship with or interest in the Target Company, except for the underlying transactions, as detailed in this LOF which has triggered the Open Offer.

k. The Acquirer is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI Act.

l. Neither the Acquirer nor any of its directors or key managerial personnel have been categorized or declared: (i) a 'wilful defaulter' by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India; or (ii) a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)

m. The key financial information of the Acquirer as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019 is as set out below:

Profit and Loss Statement (In Rs.)

Particulars	FY 2020-21 (Unaudited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)
Income From Operations	4,72,82,009	5,43,23,680	6,19,63,951
Other Income	2,02,86,879	11,74,44,266	8,53,26,239
Total Income	**6,75,68,888**	**17,17,67,946**	**14,72,90,190**

Total Expenditure	2,32,64,131	5,41,46,749	2,58,82,096
Profit before depreciation, interest and tax	**4,43,04,757**	**11,76,21,197**	**12,14,08,094**
Depreciation	1,55,75,425	2,02,04,652	2,40,57,496
Interest	64,099	7,66,183	41,42,006
Profit before Tax	**2,86,65,234**	**9,66,50,362**	**9,32,08,592**
Provision for tax	73,59,845	1,04,43,924	1,34,85,963
Profit after Tax	**2,13,05,389**	**8,62,06,437**	**7,97,22,629**

Balance Sheet **(In Rs.)**

Particulars	**As on March 31, 2021**	**As on March 31, 2020**	**As on March 31, 2019**
	(Unaudited)	**(Audited)**	**(Audited)**
Sources of funds			
Paid up share capital	4,80,00,000	4,80,00,000	4,80,00,000
Reserves and surplus/ Other Equity (excluding revaluation reserves)	69,60,14,442	67,47,09,053	58,85,02,616
Net Worth	**74,40,14,442**	**72,27,09,053**	**63,65,02,616**
Non-controlling interest	-	-	-
Non-current liabilities			
Borrowings	7,68,01,607	-	-
Other financial liabilities	-	-	-
Other non-current liabilities	-	-	-
Provisions	-	-	-
Deferred tax liabilities (net)	-	-	-
Current Liabilities			
Borrowings	-	-	-
Trade Payable	9,45,966	6,02,849	17,73,426
Other Financial Liabilities	-	-	-
Other Current Liabilities	61,93,77,430	52,27,21,060	25,0034,404
Provisions	47,84,801	1,50,94,764	1,90,27,780
Total	**1,44,59,24,246**	**1,26,11,27,726**	**90,73,38,226**
Uses of Funds			
Non-current assets			
Plant, property and equipment	-	-	-
Capital Work in progress	-	-	-
Goodwill	-	-	-
Intangible Assets	8,47,20,484	9,74,24,953	11,53,36,577
Intangible assets under development	-	-	-
Investments	61,20,79,508	49,26,06,415	23,49,33,255
Loans	58,32,78,623	36,19,99,515	22,95,18,676
Deferred Tax Assets (Net)	1,32,04,881	1,85,55,876	2,09,35,143
Other Non- Current Assets	-	-	-
Current Assets			
Inventories	-	-	-
Investments	-	18,76,61,976	21,29,12,974
Cash and cash equivalents	2,99,57,838	1,14,18,638	2,74,18,900
Trade Receivables	9,21,47,852	6,42,20,408	3,93,16,841
Other Financial Assets	-	-	-
Other Current Assets	3,05,35,060	2,72,39,945	2,69,65,860
Total Assets	**1,44,59,24,246**	**1,26,11,27,726**	**90,73,38,226**

Other Financial Data

Particulars	**FY 2020-21**	**FY 2019-20**	**FY 2018-19**
	(Unaudited)	**(Audited)**	**(Audited)**
Dividend (%)	**Nil**	**Nil**	**Nil**
Basic Earnings per share (Rs.)	4.44	17.96	16.61
Diluted Earnings per share (Rs.)	4.44	17.96	16.61

Notes:

(1) The key financial information of the Acquirer for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been extracted from the unaudited financial statements

for the financial year ended March 31, 2021, and audited financial statements for the financial years ended March 31, 2020 and March 31, 2019 respectively.

(2) Net worth includes equity share capital and other equity but does not include non-controlling interest.

(3) Total expenditure includes share of loss/(profit) of associates and joint ventures but excludes depreciation and finance costs.

n. The commitments and contingent liabilities of the Acquirer as on March 31, 2021 are as below:

Particulars	Amount (Rs.)
Contingent Liabilities	Nil
(a) Outstanding guarantees furnished to banks including in respect of letters of credit in respect of Others	Nil
(b) Claim against the Company/Disputed Liabilities not acknowledged as Debts **i**n respect of Others	Nil
Commitments	Nil
(a) Estimated amount of contracts remaining to be executed on capital accounts and not provided for in respect of Others	Nil
(b) Uncalled liability on shares and other investments partly paid	Nil

4.2 **Declarations by the Acquirer**

a. The Equity Shares tendered in this Offer will be acquired by the Acquirer.
b. The Acquirer has not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act.
c. The Acquirer has confirmed that he is not categorized as a "Willful Defaulter" in terms of Regulation (1)(ze) nor it is categorized as a "Fugitive Economic Offender" in terms of Regulation (1)(ja) of the SEBI (SAST) Regulations.
d. The Acquirer has not entered into any non-compete arrangement and/or agreement with the Target Company or its management.
e. As on date of the LOF, the Acquirer is in compliance with Regulation 6A,Regulation 6B, Regulation 29, 30, 31 of the SEBI (SAST) Regulations.
f. As on date of this LOF, the Acquirer is in compliance with Regulation 29 (3) of the SEBI (SAST) Regulations.
g. The Acquirer has undertaken to comply with the SEBI (SAST) Regulations and complete the Offer formalities.
h. The Acquirer has undertaken that if it acquires any Equity Shares of the Target Company during the Offer Period, it shall inform the Stock Exchanges where the Equity Share(s) of the Target Company are listed and the Manager to the Offer within 24 hours of the acquisition in compliance with Regulation 18(6) of the SEBI (SAST) Regulations. Further, the Acquirer has also undertaken that it will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per Regulation 18(6) of the SEBI (SAST) Regulations.
i. The Acquirer undertakes that it will not sell the Equity Shares of the Target Company during the Offer Period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
j. The Acquirer confirms has not received any complaint in relation to the Open Offer.
k. In terms of Para 12(h) of the standard format of letter of offer stipulated under SEBI (SAST) Regulations, Acquirer as well as its promoters are in compliance with all listing requirements applicable to each of them and no penal action has been take against them by any of the stock exchanges.
l. No directions are subsisting and no proceedings are pending against Acquirer under SEBI Act, 1992 and regulations made thereunder nor by any regulator.
m. The Acquirer confirms that there are no statutory approval(s) pending as on date.
n. The Acquirer does not form part of the present promoter group of the Target Company. Acquirer is currently the shareholder of the Target Company and it does not have any other relation with the Target Company nor have any interest in the Target Company.
o. None of the directors or key managerial personnel of the Acquirer hold any ownership/ interest/ relationship/ directorship in the Target Company.

5. DETAILS OF THE SELLER

5.1 **The details of the Seller are set out below**:

Name	Nature of entity/ Individual	Address	Change in name in the past	Part of promoter/ promoter group of the Target Company	Shares or voting rights held in the Target Company before entering into the SPA	Post transaction holding of shares or voting rights in the Target Company
Ms. Jyothi Raju Chintalapati	Individual	Plot no. 1317, Road No. 66, Jubilee Hills, Hyderabad - 500033	NA	No	8,98,833 (1.22%)	0 (0.00%)

5.2 The details of the Equity Shares held by the Seller in the Target Company, as on the date of this LOF, are as under:

S No.	Date of Transaction	No. of Shares Acquired	Acquisition Price per share (Rs.)	Total value (Rs.)
1.	28/04/2006	9,998	155.75	15,55,657
2.	03/04/2012	12	13.24	159
3.	30/06/2018	29,300	9.63	2,82,239
4.	27/07/2021	5,00,000*	Nil	-
5.	20/08/2021	3,59,533**	10	35,95,330
	Total Shares	**8,98,833**		

*Acquired by way of gift from Mrs. Satyavathi Dendukuri (Mother)
**Allotment by way of rights issue in Target Company

5.3 The relationship of the Seller with the Acquirer and its directors/ promoters is as under:

S No.	Name	Position	Relationship with Seller
1.	Sri Power Generation (India) Private Limited	Acquirer	No Direct Relationship
2.	Kamalamma Chintalapati	Promoter & Director of Acquirer	Mother-in-Law
3.	Pushpavathi Dendukuri	Promoter & Director of Acquirer	Sister-in-Law
4.	Dendukuri Anilkumar	Director of Acquirer	Nephew
5.	Akila Chintalapati Raju	Director of Acquirer	Daughter-in-Law

Note: The Seller's shareholding in the Target Company will be "nil" post the consummation of the SPA.

5.4 The Seller is not prohibited by SEBI from dealing in securities pursuant to any directions issued under Section 11B of the SEBI Act or under any other regulations made under the SEBI regulations.

6. BACKGROUND OF THE TARGET COMPANY

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

a. The Target Company is a public limited company incorporated on June 29, 1999 under the Companies Act, 1956. Its CIN is L72200TN1999PLC042730. The name of the Target Company has not undergone any change in the last three years. The registered office of the Target Company is located at No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India and its corporate office at My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India**.**

b. The Target Company is engaged in the business of providing information technology services to customers.

c. The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.

d. The Equity Shares are frequently traded on BSE and NSE for the purposes of Regulation 2(1)(j) of the SEBI (SAST) Regulations).

e. As on date of this LOF, the total authorized share capital of the Target Company is Rs. 75,00,00,000 comprising of 7,50,00,000 Equity Shares having face value of Rs. 10 each. The total issued, subscribed and paid-up share capital of the Target Company is Rs. 73,77,00,410 comprising of 7,37,70,041 Equity Shares. The Target Company does not have any partly paid-up shares. There are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or ESOPs issued by the Target Company

f. All the Equity Shares of the Target Company are listed. There are no outstanding shares of the Target Company that have been issued but not listed on the Stock Exchanges.

g. The Equity Shares of the Target Company are currently not suspended on any stock exchange. The Equity Shares have not been delisted from any stock exchange in India.

h. There were no mergers, demergers or spin-offs involving the Target Company during the last three years.

i. The Target Company has complied with the listing requirements and no penal/punitive actions have been taken by the Stock Exchanges. As on date of this LOF, the Target Company is in compliance with Regulation 29 (3) of the SEBI (SAST) Regulations

j. Details of share capital of the Target Company as on the date of this LOF is as follows:

Paid-up Equity Shares of Target Company	No. of Equity Shares / voting rights	% of Equity Shares/ voting rights
Fully paid-up Equity Shares	7,37,70,041	100.00%
Partly paid-up equity shares	0	0.00%
Total paid-up Equity Shares	7,37,70,041	100.00%
Total voting rights in the Target Company	7,37,70,041	100.00%

k. As of the date of this LOF, the Expanded Voting Share Capital is as follows:

Particulars	No. of shares	% of Expanded Voting Share Capital
Fully paid-up equity shares as on date	**7,37,70,041**	**100.00%**
Partly paid up equity shares as on date	**0**	**0.00%**
Employees Stock Option (ESOPs) vested, or shall vest prior to the date of the DPS **,** if any	**0**	**0.00%**
Expanded Voting Share Capital	**7,37,70,041**	**100.00%**

l. Names, details and date of appointment of the directors on the board of directors of the Target Company are as follows:

Name and age	DIN	Designation	Date of original appointment
Kumar Venkataraman Gandarvakottai Age: 55 years	00059107	CEO and Managing Director	September 01, 2004
Anil Kumar Sood Age: 58 years	00086577	Independent Director	April 28, 2007
Anish Mathew Age: 56 years	02545538	Independent Director	January 31, 2009
Leona Ambuja Age: 34 years	07138817	Independent Director	March 31, 2015
Sivalenka Kalyan Vijay Age: 41 years	06404449	Independent Director	September 29, 2020
Upendar Mekala Reddy Age: 39 years	08898174	Independent Director	September 29, 2020

m. The Target Company or its promoters and promoter group or directors or its key managerial personnel have not been declared as: (a) wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulter issued by Reserve Bank of India; or (b) a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018).

n. The key financial information of the Target Company as extracted from its respective audited consolidated financial statements as of and for the financial years ended on March 31, 2021, March 31, 2020 and March 31, 2019, is as set out below:

Profit and Loss Statement (Rs. In lakhs)

Particulars	FY 2020-21 (Audited)	FY 2019-20 (Audited)	FY 2018-19 (Audited)
Income From Operations	5,940.22	5673.26	6,187.37
Other Income	686.40	650.28	863.94
Total Income	**6,626.26**	**6323.54**	**7,051.31**
Total Expenditure	5,530.06	5,136.21	5,990.21
Profit before depreciation, interest and tax	**1,096.20**	**1,187.33**	**1,061.10**
Depreciation	363.04	437.58	375.76
Interest	548.96	682.82	614.83
Profit before Tax	**184.55**	**66.93**	**70.52**
Provision after tax	(0.26)	(3.78)	37.10
Profit after Tax	**184.81**	**70.71**	**33.42**

(Rs. In lakhs except per share information)

Balance Sheet

Particulars	As on March 31, 2021 (Audited)	As on March 31, 2020 (Audited)	As on March 31, 2019 (Audited)
Sources of funds			
Paid up share capital	4,426.73	4,426.73	4,426.73
Reserves and surplus/ Other Equity (excluding revaluation reserves)	6,964.53	6,836.52	6,531.61
Revaluation reserves	2,773.73	2,773.73	2,773.73
Net Worth	**14,164.99**	**14,036.97**	**13,732.07**
Non-controlling interest	-	-	-
Non-current liabilities			
Borrowings	-	-	-
Other financial liabilities	1,970.62	1,432.04	1,084.60
Other non-current liabilities	-	-	-
Provisions	136.25	129.94	126.59
Deferred tax liabilities (net)	-	-	-
Current Liabilities			
Borrowings	2,950.47	3,964.65	4,081.98
Trade Payable	943.77	1,210.62	1,469.08
Other Financial Liabilities	1,943.92	1,833.78	1,580.70
Other Current Liabilities	8,827.95	9,657.93	9,353.45
Provisions	794.84	860.35	746.11
Total	**31,732.80**	**33,126.29**	**32,174.57**
Uses of Funds			
Non-current assets			
Plant, property and equipment	16,861.57	16,339.29	12,837.12
Capital Work in progress	-	-	3,081.40
Goodwill	7,936.12	7,936.12	7,936.12
Intangible Assets	-	-	-
Intangible assets under development	-	-	-
Investments			
Loans	127.66	137.39	124.87
Deferred Tax Assets (Net)	61.66	60.75	56.90
Other Non- Current Assets	15.84	-	11.49

Current Assets			
Inventories	-	-	-
Investments	-	-	-
Cash and cash equivalents	723.99	616.62	303.65
Trade Receivables	3,114.32	5,933.22	5,847.16
Other Financial Assets	1,387.46	572.81	469.73
Other Current Assets	1,504.18	1,530.09	1,506.13
Total Assets	**31,732.80**	**33,126.29**	**32,174.57**

Other Financial Data

Particulars	**FY 2020-21**	**FY 2019-20**	**FY 2018-19**
	(Audited)	**(Audited)**	**(Audited)**
Dividend (%)	**Nil**	**Nil**	**Nil**
Earnings per share (In Rs.)	**0.42**	**0.16**	**0.08**
Return on net worth (%)[5]	**1.62%**	**0.63%**	**0.30%**
Book value per share (%)[6]	**31.99**	**31.71**	**31.02**

Notes:

(1) The key financial information of the Target for the financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 have been extracted from the audited financial statements for the financial years ended March 31, 2021, March 31, 2020 and March 31, 2019 respectively.

(2) Net worth includes equity share capital and other equity but does not include non-controlling interest.

(3) Total expenditure includes share of loss/(profit) of associates and joint ventures but excludes depreciation and finance costs.

(4) Reserves and surplus includes Securities Premium Account, Capital Reserve, Foreign, Currency Translation Reserve, Business Construction Reserve, General Reserve, Retained Earnings, Revaluation surplus and Other Comprehensive Income.

(5) Return on net worth = Profit for the year/net worth excluding revaluation reserve

(6) Book Value per share = Net worth/total number of Equity Shares

(7) During 2020-21, there as a drop in sales. However, the cost reduction was proportionately higher leading to an increase in profit after tax. The cost reduction was on account of lower material cost and lower finance cost, due to part payment of loans. The other expense were also lower in the year as the previous year had a provision for doubtful debts. The consequent impact of the increased profitability has resulted in higher net worth and higher earnings per share.

o. The pre shareholding pattern of the Target Company as on October 8, 2021 and post offer shareholding pattern assuming full acceptance under the Open Offer is as provided below:

S. No	**Shareholders' category**	**Shareholding & voting rights prior to the agreement / acquisition and offer**		**Equity Shares / voting rights agreed to be acquired pursuant to acquisition of equity shares under SPA which triggered the Offer**		**Equity Shares/Voting rights to be acquired in the Offer (assuming full acceptances)**		**Shareholding / voting rights after the acquisition and the Offer**	
		(A)		**(B)**		**(C)**		**(A+B+C)**	
		No. of equity shares	**%[1]**	**No. of equity shares**	**%[1]**	**No. of equity shares**	**%[1]**	**No. of equity shares**	**%[1]**
1	**Promoter & Promoter Group**								
	a. Parties to Agreement	-	-	-	-	-	-	-	-
	b. Promoters Other than (a) above	-	-	-	-	-	-	-	-
	Total 1 (a+b)	-	-	-	-	-	-	-	-
2	Acquirer	**1,82,71,989**	**24.77**	**8,98,833**	**1.22**	**2,95,08,017**	**40.00**	**4,86,78,839**	**65.99**
	Total	**1,82,71,989**	**24.77**	**8,98,833**	**1.22**	**2,95,08,017**	**40.00**	**4,86,78,839**	**65.99**
3	Parties to agreement	**8,98,833**	**1.22**	**(8,98,833)**	**(1.22)**	-	-	-	-

	other than (1) (a) and 2								
4	Public (other than parties to the agreement and Acquirer)								
A	FPIs/ FIIs/ FIs/ MFs/ Banks/ AIFs/ Foreign bodies	**30,690**	**0.00**	**-**	**-**	**(2,95,08,017)**	**(40.00)**	**2,50,91,202**	**34.01**
B	Other Public	**5,45,99,219**	**74.01**	**-**	**-**				
C	Employee stock options considered for determining Expanded Voting Share Capital	**-**	**-**	**-**	**-**				
	Total 4 (a + b + c); i.e., 26,289 shareholders in "Public Category"	**5,45,99,219**	**74.01**	**-**	**-**	**(2,95,08,017)**	**(40.00)**	**2,50,91,202**	**34.01**
	Grand Total (1 + 2+3+4)	**7,37,70,041**	**100.00**	**-**	**-**	**-**	**-**	**7,37,70,041**	**100.00**

Notes:

1. Calculated on the basis of Expanded Voting Share Capital.

p. The total number of shareholders in the Target Company is 26,291, all of which are categorized in public category (Source: benpos dated October 15, 2021).

q. Save and except as provided in paragraph 3 of this LOF, the Acquirer has not acquired any Equity Shares after the date of PA till the date of LOF.

r. In terms of Para 12(h) of the standard format of letter of offer stipulated under SEBI (SAST) Regulations, the Target Company as well as its promoters are in compliance with all listing requirements applicable to each of them and no penal action has been take against them by any of the stock exchanges.

7. OFFER PRICE AND FINANCIAL ARRANGEMENTS

7.1 Justification of Offer Price (Direct Acquisition)

a. The equity shares of the Target Company ("Equity Shares") are listed on BSE (Scrip Code: 532408) and NSE (Symbol: MEGASOFT). The ISIN of Equity Shares is INE933B01012.

b. The annualized trading turnover of the Equity Shares, on the Stock Exchanges during the 12 calendar months preceding the calendar month in which the public announcement was required to be made, i.e., from August 1, 2020 to July 31, 2021 ("**Twelve Months Period**"), is as set out below:

Stock exchange	Traded turnover of equity shares of the Target Company during the Twelve Months Period ("A")	Weighted average number of Equity Share during the Twelve Months Period ("B")	Trade Turnover % (A/B)
NSE	3,51,57,821	4,42,67,293	79%
BSE	1,33,89,217	4,42,67,293	30%

(Source: National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE")

c. Based on the above, the Equity Shares of the Target Company are frequently traded on BSE and NSE in accordance with Regulation 2(1)(j) of the SEBI (SAST) Regulations. The closing market price of the Equity shares of the Target Company as on the date of the Public Announcement, i.e., August 20, 2021, and the date immediately after the date of Public Announcement is set out below:

Closing market price (In Rs.) as on August 20, 2021	NSE	BSE
	Rs. 12.60	Rs.12.50

Closing market price (In Rs.) as on August 23, 2021	NSE	BSE
	Rs. 13.20	Rs.13.10

d. The Offer Price of Rs. 14.70 per Equity Share has been determined in terms of Regulations 8(1) and 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

S.N	Particulars	Rs. per equity share
A.	Highest negotiated price per Equity Share for any acquisition under the agreement attracting the obligation to make the PA*	**13.00**
B.	The price at which the Equity Shares are proposed to be acquired pursuant to the proposed preferential issue in accordance with Regulation 8(8) of the SEBI (SAST) Regulations	**14.70**
C.	The volume-weighted average price paid or payable for acquisition during the 52 weeks immediately preceding the date of the PA**	**14.32**
D.	The highest price paid or payable for any acquisition during 26 weeks period immediately preceding the date of PA***	**14.70**
E.	The volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on Stock Exchanges****	**14.33**
F.	Where the Equity Shares are not frequently traded, the price determined by the Acquirer and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies	**Not Applicable**
G.	The per Equity Share value computed under regulation 8(5) of the SEBI (SAST) Regulations, if applicable	**Not Applicable**

** As per SPA*

*** The Acquirer has acquired 41,92,375 Equity Shares at volume weighted average price of Rs. 14.32 each of the Target Company* during the 52 weeks immediately preceding the date of PA.

****The Acquirer has acquired 41,92,375 Equity Shares of which 20,000 Equity Shares were acquired at highest price of Rs. 14.70 each of the Target Company* as a bulk deal.

*****Based on the maximum volume of trading in the shares of the Target Company as recorded on NSE during such period*

e. In view of the parameters considered and presented in the aforesaid table, the minimum offer price per Equity Share under Regulation 8(2) of the SEBI (SAST) Regulations is the highest of item numbers A to G above i.e. Rs. 14.70 per Equity Share. Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.

f. Since the date of the Public Announcement and as on the date of this LOF, 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, and reduction of capital etc. where the record date for effecting such corporate actions falls prior to 3 Working Days before the commencement of the tendering period of the Offer, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.

g. As on the date of this LOF, 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 the last 1 Working Day before the commencement of the Tendering Period of this Offer in accordance 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 Acquirer shall: (i) make corresponding increase to the escrow amount; (ii) make an announcement in the same newspapers in which the DPS was published; and (iii) simultaneously notify the Stock Exchanges, the SEBI and the Target Company at its registered office of such revision.

h. No directions are subsisting and no proceedings are pending against the Target Company under SEBI Act, 1992 and regulations made thereunder nor by any regulator.

i. There are no statutory approval(s) pending as on date of this LOF in relation to the Target Company except as under.

Description of Pending Statutory Approval	Name of the Regulator	Current Status / Remarks
Form FC – GPR at RBI FIRMS	RBI	Form filed with RBI. They have remarked 'Provide us KYC of investor and RBI Ack copy of holding of shares by NRI investor". Based on above, the Target Company shall be refilling the application.

7.2 **Financial Arrangements**

a. The total funding requirement for the Open Offer, assuming full acceptance, i.e., for the acquisition of 2,95,08,017 Equity Shares, at the Offer Price of Rs. 14.70 per equity share is Rs. 43,37,67,849.90.

b. In accordance with Regulation 17 of the SEBI (SAST) Regulations, the Acquirer and the Manager to the Offer have entered into an escrow agreement with ICICI Limited, Churchgate Branch, Mumbai ("Escrow Agent") on August 20, 2021 ("Escrow Agreement"), and by way of security for performance by the Acquirer of its obligations under the SEBI (SAST) Regulations, the Acquirer has created an escrow account named "Sri Power Megasoft Open Offer Cash Escrow Account" ("Escrow Account") with the Escrow Agent. In accordance with the requirements of Regulation 17 of the SEBI (SAST) Regulations, the Acquirer has deposited in cash an aggregate of Rs. 10,84,41,963/- into the Escrow Account. The amount deposited in the Escrow Account is in compliance with the requirements of deposit of Escrow Amount as per Regulation 17 of the SEBI (SAST) Regulations, i.e. 25% of the first Rs. 500 crore of the Offer Consideration and 10% of the remainder of the Offer Consideration.

c. The Acquirer has authorised the Manager to the Offer to operate and realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.

d. The Escrow Agent is neither an associate company nor a group company of the Acquirer or the Target Company.

e. The sources of funds for the Acquirer are available cash and cash equivalents and its liquid securities. The Acquirer has made firm financial arrangements for fulfilling the payment obligations under this Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, and the Acquirer is able to implement this Offer.

f. M/s Ganeshvenkat & Co., Chartered Accountants (FRN: 005293S) (Mr. G. Raja Venkat, partner, membership no.: 025014), vide their certificate dated August 20, 2021 certified that the Acquirer has adequate financial resources for fulfilling their obligations under the Open Offer.

g. Based on the above, the Manager to the Offer is satisfied, (a) about the adequacy of resources to meet the financial requirements for the Open Offer and the ability of the Acquirer to implement the Open Offer in accordance with the SEBI (SAST) Regulations; and (b) that firm arrangements for payment through verifiable means are in place to fulfill the Open Offer obligations.

h. In case of any upward revision in the Offer Price or Offer Size, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.

8. TERMS AND CONDITIONS OF THE OPEN OFFER

8.1 Operational terms and Conditions

a. The Letter of Offer along with Form of Acceptance cum Acknowledgement shall be dispatched to (a) all the Public Shareholders, whose names appear in the register of members of the Target Company as of the close of business on the Identified Date; and (b) the beneficial owners of the Equity Shares whose names appear as beneficiaries on the records of the respective Depositories, as of the close of business on the Identified Date.

b. All non-promoter owners of the Equity Shares, registered or unregistered (except the Acquirer and parties to the underlying SPA, including persons deemed to be acting in concert with such parties to the SPA) who own the Equity Shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible persons can participate in the Offer by offering their Equity Shares in whole or in part. No indemnity is required from the unregistered owners.

c. The Letter of Offer will be dispatched to all the eligible shareholders of the Target Company as of the Identified Date. While it would be ensured that the Letter of Offer is dispatched by the due date through permitted modes to all the eligible shareholders as on the Identified Date, non-receipt of the Letter of Offer by any member entitled to this Offer will not invalidate the Offer in any manner whatsoever.

d. Subject to the conditions governing this Offer, as mentioned in the LOF, the acceptance of this Offer by the shareholder(s) must be absolute and unqualified. Any acceptance to the Offer, which is conditional or incomplete, is liable to be rejected without assigning any reason whatsoever.

e. The Acquirer is making this Offer to all Public Shareholders to acquire up to 2,95,08,017 Equity Shares, constituting 40.00% of the Expanded Voting Share Capital at the Offer Price, subject to the terms and conditions mentioned in the PA, DPS, DLOF and the LOF.

f. In terms of the schedule of major activities, the Tendering Period for the Open Offer shall commence on Tuesday, October 26, 2021 and close on Wednesday, November 10, 2021.

g. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that they have good and valid title on the Offer Shares. The Equity Shares tendered under this Open Offer shall be fully paid-up, free from all liens, charges, equitable interests and encumbrances and shall be tendered together with all rights attaching thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter, and the tendering Public Shareholder shall have obtained all necessary consents for it to sell the Equity Shares on the foregoing basis.

h. This Open Offer is not conditional upon any minimum level of acceptance.

i. The Identified Date for this Open Offer as per the schedule of major activities is Friday, October 8, 2021.

j. The marketable lot for the Equity Shares for the purpose of this Open Offer shall be 1. Public Shareholders can participate in the Offer by offering their shareholding in whole or in part.

k. This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.

l. All the Equity Shares validly tendered under this Offer will be acquired by the Acquirer in accordance with the terms and conditions set forth in the PA, DPS, DLOF and LOF, to the extent of the Offer Size. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Open Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots.

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

n. Copies of PA, DPS and Corrigendum to DPS to be published are available on the website of SEBI at www.sebi.gov.in and copies of DLOF and LOF will be available on the website of SEBI at www.sebi.gov.in.

o. The Acquirer reserves the right to revise the Offer Price and/or the number of Offer Shares upwards at any time prior to the commencement of the last 1 Working Day before the commencement of the Tendering Period, i.e., up to Friday, October 22, 2021, in accordance with the SEBI (SAST) Regulations. In the event of such revision, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, the Acquirer shall (i) make a corresponding increase to the escrow amount, (ii) make

an announcement in the same newspapers in which the DPS was published, and (iii) simultaneously notify the Stock Exchange, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirer will pay such revised price for all the Equity Shares validly tendered in the Open Offer and accepted under the Open Offer in accordance with the terms of the LOF.

p. The instructions, authorizations and provisions contained in the Form of Acceptance (FOA) constitute part of the terms of the Open Offer. The Public Shareholders can write to the Registrar to the Offer/ Manager to the Offer requesting for the Letter of Offer along with the FOA. Alternatively, the Letter of Offer along with the FOA will also be available at SEBI's website (www.sebi.gov.in), and the Public Shareholders can also apply by downloading such forms from the website.

q. Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected.

8.2 **Locked-in Equity Shares**

The locked-in Equity Shares, if any, may be tendered in the Open Offer and transferred to the Acquirer subject to the continuation of the residual lock-in period in the hands of the Acquirer, as may be permitted under applicable law. The Manager to the Open Offer shall ensure that there shall be no discrimination in the acceptance of locked-in and non locked-in Equity Shares.

8.3 **Eligibility of accepting the Open Offer**

a. All Public Shareholders, registered or unregistered, who hold Equity Shares and are able to tender such Equity Shares in this Offer at any time before the Offer Closing Date are eligible to tender such Equity Shares in this Open Offer (subject to the approvals that they may need to obtain as stated in paragraph 7.4 of this LOF).

b. The acceptance of this Open Offer by Public Shareholders must be absolute and unqualified. Any acceptance of this Open Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.

c. 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 LOF, may also participate in this Open Offer. Incomplete applications, including non-submission of necessary enclosures, if any, are liable to be rejected. Accidental omission to send LOF to any person to whom the Offer is made or the non-receipt or delayed receipt of the LOF by any such person will not invalidate the Offer in any way.

d. The acceptance of this Open Offer is entirely at the discretion of the Public Shareholder(s) of the Target Company.

e. None of the Acquirer, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Offer acceptance forms, copies of delivery instruction slips, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

f. The acceptance of Equity Shares tendered in the Open Offer will be made by the Acquirer in consultation with the Manager to the Offer.

g. All Public Shareholders, (including resident or non-resident shareholders) must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) held by them, in the Offer and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the RBI, or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for

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

8.4 **Statutory and other Approvals**

a. To the best of the knowledge of the Acquirer, there are no statutory or other approvals required to complete the Open Offer as on the date of this LOF. If, however, any statutory or other approval becomes applicable prior to completion of such acquisitions, the Open Offer would also be subject to such other statutory or other approval(s) being obtained.

b. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that the approvals specified in this LOF as set out in this paragraph 7.4 (*Statutory and Other Approvals*) or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer (through the Manager) shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations.

c. Non-resident Indians ("**NRIs**"), erstwhile overseas corporate bodies ("**OCBs**") and other non-resident holders of the Equity Shares, if any, must obtain all requisite approvals / exemptions required (including without limitation, the approval from the Reserve Bank of India ("**RBI**")), if any, to tender the Equity Shares held by them in this Offer and submit such approvals / exemptions along with the documents required to accept this Offer. Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, foreign institutional investors ("**FIIs**") and foreign portfolio investors ("**FPIs**")) had required any approvals (including from the RBI or any other regulatory authority/ body) at the time of the original investment in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals that they would have obtained for acquiring / holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If the aforementioned documents are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer.

d. Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the Foreign Exchange Management Act, 1999 and the regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer.

e. Subject to the receipt of the statutory and other approvals, if any, the Acquirer shall complete payment of consideration within 10 Working Days from the closure of the tendering period to those Public Shareholders whose documents are found valid and in order and are approved for acquisition by the Acquirer.

f. Where any statutory or other approval extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or other approvals are required in order to complete this Open Offer.

g. In case of delay/non-receipt of any statutory and other approvals referred to in this Paragraph 7.4, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that the non-receipt of the requisite statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval(s), grant an extension of time for the purpose of completion of this Open Offer, subject to such terms and conditions as may be specified by SEBI, including payment of interest by the Acquirer to the Public Shareholders at such rate, as may be prescribed by SEBI from time to time, in accordance with Regulations 18(11) and 18(11A) of the SEBI (SAST) Regulations.

h. No approval is required from any bank or financial institutions for this Offer.

i. The instructions and provisions contained in Form of Acceptance-cum-Acknowledgement constitute an integral part of the terms of this Offer.

9. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OPEN OFFER

9.1 All the Public Shareholders, holding Equity Shares whether in dematerialised form or physical form, registered or unregistered, are eligible to participate in this Open Offer at any time during the period from Offer Opening Date and Offer Closing Date ("**Tendering Period**") for this Open Offer.

9.2 NSE shall be the designated stock exchange for the purpose of tendering shares in the Offer ("**Designated Stock Exchange**").

9.3 **Procedure for acceptance and settlement of the Offer**

a. The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by BSE and NSE in the form of separate windows (each an "**Acquisition Window**" and collectively "**Acquisition Windows**") as provided under the SEBI (SAST) Regulations and SEBI circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and as amended vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as amended from time to time, including any guidelines and circulars issued in relation to the same by the Stock Exchanges and clearing corporations ("**Acquisition Window Circulars**").

b. The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to the Open Offer shall be available on NSE and BSE in the form of separate Acquisition Windows.

c. The Acquirer has appointed Trust Financial Consultancy Services Private Limited ("**Buying Broker**") as its broker for the Open Offer through whom the purchases and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

TRUST
In Partnership. With Trust.

TRUST FINANCIAL CONSULTANCY SERVICES PRIVATE LIMITED
109/110, Balarama, 1st Floor, Village Parigkhari, Bandra Kurla Complex, Bandra [East], Mumbai - 400051
Tel.: +91 22 4084 5000
Fax.: +91 22 4084 5007
Contact Person(s): Mr. Tejas Sarvaiya
Email ID: tejas.sarvaiya@trustgroup.in
Website: www.trustgroup.in
SEBI Registration Number: NSE-INB231198731 & BSE-INB011198737
Corporate Identity Number: U67120MH2002PTC135942

d. Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stock brokers ("**Selling Broker**") registered with either BSE and/ or NSE within the normal trading hours of the secondary market, during the Tendering Period.

e. Separate Acquisition Windows will be provided by BSE and NSE to facilitate the placing of orders by the Public Shareholders through their Selling Brokers. The Selling Broker can enter orders for physical and dematerialised Equity Shares. During the Tendering Period, the bid for selling the Equity Shares will be placed in the Acquisition Windows by Public Shareholders through their respective Selling Broker during normal trading hours of the secondary market. The Buying Broker may also act as Selling Broker for Public Shareholders.

f. The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by BSE/Indian Clearing Corporation and NSE/ NSE Clearing Limited, before the Offer Opening Date.

g. Public Shareholders shall tender their Equity Shares only through a broker with whom such shareholder is registered as client (KYC compliant).

(i) In case of Public Shareholder being an individual:

A. <u>If Public Shareholder is registered with KYC Registration Agency ("**KRA**"): Forms required</u>:

1. Central Know Your Client ("**CKYC**") form including Foreign Account Tax Compliance Act ("**FATCA**"), In Person Verification ("**IPV**"), Original Seen and Verified ("**OSV**"), if applicable
2. Know Your Client ("KYC") form documents required (all documents self-attested): Bank details (cancelled cheque)
3. Demat details for Equity Shares in demat mode (demat master/latest demat statement)

B. <u>If Public Shareholder is not registered with KRA: Forms required:</u>

1. CKYC form including FATCA, IPV, OSV, if applicable;
2. KRA form
3. KYC form documents required (all documents self-attested):
   - PAN card copy
   - Address proof
   - Bank details (cancelled cheque)
4. Demat details for Equity Shares in demat mode (demat master /latest demat statement)

It may be noted, that other than submission of above forms and documents, in person verification may be required.

(ii) In case of Public Shareholder, being a Hindu Undivided Family ("**HUF**"):

A. <u>If Public Shareholder is registered with KRA: Forms required:</u>

1. CKYC form of karta including FATCA, IPV, OSV if applicable
2. KYC form documents required (all documents self-attested):
3. Demat details for Equity Shares in demat mode (demat master/latest demat statement)

B. <u>If Public Shareholder is not registered with KRA: Forms required</u>:
1. CKYC form of karta including FATCA, IPV, OSV if applicable;
2. KRA form
3. KYC form documents required (all documents self-attested):
   - PAN card copy of HUF & karta
   - Address proof of HUF & karta
   - HUF declaration
   - Bank details (cancelled cheque)
4. Demat details for Equity Shares in demat mode (demat master/latest demat statement)

It may be noted, that other than submission of above forms and documents, in person verification may be required.

(iii)In case of Public Shareholder other than Individual and HUF:

A. <u>If Public Shareholder is KRA registered: Form required</u>

1. KYC form documents required (all documents certified true copy): - Bank details (cancelled cheque)
2. Demat details for Equity Shares in demat mode (demat master/latest demat statement)
3. FATCA, IPV, OSV if applicable
4. Latest list of directors/authorised signatories/partners/trustees
5. Latest shareholding pattern
6. Board resolution
7. Details of ultimate beneficial owner along with PAN card and address proof
8. Last 2 years financial statements

B. <u>If Public Shareholder is not KRA registered: Forms required:</u>
1. KRA form
2. KYC form documents required (all documents certified true copy):
   - PAN card copy of company/ firm/trust

- Address proof of company/firm/trust
- Bank details (cancelled cheque)

3. Demat details for Equity Shares in demat mode (demat master/latest demat statement)
4. FATCA, IPV, OSV if applicable
5. Latest list of directors/authorised signatories/partners/trustees
6. PAN card copies & address proof of directors/authorised signatories/ partners/trustees
7. Latest shareholding pattern
8. Board resolution/partnership declaration
9. Details of ultimate beneficial owner along with PAN card and address proof
10. Last 2 years financial statements
11. Memorandum of association/partnership deed /trust deed/ constitutional document

It may be noted that, other than submission of above forms and documents, in person verification may be required.

It may be noted that the above-mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

i. The cumulative quantity tendered shall be displayed on BSE's website (www.bseindia.com) and NSE's website at www.nseindia.com throughout the trading session at specific intervals by BSE and NSE during the Tendering Period.

j. Modification / cancellation of bids will not be allowed during the Tendering Period. Multiple bids made by single Public Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of acceptance.

k. The reporting requirements for non-resident shareholders under Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Public Shareholder and/ or their Selling Broker.

9.4 **Procedure for tendering Equity Shares held in dematerialised form**

a. Public Shareholders who are holding Equity Shares in dematerialized form and who desire to tender their Equity Shares in dematerialized form under the Open Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Open Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

b. The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of BSE or the NSE. Before placing the bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the respective Clearing Corporation, by using the early pay-in mechanism as prescribed by BSE / NSE or the respective Clearing Corporation, prior to placing the order/bid by the Selling Broker.

c. The Public Shareholders shall earmark / provide such early pay-in of the dematerialized Equity Shares to be tendered in the Offer (except for custodian participant orders) to the respective Clearing Corporation using the settlement number provided in the Offer opening circular which will be issued by the Stock Exchanges/ Clearing Corporations before the opening of the Offer, before any orders / bids are placed on their behalf by their respective Selling Brokers.

d. Upon placing the bid, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order/bid submitted like bid identification number, depository participant identification, client identification number, number of Equity Shares tendered, etc.

e. On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Open Offer. Modification / cancellation of orders will not be allowed during the tendering period of the Offer.

f. For custodian participant, orders for Equity Shares in dematerialized form early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than the time provided by BSE / NSE on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

g. For resident Public Shareholders holding Equity Shares in dematerialized form, submission of FOA and TRS is not mandatory, but are advised to retain the acknowledged copy of the TRS with them until the expiry of the Offer Period. After the receipt of the Equity Shares in dematerialized form by the respective Clearing Corporations and a valid bid in the exchange bidding system, the Equity Shares bid shall be deemed to have been accepted for Public Shareholders holding Equity Shares in dematerialized form.

h. The Public Shareholders holding shares in demat mode are not required to fill any FOA, unless required by their respective Selling Broker.

9.5 **Procedure for tendering the Equity Shares held in physical form**

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI's press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 1, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below

a. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the **(i) original share certificate(s), (ii) valid share transfer form(s), i.e. Form SH-4, duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN card, (iv) FOA duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) 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.**

b. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.

c. Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE / NSE. Upon placing the bid, the Selling Broker shall provide a TRS generated by the BSE or NSE bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.

d. The Selling Broker/ Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post / speed post or courier or hand delivery to the Registrar to the Offer i.e. Cameo Corporate Services Limited Unit: Megasoft Limited – Open Offer, Subramanian Building, No.1 Club House Road, Chennai 600002 within 2 days of bidding by the Selling Broker and in any event not later than Friday, November 12, 2021 (by 5.00 p.m. (IST)). The envelope should be super scribed as "Sri Power Megasoft Open Offer". 1 copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker/Public Shareholder.

e. The Public Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the

Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.

f. All documents as mentioned above, shall be enclosed with the FOA, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the FOA instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the FOA and Form SH-4 does not match as per the specimen signature recorded with Target Company / registrar of the Target Company.

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

9.6 **Procedure for tendering the shares in case of non-receipt of LOF:**

a. Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date i.e. the date falling on the 10th Working Day prior to the commencement of Tendering Period, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Open Offer. Accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Offer in any way.

b. A Public Shareholder may participate in the Open Offer by approaching its broker / Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in the LOF.

c. The LOF along with the FOA will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company as on the Identified Date. A Public Shareholder receiving the LOF along with the FOA through electronic mode will be entitled to be furnished with a physical copy of the said documents upon receipt of requisition, if any, by e-mail at investor@cameoindia.com or by a letter addressed to the Registrar to the Offer. In case of non-receipt of the LOF, such Public Shareholders of the Target Company may (i) download the same from the SEBI website (www.sebi.gov.in) and can apply by using the same; or (ii) obtain a physical copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Public Shareholders can also download the soft copy from the Registrar's website (www.cameoindia.com/services.php).

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

9.7 **Acceptance of Shares**

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

b. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirer shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the

basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots.

c. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares.

9.8 **Settlement Process**

a. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer shall be provided to BSE and NSE to facilitate settlement on the basis of the Equity Shares transferred to both Clearing Corporations.

b. The settlement of trades shall be carried out in the manner similar to settlement of trades in accordance with the Acquisition Window Circulars.

c. The Public Shareholders holding Equity Shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance.

d. For Equity Shares accepted under the Offer, the Clearing Corporations will make direct fund payout to respective eligible Public Shareholders bank account linked to the demat account. If the relevant Public Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to the respective shareholders.

e. 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 the respective Selling Broker's settlement accounts for releasing the same to the respective Shareholder's account onwards. For this purpose, the client type details would be collected from the Registrar to the Open Offer.

f. Excess Equity Shares in dematerialized form or unaccepted Equity Shares in dematerialized form, if any, tendered by the Public Shareholders would be released to them by the Clearing Corporations.

g. The direct credit of Equity Shares shall be given to the demat account of the Acquirer as indicated by the Buying Broker.

h. Once the basis of acceptance is finalised, the Clearing Corporations would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of the Acquirer.

i. In case of partial or non-acceptance of orders, the balance Equity Shares in dematerialized form shall be returned directly to the demat accounts of the Public Shareholders by the Clearing Corporations. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares shall be released to the securities pool account of their respective Selling Broker and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders. Any Equity Share that is: (i) subject matter of litigation; or (ii) held in abeyance or prohibited/ restricted from being transferred pursuant to any pending court cases/ attachment orders/ restriction from other statutory authorities; is liable to be rejected unless directions/orders of an appropriate court/tribunal/statutory authority permitting the transfer of such Equity Share is received together with the Equity Shares tendered under the Open Offer.

j. Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer.

k. Once the basis of acceptance is finalised, the Clearing Corporations would facilitate clearing and settlement of trades by transferring the required number of tendered shares to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.

l. Public Shareholders who intend to participate in the Open Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Open Offer (secondary market transaction). The Open Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and the Manager accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.

m. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirer for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to the Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulations 18 (11) and 18(11A) of the SEBI (SAST) Regulations

10. **NOTE ON TAXATION:**

THE INFORMATION PROVIDED BELOW SETS OUT THE INCOME-TAX IMPLICATIONS ON TENDERING OF LISTED EQUITY SHARES ON THE RECOGNISED STOCK EXCHANGE UNDER AN OPEN OFFER IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES UNDER THE TAX LAWS PRESENTLY IN FORCE IN INDIA. THE SUMMARY IS BASED ON THE CURRENT PROVISIONS OF THE INDIAN INCOME TAX LAWS AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.THE FOLLOWING OVERVIEW IS NOT EXHAUSTIVE OR COMPREHENSIVE AND IS NOT INTENDED TO BE A SUBSTITUTE FOR PROFESSIONAL ADVICE.

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS ("DTAA"), IF ANY, WITH RESPECTIVE COUNTRIES.

IN VIEW OF THE PARTICULARISED NATURE OF TAX CONSEQUENCES, ELIGIBLE EQUITY SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE TAX IMPLICATIONS AND CONSEQUENCES ON TENDERING OF LISTED EQUITY SHARES OF THE TARGET COMPANY, PARTICULARLY IN VIEW OF THE FACT THAT CERTAIN RECENTLY ENACTED LEGISLATION MAY NOT HAVE A DIRECT LEGAL PRECEDENT OR MAY HAVE A DIFFERENT INTERPRETATION.

THE LAW STATED BELOW IS AS PER THE IT ACT AS AMENDED UPTO FINANCE ACT, 2021.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS NOTE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

10.1 **General:**

a. 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 of the following year.

b. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, in a manner as provided under the Income Tax Act, 1961, as amended ("IT Act").

c. A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which accrues or arises or deemed to accrue or arise in India) and income received by such persons in India (including income deemed to be received in India).

d. Since the Target Company is incorporated in India, the Equity Shares are "situated" in India and any gains arising to a non-resident on transfer of such shares is taxable in India under the IT Act.

e. Further, the non-resident shareholder can avail benefits of the Double Taxation Avoidance Agreement ("**DTAA**") between India and the respective country of which the said shareholder is a tax resident subject to satisfying the relevant conditions including but not limited to (a) conditions present in the said DTAA (if any) read with the relevant provisions of the Multilateral Convention to Implement Tax Treaty related Measures to Prevent Base Erosion and Profit Shifting ("**Multilateral Instrument/ MLI**") as ratified by India with the respective country of which the said shareholder is tax resident; (b) non-applicability of General Anti-Avoidance Rule ("**GAAR**") and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.

f. The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Open Offer, and corresponding withholding tax obligation based on the period of holding, residential status, classification of the shareholder, nature of the income earned, etc.

g. The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.

h. In addition to income tax, as the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to Securities Transaction Tax ("**STT**"). STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.

i. All references to equity shares herein refer to listed equity shares unless stated otherwise.

j. No complaint has been received by the Manager to the Offer and Target Company in relation to the Open Offer.

k. No directions are subsisting and no proceedings are pending against the Manager under SEBI Act, 1992 and regulations made thereunder nor by any regulator.

10.2 **Classification of Shareholders**

Shareholders can be classified under the following categories:

a. Resident Shareholders being
   (i) Individuals, Hindu Undivided Family ("**HUF**"), Association of Persons ("**AOP**") and Body of Individuals ("**BOI**")
   (ii) Others a) Company b) Other than company

b. Non-Resident Shareholders being:
   (i) Non-Resident Indians ("**NRIs**")
   (ii) Foreign Institution Investors (FIIs)/ Foreign Portfolio Investors (FPIs)
   (iii) Others: a) Company b) Other than company

10.3 **Classification of Shares**

The characterization of gains/losses, arising from sale of shares, as Capital Gains or Business Income would depend on the nature of holding in the hands of the shareholder and various other factors. Shareholders are also required to refer to Circular No.6/2016 dated February 29, 2016 issued by the

Central Board of Direct Taxes ("**CBDT**"). The nature of gains/loss in the foregoing cases will be as under

a. Shares held as investment: Income arising from transfer of shares taxable under the head "Capital Gains".

b. Shares held as stock-in-trade: Income arising from transfer taxable under the head "Profits and Gains from Business or Profession".

10.4 **Taxability of Capital Gains in the hands of the Shareholders:**

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

b. **Period of Holding:** Depending on the period for which the shares are held, the gains would be taxable as 'short term capital gain' or 'long-term capital gain'. Such classification would be determined as under: (i) Short-term Capital Asset ("**STCA**"): Equity shares held for less than or equal to 12 (Twelve) months. (ii) Long-term Capital Asset ("**LTCA**"): Equity share held for more than 12 (Twelve) months.

c. Accordingly, gains arising from transfer of a STCA are taxable as 'Short-term Capital Gains' ("**STCG**"). Gains arising from transfer of a LTCA are taxable as 'Long-term Capital Gains' ("**LTCG**").

d. As per Section 112A of the IT Act, LTCG arising on sale of listed equity shares will be subject to tax at the rate of 10% if Securities Transaction Tax ("**STT**") has been paid on both, on purchase and sale of shares (except in certain cases notified by CBDT *vide* Notification No. 60/2018 dated October 1, 2018) and if the aggregate LTCG during the financial year exceeds Rs. 1 lakh. The said rate will be increased by applicable surcharge and cess. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

e. As per Section 112A of the IT Act, LTCG will be computed without considering the indexation benefit as per provision of Section 48 of the IT Act. The cost of acquisition will be computed in accordance with the provisions of Section 55 read with Section 112A of the IT Act. In terms of Section 55 read with Section 112A of the IT Act, if investments were made on or before January 31, 2018, a method of determining the cost of acquisition of such investments has been specifically laid down such that gains up to January 31, 2018 are grandfathered. To clarify, if the equity shares on which STT is paid were acquired prior to January 31, 2018, the cost of acquisition of such shares should be higher of (a) actual cost of acquisition and (b) lower of (i) fair market value as on January 31, 2018 (highest quoted price on January 31, 2018 or immediately prior trading day if shares were not traded on January 31, 2018) and (ii) actual sale consideration.

f. If STT is not paid at the time of acquisition of the shares being acquired under the Open Offer and they do not fall within the exceptions identified under Notification No. 60/2018 dated October 1, 2018, then the entire LTCG arising to the shareholder shall be subject to tax @ 10% (plus applicable surcharge and cess) under Section 112 of the IT Act or 20% (plus applicable surcharge and cess) after claiming indexation benefit which is relevant in case of resident shareholders.

g. STCG realized on sale of listed equity shares (STT paid) will be subject to tax at the rate of 15% under Section 111A of the IT Act. The said rate will be increased by applicable surcharge and cess. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.

h. As per the seventh proviso to Section 48 of the IT Act, no deduction of amount paid on account of STT will be allowed in computing the income chargeable to tax as Capital Gains.

i. Further the provisions of Minimum Alternate Tax on the book profits as contained in Section 115JB of the IT Act or Alternate Minimum Tax contained in Section 115JC of the IT Act, as the case may be, also need to be considered by the shareholders.

j. As per Section 70 of the IT Act, Short Term Capital Loss computed for the 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.

k. 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.

l. Additional information in case of Foreign Institutional Investors ("**FIIs**"):

(i) As per Section 2(14) of the IT Act, any securities held by a FII which has invested in the equity shares in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, will be treated as capital assets. Accordingly, any gains arising from transfer of such securities will be chargeable to tax in the hands of FIIs as capital gains.
(ii) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 15%,
(iii) Under Section 115AD(1)(iii) of the IT Act, income by way of LTCG arising from transfer of shares will be chargeable to tax at the rate of 10%. Provided that in case of income arising from the transfer of a LTCA referred to in Section 112A, income-tax at the rate of 10% will be calculated on such income exceeding Rs. 1 lakh. Such capital gains would be computed without giving effect to the first and second proviso to Section 48. In other words, adjustment in respect of foreign exchange;
(iv) The above rates are to be increased by applicable surcharge and cess.
(v) Further, no deduction under Chapter VI-A would be allowed in computing STCG and as well as LTCG.
(vi) The CBDT has *vide* Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

m. Additional Information in case of Non-resident Indians ("**NRIs**"): Where the shares of the Target Company were acquired or purchased in convertible foreign exchange, NRIs, i.e. individuals being citizen of India or person of Indian origin who are not resident, have the option of being governed by the provisions of Chapter XII-A of the IT Act, which *inter alia* entitles them to the following benefits:

(i) Under Section 115E of the IT Act, the LTCG arising to an NRI will be taxable at the rate of 10% (plus applicable surcharge and cess). While computing the LTCG, the benefit of indexation of cost would not be available.
(ii) Under Section 115F of the IT Act, LTCG arising to an NRI from the transfer of the shares acquired or purchased in convertible foreign exchange shall be exempt from income-tax, if the net consideration is reinvested in specified assets, within 6 (Six) months of the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within 3 (three) years from the date of their acquisition.
(iii) Under Section 115G of the IT Act, it will not be necessary for an NRI to furnish his return of income under Section 139(1) of the IT Act if his income chargeable under the IT Act consists of only investment income or LTCG or both; arising out of assets acquired, purchased or subscribed to in convertible foreign exchange and tax deductible at source has been deducted there from as per the provisions of Chapter XVII-B of the IT Act.
(iv) Further, no deduction under Chapter VI-A would be allowed in computing LTCG.
(v) As per provisions of Section 115-I of the IT Act, an NRI may elect not to be governed by provisions of Chapter XII-A and compute his total income as per other provisions of the IT Act.

n. Section 90(2) of the IT Act, provides relief to a non-resident, where there is a DTAA between India and the country of residence of the non-resident shareholder and the provisions of the DTAA are more favourable to the taxpayer, subject to satisfying relevant conditions including but not limited to (a) conditions present in the said DTAA (if any) read with the relevant provisions of the MLI as ratified by India with the respective country of which the said shareholder is tax resident; (b) non-applicability of GAAR; and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.

o. **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. 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,

p. **Mutual Fund:** Under Section 10(23D) of the IT Act, any income of mutual funds registered under SEBI (Mutual Funds) Regulations, or Regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the RBI and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

10.5 **Taxability of Business Income in the hands of the Shareholders:**

a. Where gains realized from sale of listed equity shares are taxable as business income, they will be taxable at applicable tax rates to such shareholders. The loss if any can be carried forward in accordance with the provisions of the IT Act.

b. In terms of Section 36(1)(xv) of the IT Act, STT paid by the shareholder in respect of the taxable securities transactions entered into in the course of his business would be eligible for deduction from the amount of income chargeable under the head "Profit and gains of business or profession", if the income arising from taxable securities transaction is included in such income.

c. Section 90(2) of the IT Act, provides relief to a non-resident, where there is a DTAA between India and the country of residence of the non-resident shareholder and the provisions of the DTAA are more favourable to the taxpayer, subject to satisfying relevant conditions including but not limited to (a) conditions present in the said DTAA (if any) read with the relevant provisions of the MLI as ratified by India with the respective country of which the said shareholder is tax resident; (b) non-applicability of GAAR; and (c) maintaining necessary information and documents as prescribed under the IT Act.

10.6 **Withholding Tax implications:**

a. <u>Remittance/Payment of Consideration</u>:

(i) Resident shareholders:

As of the date of filing of this document, in the absence of any provisions under the IT Act casting an obligation on the buyer to deduct tax on income arising in the hands of the resident seller on transfer of any property (other than immovable property), the Acquirer is not required to withhold tax on the consideration payable to eligible shareholders pursuant to tendering of shares under the Open Offer.

With effect from 1 July 2021, Finance Act 2021 creates an obligation on the buyer of goods to withhold tax under Section 194Q at the rate of 0.1% when buying goods from an Indian resident. The withholding obligation only exists where the consideration for goods exceeds Rs. 50,00,000 and the buyer had a business turnover of more than Rs. 10,00,00,000 in the immediately preceding year. The term "goods" has not been defined and may cover shares.

As per Circular No 13 of 2021 dated June 30, 2021 issued by the CBDT, the provisions of Section 194Q is not applicable where the transactions in securities and commodities are traded through recognized stock exchange. Therefore, the Acquirer is not required to withhold tax under Section 194Q on consideration payable to resident shareholders.

The resident shareholders must file their tax return in India *inter alia* considering gains arising pursuant to this Open Offer. The resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

(ii) Non-resident shareholders – FIIs:

Section 196D of IT Act provides for a specific exemption from withholding tax at source from any income, by way of Capital Gains arising to an FII from the transfer of securities

referred to in Section 115AD of the IT Act. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs.

(iii) Non-resident shareholders (other than FIIs):

Each non-resident shareholder will confirm its status by selecting the appropriate box in the FOA.

Section 195(1) of the IT Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax under the provisions of the IT Act is required to deduct tax at source at applicable rates in force.

However, the Acquirer will not be able to deduct income-tax at source on the consideration payable to such non-resident shareholders as there is no ability for the Acquirer to deduct taxes since the remittance/payment will be routed through the stock exchange, and there will be no direct payment by the Acquirer to the non-resident shareholders.

Since the tendering of shares under the Open Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is on the non-resident shareholder given that practically it is not possible to withhold taxes and the Acquirer believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the custodians/ authorized dealers/ non-resident shareholders – with no recourse to the Acquirer. It is therefore recommended that the non-resident shareholders consult their custodians/ authorized dealers/ tax advisors appropriately. In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer will have to be indemnified by the concerned shareholder(s).

The non-resident shareholders must file their tax return in India inter alia considering gains arising pursuant to this Open Offer. The non-resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

b. Remittance/Payment of Interest

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

The shareholders must file their tax return in India *inter alia* considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

10.7 **Rate of Surcharge and Cess**

In addition to the basic tax rate, applicable Surcharge, Health and Education Cess are currently leviable as under:

a) Surcharge

(i) In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds Rs. 10 crore and @ 7% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore

(ii) In case of domestic companies liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable

(iii) In case of companies other than domestic companies: Surcharge @ 5% is leviable where the total income exceeds Rs. 10 crore and @ 2% where the total income exceeds Rs. 1 crore but less than Rs. 10 crore.

(iv) In case of individuals, HUF, AOP, BOI
- Surcharge at the rate of 10% is leviable where the total income exceeds Rs. 50 lakh but does not exceed Rs. 1 crore.
- Surcharge at the rate of 15% is leviable where the total income exceeds Rs. 1 crore but does not exceed Rs. 2 crore.
- Surcharge at the rate of 25% is leviable where the total income exceeds Rs. 2 crore but does not exceed Rs. 5 crore.
- Surcharge at the rate of 37% is leviable where the total income exceeds Rs. 5 crore.
- However, for the purpose of income chargeable under section 111A, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

(v) In case of Firm and Local Authority: Surcharge @12% is leviable where the total income exceeds Rs. 1 crore.

b) Cess

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

10.8 **Others**

a) Notwithstanding the details provided above, all payments will be made to the shareholders subject to compliance with prevailing tax laws.

b) The tax deducted by the Acquirer while making payment to a shareholder may not be the final tax liability of such shareholder and shall in no way discharge the obligation of the shareholder to appropriately disclose the amounts received by it, pursuant to this Open Offer, before the income-tax authorities.

c) The Acquirer will deduct tax (if required) as per the information provided and representation made by the shareholders. In the event of any income-tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by the shareholder, such shareholder will be responsible to pay such income-tax demand under the IT Act and provide the Acquirer with all information / documents that may be necessary and co-operate in any proceedings before income tax/ appellate authority in India.

d) The Acquirer and the Manager to the Open Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth herein above.

THE ABOVE DISCLOSURE ON TAXATION ARE BASED ON THE CURRENT PROVISIONS OF THE INCOME-TAX ACT, 1961. THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED ABOVE. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE ABOVE DISCLOSURES.

THE JUDICIAL AND ADMINISTRATIVE INTERPRETATIONS THEREOF, ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT INCOME-TAX IMPLICATIONS. THIS NOTE

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.

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

THE INFORMATION ON TAXATION MENTIONED HEREIN IS ON THE BASIS THAT THE OPEN OFFER SHALL BE COMPLETED THROUGH THE STOCK EXCHANGE SETTLEMENT MECHANISM MADE AVAILABLE BY STOCK EXCHANGES, AS PROVIDED UNDER THE SEBI (SAST) REGULATIONS AND SEBI CIRCULARS CIR/CFD/POLICYCELL/1/2015 DATED APRIL 13, 2015 AND CFD/DCR2/CIR/P/2016/131 DATED DECEMBER 9, 2016. THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THE INCOME-TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGE IN INDIA SET OUT ABOVE SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

THE ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, ELIGIBLE EQUITY SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY IS INTENDED ONLY TO PROVIDE GENERAL INFORMATION TO THE SHAREHOLDERS AND IS NEITHER DESIGNED NOR INTENDED TO BE SUBSTITUTED FOR PROFESSIONAL TAX ADVICE. IN VIEW OF THE INDIVIDUAL NATURE OF TAX CONSEQUENCES, EACH SHAREHOLDER IS ADVISED TO CONSULT HIS/HER OWN TAX ADVISOR WITH RESPECT TO THE TAX IMPLICATIONS AND CONSEQUENCES ON TENDERING OF LISTED EQUITY SHARES OF THE TARGET COMPANY.

11. DOCUMENTS FOR INSPECTION

The following material documents will be available for inspection by the Public Shareholders at the office of the Manager to the Offer at Trust Investment Advisors Private Limited, Registered Office Address: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 on any working day (except Saturdays and Sundays) between 10:30 am to 5:00 pm during the Tendering Period:

a. Copies of the memorandum and articles of association and certificate of incorporation of the Acquirer and the Target Company

b. Copies of the annual reports of the Acquirer for financial years ended March 31, 2021 (unaudited), March 31, 2020 (audited) and March 31, 2019 (audited);

c. Copies of the audited annual reports of the Target Company for financial years ended March 31, 2021, March 31, 2020 and March 31, 2019;

d. Copy of Resolutions passed at the meeting of the Board of Directors of the Target Company held on August 20, 2021 for entering into SPA, subject to relevant approvals and consummation of this Open Offer. By virtue of entering into the SPA dated August 20, 2021, the Acquirer has triggered the Offer as per Regulations 3(1) and 4 of the SEBI (SAST) Regulations.

e. Copy of Escrow Agreement dated August 20, 2021 entered into by and among the Acquirer, Escrow Agent and Manager to the Offer;

f. Copy of the certificate dated August 20, 2021 issued by M/s Ganeshvenkat & Co., (FRN: 005293S) (Mr. G. Raja Venkat, Partner, membership no.: 025014) certifying the adequacy of financial resources of the Acquirer to fulfill the Open Offer obligations;

g. Copy of letter from the Escrow Agent, confirming the amount kept in the Escrow Account and a lien in favour of the Manager

h. Copy of PA dated August 20, 2021, DPS published in the newspapers on August 27, 2021 and issue opening public announcement;

i. A copy of the recommendation to be made by the committee of independent directors of the Target Company that shall be published in the newspapers; and

j. Copy of the letter no. SEBI/HO/CFD/DCR-III/OW/27197 received from SEBI dated October 6, 2021 containing its comments on the Draft Letter of Offer in terms of provisions of Regulation 16(4) of the SEBI (SAST) Regulations.

12. DECLARATION BY THE ACQUIRER

12.1 I have made all reasonable inquiries, accept responsibility for, and confirm that this LOF contains all information with regard to the Offer, which is material in the context of the issue, that the information contained in this LOF is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

12.2 I am responsible for ensuring compliance with the SEBI (SAST) Regulations and the obligations as stated under the SEBI (SAST) Regulations. All information contained in this document is true and correct as on date of the Public Announcement, the DPS and this LOF, unless stated otherwise.

12.3 The Manager to the Offer hereby states that the person signing this LOF is the Acquirer who is duly authorized to sign this LOF.

EXECUTED by the Acquirer acting through its duly authorised representative

On behalf of the Acquirer

Sri Power Generation (India) Private Limited

Place: Hyderabad
Date: October 12, 2021

Enclosed: Form of Acceptance-Cum-Acknowledgement
Form No. SH-4 Securities Transfer Form

FORM OF ACCEPTANCE – CUM – ACKNOWLEDGEMENT

(All terms and expressions used herein shall have the same meaning as described thereto in the Letter of Offer)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

OFFER OPENS ON: **TUESDAY, OCTOBER 26, 2021**
OFFER CLOSES ON: **WEDNESDAY, NOVEMBER 10, 2021**

From:
Name: …….

Address: …….

……..

……..

Status (Resident/ Non-Resident): ……..

To:
The Acquirers
C/o Cameo Corporate Services Limited
Registrar to the Offer
Address: Subramanian Building, No.1 Club House Road, Chennai 600002
Telephone no.: 91-44-40020700 / 91-4428460390 Fax number: 91-44-28460129
Website: www.cameoindia.comEmail ID: investor@cameoindia.com

Dear Sir/ Madam,

Sub.: OPEN OFFER FOR ACQUISITION OF UP TO 2,95,08,017 (TWO CRORES NINETY FIVE LAKHS EIGHT THOUSAND SEVENTEEN ONLY) EQUITY SHARES OF RS. 10 EACH REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL OF MEGASOFT LIMITED ("TARGET COMPANY") AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER FROM THE ELIGIBLE SHAREHOLDERS OF TARGET COMPANY FOR CASH AT A PRICE OF RS. 14.70 (RUPEES FOURTEEN AND SEVENTY PAISE ONLY) PER EQUITY SHARE ("OFFER PRICE"), BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") WITH AN INTENTION TO INCREASE SHAREHOLDING AND TO ACQUIRE EFFECTIVE MANAGEMENT CONTROL OVER THE TARGET COMPANY

I/We refer to the Letter of Offer dated October 12, 2021 for acquiring the Equity Shares held by me/us in the Target Company.

I/We, the undersigned, have read the Public Announcement, the Detailed Public Statement and the Letter of Offer, and understood their contents including the terms and conditions and procedure as mentioned therein and unconditionally accept such terms and conditions.

I /We acknowledge and confirm that all the particulars/statements given herein are true and correct.

Details of Public Shareholder:

NAME (IN BLOCK LETTERS)	HOLDER	NAME OF PUBLIC SHAREHOLDER	PERMANENT ACCOUNT NO. (PAN)
(Please write names of the joint holders in the same order as appearing in the demat account)	SOLE/ FIRST		
	SECOND		
	THIRD		
Contact number(s) of the first holder	MOBILE NO.: Tel No. with STD Code:		
Full address of the first holder (with pin code)			
Email ID of the first holder			
Incorporation Date and Place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL MODE

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

☐ Resident

☐ Non-Resident

I/We, holding physical Equity Shares, accept this Offer and enclose the original Equity Share certificate(s) and duly signed transfer deed(s) in respect of my/our Equity Shares as detailed below along with enclosures as mentioned herein:

S. No	Registered Folio No.	Share Certificate No.	Distinctive No.		No. of Equity shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				**TOTAL**	

FOR EQUITY SHARES HELD IN DEMAT MODE

I/We, confirm that our residential status under the Income Tax Act is as below (tick whichever is applicable).

☐ Resident

☐ Non-Resident

I/We, holding dematerialized Equity Shares, accept this Offer and photocopy of the Delivery Instruction in "market" mode, duly acknowledged by my/our Depository Participant in respect of my shares as detailed below along with enclosures as mentioned herein:

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

Stamp of Collection Centre	Signature of Official	Date of Receipt

Enclosures (whichever is applicable)

☐ Duly attested power of attorney, if any person apart from the Public Shareholder, has signed the Form of Acceptance-cum-Acknowledgement or the Equity Share transfer deed(s)

☐ Original Equity Share certificate(s)

☐ Valid Equity Share transfer deed(s)

☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories

☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single shareholder), in case the original shareholder has expired

☐ Self-attested copy of PAN card of all the transferor(s)

☐ Other relevant documents (please specify)

For all Eligible Public Shareholders

1. I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.
2. I / We have obtained all necessary consents, as applicable, to tender the Equity Shares on the foregoing basis.
3. 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 the Equity Shares in this Offer and that I/we am/are legally entitled to tender the Equity Shares in this Offer.
4. I/We agree that the Acquirer will pay the consideration as per secondary market mechanism only after verification of the certifications, documents and signatures, as applicable submitted along with this Form of Acceptance. I /We undertake to return to the Acquirer any Offer consideration that may be wrongfully

received by me/us.

5. I/We declare that regulatory approvals, if applicable, for holding the Equity Shares and/or for tendering the Equity Shares in this Offer are enclosed herewith.
6. I / We confirm that I / We are not members of the Promoter or Promoter Group or parties to the underlying SPA, including persons deemed to be acting in concert with such parties to the SPA.
7. I / We give my/our consent to the Acquirer to file any statutory documents on my/our behalf in relation to accepting the Offer Shares in this Offer.
8. I / We confirm that I / we are in compliance with the terms of the Offer set out in the Public Announcement, the DPS and the Letter of Offer.
9. 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 Acquirer to effectuate this Offer in accordance with the SEBI (SAST) Regulations.
10. I / We are / am not debarred from dealing in shares or securities by the SEBI or any other regulatory authority.
11. I / We confirm that there are no taxes or other claims pending against me / us which may affect the legality of the transfer of the Equity Shares under the Income Tax Act, including but not limited to section 281 of the Income Tax Act.
12. I / We note and understand that the Equity Shares would be kept in the pool account of my / our Selling Broker and the lien will be marked by Clearing Corporations until the settlement date whereby the Acquirer makes payment of purchase consideration as mentioned in the Letter of Offer.
13. 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, or as a result of Income Tax (including any consequent interest and penalty) on the capital gains arising from tendering of the Equity Shares or any other payments, I / we will indemnify the Acquirer for such Income Tax demand (including interest, penalty, etc.) and provide the Acquirer all information / documents that may be necessary and co-operate in any proceedings before any Income Tax / appellate authority.
14. I / We authorize the Acquirer to accept the Equity Shares so offered or such lesser number of Offer Shares which the Acquirer may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer to return to me / us, Equity Shares in respect of which this Open Offer is not found valid / not accepted without specifying the reasons thereof.
15. I / We authorize the Acquirer to take the bank account details for the purpose of payment of consideration from the record of the depositories.

FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS

I/We, confirm that my/ our status as a shareholder is (√ whichever is applicable)

Individual	Foreign Company	FPI – Corporate	FPI - Others	FVCI
Foreign Trust	Private Equity Fund	Pension/ Provident Fund	Sovereign Wealth Fund	Partnership / Proprietorship Firm
Financial Institution	NRIs/PIOs-repatriable	NRIs/ PIOs - non repatriable	OCB	QFI
Insurance Company	Indian Company	Indian Trust	Others - please Specify	

a) I/We, confirm that my/ our investment status is (please provide supporting documents and √ whichever is applicable)

o FDI Route
o PIS Route
o Any other - please specify

b) In case of non-resident public shareholders, I/We, confirm that the Equity Shares tendered by me / us are held on (√ whichever is applicable)

o Repatriable basis
o Non - repatriable basis

c) I/We, confirm that (√ whichever is applicable)

o No RBI or other regulatory approval was required by me for holding the Equity Shares that have been tendered in this Offer and the Equity Shares are held under general permission of the RBI.

o Copies of all approvals required by me for holding the Equity Shares that have been tendered in this Offer are enclosed herewith.

o Copy of RBI Registration letter taking on record the allotment of the Equity Shares to me/us is enclosed herewith.

d) I/We, confirm that (√ whichever is applicable)

o No RBI or other regulatory approval is required by me/us for tendering the Equity Shares in this Offer.

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

e) Additional confirmations and enclosures for all public shareholders, as applicable, I/We, have enclosed the following documents (√ whichever is applicable):

o Self-attested copy of PAN card.

o Self-declaration form in Form 15 G / Form 15 H, in duplicate copy.

o Certificate from Income Tax authorities for deduction of tax at lower or nil rate.

o For Banks, LIC, Unit Trust of India and other specified entities covered under Section 194A (3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification.

o 'Valid Tax Residency Certificate' issued by the Income Tax authority of a foreign country of which he / it claims to be a tax resident, in case the public shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the public shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the Income Tax Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA, including but not limited to a declaration of not having a permanent establishment in India.

o SEBI registration certificate issued to Category I or Category II or other category Alternative Investment Fund, if such fund intends to claim exemption from TDS under Section 197A(1F) of the Income Tax Act.

Yours faithfully

Signed & delivered	**Full Name**	**PAN**	**Signature**
Sole / First Holder			
Second Holder			
Third Holder			

Note: In case of joint holdings, all holders must sign. In case of body corporate, the common seal should be affixed and necessary board resolutions should be attached.

Place: …… Date:……..

----------TEAR HERE----------

Acknowledgement Receipt – Megasoft Limited - Open Offer

Received from Mr./Ms./M/s…….……

Form of Acceptance-cum-Acknowledgement for **Megasoft** Limited-Open Offer as per details below:

Copy of delivery instruction to depository participant for …… Equity Shares of

Client ID: ……..…….……. DP ID: ……..……

Date of Receipt: …..…….. Place of Receipt: ……..

FOR DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THIS OFFER, REFER TO THE LETTER OF OFFER.

All future correspondence, if any, should be addressed to Registrar to the Offer at the following address:

CAMEO

Cameo Corporate Services Private Limited
CIN: U67120TN1998PLC041613
SEBI Registration No.: INR000003753
Registered Office Address: Subramanian Building, No.1 Club House Road, Chennai 600002
Website: www.cameoindia.com
Telephone no.: 91-44-40020700 / 91-44-28460390
Fax number: 91-44-28460129
Contact Person name: Ms. Sreepriya K.
Email ID: priya@cameoindia.com
Investor Grievance Email ID: investor@cameoindia.com

Form No. SH-4 Securities Transfer Form

[Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 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.

CIN: L72200TN1999PLC042730
Name of the company (in full): Megasoft Limited
Name of the Stock Exchange where the company is listed, if any: BSE Limited and National Stock Exchange of India Limited

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 Shares	Rs. 10/- each	Rs. 10/- each	Rs. 10/- each
No. of Equity Securities being Transferred		**Consideration Received (Rs)**	
In figures	**In words**	**In figures**	**In words**

Distinctive Number	From				
	To				
Corresponding Certificate no.					

Transferor's Particulars:		
Registered Folio Number		**Attestation:** I hereby attest the signature of the Transferor(s) herein mentioned.
Name(s) in full	Seller Signature (s)	Signature:
1.		
2.		Name:
3.		Address:
I, hereby confirm that the Transferor has signed before me.	Name and Address of Witness	Seal:
Witness signature:		

Transferee's particulars	1	2	3
Name in full	SRI POWER GENERATION (INDIA) PRIVATE LIMITED		
Father's/ Mother's/ Spouse's name	-		
Address	No. 85, Kutchery Road, Mylapore, Chennai - 600004 and Corporate Office situated at iLabs Centre, Building iii, Plot No.18, Software Units Layout, Madhapur, Hyderabad – 500081		
Mobile/ Ph. No. Email ID	+91 40 4050 4412/ sripowergeneration@gmail.com		
Occupation	Private Limited company		
Existing folio no., if any/ DP ID Client ID			
PAN No.			
Signature			

Folio No. of Transferee: _____
Specimen Signature of Transferee: _____
Existing Folio No. If any

1._____
2._____

Value of stamp affixed: _____(Rs.)
Enclosures:
(1) Certificate of 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…….
Stamps:

For office use only Checked by_____ Signature tallies 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._____