LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer will be sent to you as a Public Shareholder (*as defined below*) of Allsec Technologies Limited. If you require any clarification about the action to be taken, you may consult your stock broker or investment consultant or the Manager to the Offer or the Registrar to the Offer. In case you have recently sold your Equity Shares (*as defined below*), please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-Acknowledgement (*as defined below*) to the member of the Stock Exchange (*as defined below*) through whom the said sale was effected.

Open Offer By

Conneqt Business Solutions Limited ("Acquirer")
Registered Office: 1-8-371, Gowra Trinity,
S. P. Road, Hyderabad – 500016,
Tel: +91-040-66951085
Fax: +91-040-66387032

ALONG WITH PERSON ACTING IN CONCERT

Quess Corp Limited ("PAC")
Registered Office: 3/3/2, Bellandur Gate,
Sarjapur Main Road, Bengaluru – 560103,
Tel: +91-080-61056406
Fax: +91-080-61056000

Make a cash offer to acquire up to **39,61,965** fully paid-up equity shares of face value of INR 10 each ("**Offer Shares**") at a price of INR 320 per Equity Share ("**Offer Price**"), representing 26.00% of the Voting Share Capital (as defined below) in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**Takeover Regulations**") from the Public Shareholders (the "**Offer Size**")

OF

Allsec Technologies Limited ("Target Company")
Registered Office: 7-H, Century Plaza, 560-562,
Anna Salai, Teynampet, Chennai, Tamil Nadu, 600018,
Tel: +91-044-42997070
Fax: +91-044-22447077
WEBSITE: www.allsectech.com

1. This Offer (as defined below) is being made by the Acquirer and PAC pursuant to Regulations 3(1) and 4 and other applicable provisions of the Takeover Regulations.

2. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations.

3. **This Offer is NOT a competing offer in terms of Regulation 20 of the Takeover Regulations.**

4. To the best knowledge of the Acquirer and PAC, no statutory approvals are required by the Acquirer and/or PAC to complete this Offer.

5. Under Regulation 18(4) of the Takeover Regulations, the Acquirer is permitted to revise the Offer Price or the number of Offer Shares at any time prior to the commencement of 1 Working Day (*as defined below*) before the commencement of the Tendering Period (*as defined below*). In terms of the Takeover Regulations, the Acquirer and PAC shall (i) make corresponding increases to the escrow amounts, as more particularly set out in Part 5 (Offer Price and Financial Arrangements), (b) make a public announcement in the Newspapers (*defined below*), and (c) simultaneously with the making of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. The Acquirer would pay such revised price for all the Equity Shares validly tendered at any time during the Offer and accepted under the Offer in accordance with the terms of this Letter of Offer.

6. **There has been no competing offer to the Offer and the last date for making such competing offer has expired.**

7. Unless otherwise stated, the information set out in this Letter of Offer reflects the position as of the date hereof.

8. A copy of the public announcement in relation to this Offer ("**PA**"), the DPS (*as defined below*), the Corrigendum to the DPS (*as defined below*), the DLoF and this Letter of Offer (including Form of Acceptance cum Acknowledgement) is also expected to be available on the website of Securities and Exchange Board of India (SEBI) (http://www.sebi.gov.in).

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
AXIS CAPITAL	LINKIntime
Axis Capital Limited Axis House, 1st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai – 400 025, Maharashtra Tel: +91 22 4325 2183 Fax: +91 22 4325 3000 Website: www.axiscapital.co.in Email: AC.openoffer@axiscap.in Contact person: Ms. Bhumika Gangar SEBI Registration Number: INM000012029	**Link Intime India Private Limited** C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra Tel: + 91 22 49186200 Fax: + 91 22 49186195 Website: www.linkintime.co.in Email: allsec.offer@linkintime.co.in Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

The schedule of major activities under this Offer is as follows:

S. No.	Activity	Original Schedule as disclosed in the DLoF (Day and Date)	Revised Schedule (Day and Date)
1.	Issue of PA.	Wednesday, April 17, 2019	Wednesday, April 17, 2019
2.	Date of publishing the DPS in the newspapers.	Thursday, April 25, 2019	Thursday, April 25, 2019
3.	Corrigendum to the DPS	Thursday, May 2, 2019	Thursday, May 2, 2019
4.	Date of filing of the DLoF with SEBI.	Friday, May 3, 2019	Friday, May 3, 2019
5.	Last date for the public announcement of competing offer(s) as per the first detailed public statement.[@]	Friday, May 17, 2019	Friday, May 17, 2019
6.	Last date for SEBI observations on the DLoF (in the event SEBI has not sought clarifications or additional information from the Manager).	Friday, May 24, 2019	Friday, June 7, 2019*
7.	Identified Date[#]	Tuesday, May 28, 2019	Friday, June 7, 2019
8.	Date by which this Letter of Offer is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date.	Tuesday, June 4, 2019	Tuesday, June 18, 2019
9.	Last Date by which the committee of the independent directors of the Target Company shall give its recommendation to the Public Shareholders for this Offer.	Monday, June 10, 2019	Wednesday, June 19, 2019
10.	Last date for upward revision of the Offer Price / Offer Size.	Monday, June 10, 2019	Wednesday, June 19, 2019
11.	Date of publication of Offer opening public announcement in the newspapers in which the DPS has been published.	Tuesday, June 11, 2019	Thursday, June 20, 2019
12.	Date of commencement of the Tendering Period (Offer Opening Date).	Wednesday, June 12, 2019	Friday, June 21, 2019
13.	Date of closure of the Tendering Period (Offer Closing Date).	Tuesday, June 25, 2019	Thursday, July 4, 2019
14.	Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders.	Tuesday, July 9, 2019	Thursday, July 18, 2019
15.	Last date for issue of post-offer public announcement in the Newspapers.	Tuesday, July 16, 2019	Thursday, July 25, 2019

[@] *There was no competing offer to the Offer.*

[*] *The actual date of receipt of SEBI's final observations on the DLoF*

[#] *The Identified Date is only for the purpose of determining the Public Shareholders to whom this Letter of Offer would be dispatched. It is clarified that all holders (registered or unregistered) of Equity Shares (except the Acquirer and the PAC, the Promoters, the Investor and the persons acting in concert or deemed to be acting in concert with the Promoters and the Investor) are eligible to participate in the Open Offer any time before the Offer Closing Date.*

RISK FACTORS

The risk factors set forth below are not a complete analysis of all risks in relation to the Offer or in association with the Acquirer and the PAC but are only indicative in nature. The risk factors set forth above are limited to the transactions contemplated under the SPAs (*as defined below*) and the Offer and do not pertain 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 the risks involved in the participation by Public Shareholders in this Offer but are merely indicative. Public Shareholders are advised to consult their stockbrokers, investment consultants and / or tax advisors, for analyzing and understanding all the risks with respect to their participation in this Offer.

For capitalized terms used herein please refer to 'Definitions / Abbreviations' set out below.

Risk factors relating to the Offer

1. In case of delay in receipt of any statutory approval that may be required by the Acquirer and/ or PAC at a later date, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer and/ or PAC to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the Takeover Regulations, grant an extension of time to the Acquirer and/ or PAC to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer. Where any statutory approval extends to some but not all the Public Shareholders, the Acquirer and/ or PAC 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 Offer.

2. Non-resident holders and Overseas Corporate Bodies (the "**OCBs**") holders of Equity Shares must obtain all requisite approvals (including from the RBI or any other regulatory body), if any, to tender the Equity Shares held by them in this Offer. Further, if the Public Shareholders 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 Equity Shares held by them pursuant to this Offer, along with the documents required to be tendered to accept this Offer. In the event such prior approvals are not submitted, the Acquirer and / or PAC reserves its right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder or OCB should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable or non-repatriable basis.

3. In the event of any litigation leading to a stay on the Offer by a court of competent jurisdiction, or SEBI instructing that the Offer should not proceed, the Offer may be withdrawn, or the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, in the event of any delay, the payment of consideration to the Public Shareholders, whose Equity Shares are accepted under this Offer, as well as the return of Equity Shares not accepted under this Offer, by the Acquirer may be delayed.

4. The Equity Shares tendered in this Offer may be held in trust by the Clearing Corporation / Registrar to the Offer until the completion of the Offer formalities and the Public Shareholders who have tendered their Equity Shares will not be able to trade such Equity Shares during such period, even if the acceptance of the Equity Shares tendered in this Offer and/or dispatch of payment of consideration is delayed. During such period, there may be fluctuations in the market price of the Equity Shares that may adversely impact

the Public Shareholders who have tendered their Equity Shares in this Offer. Accordingly, the Acquirer makes no assurance with respect to the market price of the Equity Shares both during the Tendering Period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by any Public Shareholder on whether or not to participate in the Offer. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer.

5. The Public Shareholders should note that, under the Takeover Regulations, once the Public Shareholders have tendered their Equity Shares, they will not be able to withdraw their Equity Shares from the Offer during the Tendering Period even in the event of a delay in the acceptance of Equity Shares under the Offer and/or the dispatch of consideration.

6. The Public Shareholders may tender their Offer Shares in the Offer at any time from the commencement of the Tendering Period but prior to the closure of the Tendering Period. The Acquirer and / or PAC have up to 10 Working Days from the closure of the Tendering Period to pay the consideration to the Public Shareholders whose Equity Shares are accepted in the Offer.

7. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer, PAC or the Manager to the Offer to any new or additional registration requirements.

8. Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability, pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer, PAC and the Manager do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

9. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares which are validly tendered by the Public Shareholders on a proportionate basis as detailed in Paragraph 7.13 of this Letter of Offer. Therefore, there is no certainty that all the Equity Shares tendered in the Offer will be accepted. The unaccepted Equity Shares will be returned to the respective Public Shareholders in accordance with the schedule of activities for the Offer.

10. In relation to the Offer, the Acquirer, PAC and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, Corrigendum to the DPS, DLoF, this Letter of Offer or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirers, the PAC or the Manager to the Offer in relation to the Offer (other than information pertaining to Tax and the Sellers and the Target Company which has been compiled from information published or publicly available sources or provided by the Sellers and 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.

Probable risks involved in associating with the Acquirer and PAC

1. None of the Acquirer, PAC or the Manager make any assurance with respect to the continuation of past trends in the financial performance of the Target Company.

2. None of the Acquirer, PAC or the Manager can provide any assurance with respect to the market price of

the Equity Shares before, during or after the Offer Period and each of them expressly disclaim any responsibility or obligation of any kind with respect to any decision by any Public Shareholder regarding whether or not to participate in the Offer.

3. None of the Acquirer, PAC or the Manager make any assurance with respect to their investment or disinvestment relating to their proposed shareholding in the Target Company.

THE RISK FACTORS SET FORTH ABOVE ARE NOT A COMPLETE ANALYSIS OF ALL RISKS IN RELATION TO THE UNDERLYING TRANSACTIONS, THE OFFER OR IN ASSOCIATION WITH THE ACQUIRER AND PAC, BUT ARE ONLY INDICATIVE IN NATURE.

NO OFFER / SOLICITATION / REGISTRATION IN OTHER JURISDICTIONS

General

This Letter of Offer together with the DLoF, the DPS, the Corrigendum to the DPS and the Public Announcement in connection with the Offer, has been prepared for the purposes of compliance with the applicable laws and regulations of India, including the SEBI Act and the Takeover Regulations, as amended, and has not been registered or approved under any laws or regulations of any country outside of India. The disclosures in this Letter of Offer and the Offer particulars including but not limited to the Offer Price, Offer Size and procedures for acceptance and settlement of the Offer is governed by the Takeover Regulations, as amended, and other applicable laws, rules and regulations of India, the provisions of which may be different from those of any jurisdiction other than India. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Acquirer, PAC, the Manager to the Offer are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

No action has been or will be taken to permit this Offer in any jurisdiction where action would be required for that purpose. This Letter of Offer shall be dispatched to all Public Shareholders whose name appears 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 Takeover Regulations, viz. provided that where local laws or regulations of any jurisdiction outside India may expose the Acquirer, any PAC or the Target Company to material risk of civil, regulatory or criminal liabilities in the event this Letter of Offer in its final form were to be sent without material amendments or modifications into such jurisdiction, and the shareholders resident in such jurisdiction hold Equity Shares entitling them to less than five per cent of the voting rights of the Target Company, the Acquirer may refrain from dispatch of this Letter of Offer into such jurisdiction: provided further that, subject to applicable law, every person holding Equity Shares, regardless of whether he, she or it held Equity Shares on the Identified Date or has not received this Letter of Offer, shall be entitled to tender such Equity Shares in acceptance of the Offer. Further, receipt of this Letter of Offer by any Public Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer 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.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. 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. The final Letter of Offer may include additional country-specific or other disclaimers or provisions on the basis of the applicable facts at that time and advice of international legal counsel.

CURRENCY OF PRESENTATION

1. In this Letter of Offer, all references to "Rs."/"INR" are to Indian Rupee(s), the official currency of the Republic of India. Throughout this Letter of Offer, all figures have been expressed in "lakh" or "crore" unless otherwise specifically stated.

2. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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DEFINITIONS / ABBREVIATIONS

Sr. No.	Particulars	Details / Definition
1.	Acquirer	Conneqt Business Solutions Limited.
2.	Beneficial Owner	Beneficial owners of the Equity Shares, whose names appeared as beneficiaries on the records of their respective DP at the close of business hours on the Identified Date or at any time before the closure of the Tendering Period.
3.	Board	The board of directors of the Target Company.
4.	BSE	BSE Limited.
5.	Buying Broker	Axis Capital Limited.
6.	Clearing Corporation	Indian Clearing Corporation Ltd.
7.	Corrigendum to the DPS	The corrigendum to the DPS dated May 2, 2019, published on behalf of the Acquirer and PAC in the Newspapers on May 3, 2019.
8.	DPS	The detailed public statement dated April 24, 2019, published on behalf of the Acquirer and PAC in the Newspapers on April 25, 2019.
9.	DP	Depository Participant.
10.	DLoF / Draft Letter of Offer	The draft letter of offer filed with SEBI pursuant to Regulation 16(1) of the Takeover Regulations.
11.	Equity Shares	Fully paid up equity shares of the Target Company having a face value of INR 10 each.
12.	Escrow Bank	Yes Bank Limited.
13.	Form of Acceptance-cum-Acknowledgment	The form of acceptance-cum-acknowledgement, which will be a part of this Letter of Offer.
14.	FII	Foreign Institutional Investor as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995.
15.	FPI	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014, as amended, registered with SEBI under applicable laws in India.
16.	Identified Date	The date falling on the 10th Working Day prior to the commencement of Tendering Period, for the purposes of determining the Public Shareholders to whom this Letter of Offer will be sent.
17.	Investor	First Carlyle Ventures Mauritius.
18.	Investor SPA	A Share Purchase Agreement dated April 17, 2019 with the Investor to acquire 39,61,940 Equity Shares, constituting 26% of the Voting Share Capital at a price of Rs. 250 (two hundred and fifty) per Equity Share.
19.	Letter of Offer	This Letter of Offer, duly incorporating SEBI's comments on the DLoF, including the Form of Acceptance-cum-Acknowledgement.
20.	Maximum Consideration	INR 126,78,28,800 being the maximum consideration payable assuming full acceptance of the Offer.
21.	Manager / Manager to the Offer	Axis Capital Limited.
22.	Newspapers	The newspapers wherein the DPS was published on behalf of the Acquirer and PAC as more specifically detailed below in paragraph 2.2.2.

Sr. No.	Particulars	Details / Definition
23.	NRIs	Non-Resident Indians and persons of Indian origin residing abroad.
24.	NSE	National Stock Exchange of India Limited.
25.	Offer / Open Offer	Open offer being made by the Acquirer along with PAC to the Public Shareholders, to acquire up to 39,61,965 fully paid-up Equity Shares, representing 26.00% of the Voting Share Capital, at a price of INR 320 per Equity Share.
26.	Offer Escrow Account	Account No. 000666200000247 with the name "Conneqt Business Solutions Limited Escrow Account" opened with the Escrow Bank pursuant to the Offer Escrow Agreement.
27.	Offer Escrow Agreement	Agreement dated April 18, 2019 entered into between the Acquirer, Manager to the Offer and the Escrow Bank.
28.	Offer Opening Date	Date of commencement of the Tendering Period i.e. June 21, 2019.
29.	Offer Closing Date	Date of closure of the Tendering Period i.e. July 4, 2019.
30.	Offer Period	Has the same meaning as ascribed to it under the Takeover Regulations.
31.	Offer Price	INR 320 per Equity Share at which the Offer is being made to the Public Shareholders.
32.	Offer Shares	39,61,965 fully paid up Equity Shares, representing 26.00% of the Voting Share Capital.
33.	Offer Size	Up to 39,61,965 Equity Shares to be purchased in the Offer, assuming full acceptance representing 26.00% of the Voting Share Capital.
34.	PAC	Person acting in concert with the Acquirer for this Offer, i.e. Quess Corp Limited.
35.	PAN	Permanent Account Number.
36.	Promoters	Collectively, Mr. Ramamoorthi Jagadish and Mr. Adiseshan Saravanan
37.	Promoter SPA	A Share Purchase Agreement dated April 17, 2019, with Mr. Ramamoorthi Jagdish and Mr. Adiseshan Saravanan, to acquire 53,87,155 Equity Shares, constituting 35.35% of the Voting Share Capital at a price of INR. 320 per Equity Share.
38.	Public Announcement / PA	Announcement of the Offer made on behalf of the Acquirer and PAC, dated April 17, 2019.
39.	Public Shareholders	All the equity shareholders of the Target Company excluding: (i) parties to the Promoter SPA and the Investor SPA; and (ii) the persons acting in concert or deemed to be acting in concert with the persons set out in (i).
40.	RBI	Reserve Bank of India.
41.	Registrar to the Offer	Link Intime India Private Limited, having its registered office at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.
42.	RTA	Link Intime India Private Limited as the Registrar to the Offer.
43.	SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
44.	SEBI	Securities and Exchange Board of India.
45.	SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
46.	SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Sr. No.	Particulars	Details / Definition
47.	SPAs	Collectively refers to the Investor SPA and the Promoter SPA.
48.	Stock Exchanges	Collectively refers to BSE and NSE.
49.	STT	Securities Transaction Tax.
50.	Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
51.	Target Company	Allsec Technologies Limited, having its registered office at 7-H, Century Plaza, 560-562, Anna Salai, Teynampet, Chennai, Tamil Nadu, 600018.
52.	Tendering Period	Period commencing from June 21, 2019 and closing on July 4, 2019 (both days inclusive).
53.	TRS	Transaction Registration Slip.
54.	Underlying Transactions	The transactions contemplated under the SPAs.
55.	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.
56.	Working Day	A working day of SEBI.

Note:

a) All capitalized terms used in this Letter of Offer and not specifically defined herein, shall have the meanings ascribed to them in the Takeover Regulations.

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

1 DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAD BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE TAKEOVER REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE PUBLIC SHAREHOLDERS OF ALLSEC TECHNOLOGIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER, PAC 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 THIS LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ACQUIRER AND PAC ARE 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 AND PAC DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, AXIS CAPITAL LIMITED, HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MAY 3, 2019 TO SEBI IN ACCORDANCE WITH THE TAKEOVER REGULATIONS. THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER AND PAC FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

2 DETAILS OF THIS OFFER

2.1 Background of this Offer:

2.1.1 This Offer is a mandatory open offer made by the Acquirer and PAC in terms of Regulation 3(1) and 4 of the Takeover Regulations pursuant to the execution of SPAs to acquire in excess of 25% of the equity share capital of the Target Company and control over the Target Company.

2.1.2 On April 17, 2019, the Acquirer entered into: (i) a Share Purchase Agreement dated April 17, 2019, with the Promoters to acquire 53,87,155 Equity Shares, representing 35.35% of the Voting Share Capital (the "**Promoter Shares**" and such share purchase agreement, the "**Promoter SPA**") at a price of INR 320 per Equity Share; (ii) a Share Purchase Agreement dated April 17, 2019 with the Investor to acquire 39,61,940 Equity Shares, representing 26% of the Voting Share Capital at a price of INR 250 per Equity Share (the "**Investor Shares**" and together with the Promoter Shares, the "**Sale Shares**"; such share purchase agreement, the "**Investor SPA**"; and the Investor SPA and the Promoter SPA, together, the "**SPAs**"). The payment by the Acquirer for the purchase of the Sale Shares under the SPAs was to be made in cash.

2.1.3 Salient features of the SPAs are set out below:

***Promoter SPA*.**

2.1.3.1 Appointment of Acquirer's directors: On the date of closing under the Investor SPA (the "**Investor SPA Closing Date**"), the Promoters will ensure that nominees of the Acquirer are appointed as additional directors on the Board such that the Acquirer has 1/3 (one-third) representation on the Board, with one nominee being an executive director.

2.1.3.2 Transition assistance by the Promoters: For a period of 6 months from the Closing Date (*as defined in the Promoter SPA*), the Promoters will continue to be associated with the Target Company as advisors for the purpose of providing transition assistance to the Acquirer, the Target Company and/or its subsidiaries. In this regard, an agreement will be executed on mutually agreed terms between the Acquirer and the Promoters.

2.1.3.3 Declaration of Permitted Dividend: The Target Company may, prior to the expiry of 25 Working Days from April 17, 2019 (the "**Permitted Dividend Declaration Outer Date**"), consider declaring a one-time interim dividend at a rate which is not more than 100% (the "**Permitted Dividend**"). If the Permitted Dividend is declared, the intimation of the declaration of such dividend will be made to the stock exchanges prior to Permitted Dividend Declaration Outer Date and the Permitted Dividend would be payable to all shareholders on the record date identified by the Target Company for such purpose, which date would be after the Investor SPA Closing Date but before the commencement of the Tendering Period.

2.1.3.4 The completion of transaction under the Promoter SPA is subject to completion of the 'Conditions Precedent' to the satisfaction of the Acquirer (the "**Promoter SPA Conditions Precedent**"). The Promoter SPA Conditions Precedent include but are not limited to:

(i) There being no Materially Adverse Change (*as defined in the Promoter SPA*).

(ii) Each of the warranties of the Promoters (*as set out in the Promoter SPA*) being true, correct and not misleading and the Promoters having complied with their respective obligations under the Transaction Documents (*as defined in the Promoter SPA*).

(iii) The Investor SPA having closed.

(iv) No order, etc., of any court or authority under law restraining or preventing the consummation of the transaction contemplated under the Transaction Documents (*as defined in the Promoter SPA*).

(v) The Promoters having provided to the Acquirer a statement from their respective depository participants, evidencing that no encumbrance exists on any of the Promoter Shares.

(vi) The Target Company and the Investor having executed the Termination Agreement (*as defined in the Promoter SPA*) and the Target Company having provided a copy of the resolution taking such Termination Agreement on record.

(vii) Certain employment contracts between the Target Company and certain key personnel of the Target Company as identified in the Promoter SPA having been executed.

(viii) The Promoters and the Target Company having obtained written consents from the customers identified in the Promoter SPA, for the change in control of the Target Company and amendments to be undertaken to the charter documents of the Target Company.

(ix) Two subsidiaries of the Company (*as identified in the Promoter SPA*) having obtained good standing certificates in all states in the territories identified in the Promoter SPA, and evidence of de-registration in states where they have ceased to operate.

(x) The Target Company having obtained prior written consent from the Department of Telecommunications for the change in equity participation of the Promoters.

(xi) Mr. Adiseshan Saravanan resigning from his association with a subsidiary of the Target Company (*as identified in the Promoter SPA*) and completing the surrender/ cancellation of his L1 visa from the United States of America (US).

2.1.3.5 Standstill obligations on the Promoters (the "**Promoter SPA Standstill Obligations**"): From April 17, 2019 until the Closing Date (*as defined in the Promoter SPA*), the Promoters have agreed to certain standstill obligations which require that the Target Company and its subsidiaries, undertake their business in the ordinary course (except in relation to the transactions contemplated in the Promoter SPA), unless the consent of the Acquirer is obtained. The standstill obligations include *inter-alia* obligations to, without taking the Acquirer's consent, (a) not effect any changes in the constitution of the Board or the board of the subsidiaries, unless due to the circumstances set out in the Promoter SPA; (b) not declare or pay any dividend or other distribution (whether in cash, securities, or kind or by way of any corporate action which results in the release or distribution of cash in favour of shareholders, including capital reduction, share buyback or share redemption) other than Permitted Dividend in the manner contemplated in the Promoter SPA; (c) not take any action for the winding up or dissolution or composition; and (d) not amend the charter documents of the Target Company and its subsidiaries, etc.

The Promoter SPA Conditions Precedent and Promoter SPA Standstill Obligations are collectively referred to as the "**Promoter SPA Conditions**".

2.1.3.6 Closing:

(i) The parties will endeavour to close the Promoter SPA on the floor of a designated stock exchange in accordance with applicable law. The closing is to be undertaken at the negotiated price of INR. 320 per Equity Share as set out in the Promoter SPA. The parties will endeavor to close the Promoter SPA in terms of the foregoing at any time from the later of: (a) deposit of the entire Maximum Consideration and the expiry of 21 Working Days from the issuance of the DPS; and (b) the fulfilment of the Promoter SPA Conditions Precedent, till the expiry of 25 weeks from the date on which payment is made to all shareholders that have tendered in the Offer (the "**Open Offer Closure Date**" and such 25 week period, the "**Market Trade Outer Date**"), in accordance with the terms of the Promoter SPA, except during a certain specific period as set out in the Promoter SPA.

(ii) Without prejudice to paragraph 2.1.3.6 (a), if, subject to completion of the Promoter SPA Conditions Precedent, on the later of the Investor SPA Closing Date and the Open Offer Closure Date (the "**Control Determination Date**"), the Acquirer holds less than 51% of the share capital of the Target Company (the "**Control Threshold**") then the Promoters will transfer within 3 Trading Days (*as defined in the Promoter SPA*) from the Control Determination Date (if price of the Equity Shares is more than INR. 320 on such date, then on the date that the price is equal to or lower than such price) (the "**Control Sale Date**"), at the price permitted by applicable law (subject to a maximum of INR. 320 per Equity Share), on the floor of the stock exchange, in accordance with applicable law, such number of shares such that post completion of such transfer, the shareholding of the Acquirer in the Target Company is equal to the Control Threshold (the "**Control Sale**"). In the event of a Control Sale, the Promoters will still be obligated till the Market Trade Outer Date to sell

the remaining Promoter Shares in accordance with paragraph 2.1.3.6 (a).

2.1.3.7 Obligation of the Promoters: From the Control Sale Date (if a Control Sale has taken place), or the Open Offer Closure Date (if a Control Sale has not taken place), as the case maybe, the Promoters are obligated to, *inter-alia*, exhibit good faith while exercising their rights as shareholders in relation to their remaining Equity Shares held by them.

2.1.3.8 Appointment of Acquirer's directors: On and from the Closing Date (*as defined in the Promoter SPA*)/ the Control Sale Date/ Open Offer Closure Date, the Acquirer is entitled to appoint such number of directors on the Board such that it has a majority on the Board and the Promoters will resign and procure their nominees to resign, as directors from the board of each of the subsidiaries and the qualification shares held in the subsidiaries would be transferred to the nominees of the Acquirer, who will be appointed as directors on the board of directors of the subsidiaries.

2.1.3.9 Promoter's right regarding directors: Till such time that the Promoters collectively hold Equity Shares which constitute at least 10% of the share capital of the Target Company, the Promoters will have the right to nominate 1 (one) executive director. Additionally, till the Promoters collectively hold Equity Shares which constitute at least 15% of the share capital of the Target Company, the Promoters will have the right to recommend 1 (one) independent director on the Board. Subject to the foregoing, the Promoters will resign as directors from the Board on the Closing Date (*as defined in the Promoter SPA*).

2.1.3.10 Compliance with minimum public shareholding requirements: If pursuant to the transactions contemplated in the Promoter SPA, the shareholding of the public shareholders in the Target Company falls below 25% of the total share capital of the Target Company, the Promoters (together as one block in equal proportion) and the Acquirer (as the other block) will sell the Equity Shares held by them in proportion to their respective shareholding in the Target Company, in accordance with the terms of the Promoter SPA, in compliance with applicable law, till such extent that the Target Company is compliant with the minimum public shareholding requirements, subject to the Acquirer not being required to sell Equity Shares such that its shareholding falls below the Control Threshold and the Promoters continue to hold Equity Shares.

2.1.3.11 Reclassification of existing promoters: The parties to the Promoter SPA have agreed that, subject to applicable law, the existing promoters will be re-classified as public shareholders after the consummation of the transactions contemplated in the Promoter SPA.

2.1.3.12 Lock-in: The Promoters have agreed that on and from the Closing Date (*as defined in the Promoter SPA*) until the expiry of 3 (three) years from the date on which the Promoters cease to be "promoters" of the Target Company, the Promoters will not Transfer (*as defined in the Promoter SPA*) any Equity Shares to a Competitor (*as defined in the Promoter SPA*), in accordance with the terms of the Promoter SPA, without the prior written consent of the Acquirer. However, the Promoters may sell Equity Shares in the open market without an identified purchaser.

2.1.3.13 Indemnities and Warranties: The Promoters have given indemnities to the Acquirer and both parties have given warranties to each other, as set out in Promoter SPA.

2.1.3.14 Non-compete and Non-solicit Restrictions: The Promoters are subject to certain non-compete and non-solicit restrictions as set out in the Promoter SPA. No separate consideration is payable for the same.

2.1.3.15 Brand: The Promoters have agreed to provide an exclusive license to the Target Company to use the "Allsec" brand for a period of 3 years from the date that the Promoters cease to be promoters of the Target Company ("**License Period**") for no additional consideration. During the License Period, the Target Company will be permitted to use the "Allsec" brand and the Promoters will not use the "Allsec" brand name for an existing business having a total asset value exceeding INR 100,000,000 or use the "Allsec" brand for any new business.

2.1.3.16 Termination: The Promoter SPA may be terminated *inter-alia* if the Closing has not occurred on or prior to the Market Trade Outer Date or if any of the Promoter SPA Conditions Precedent have become incapable of being performed or have not been performed by the Market Trade Outer Date.

***Investor SPA*.**

2.1.3.17 Conditions Precedent: The completion of transaction under the Investor SPA is subject to completion of the 'Conditions Precedent', which include the condition that each of the warranties (*as defined in the Investor SPA*) of the Investor be true and correct (collectively, the "**Investor SPA Conditions Precedent**"). Most of the Promoter SPA Conditions Precedent are also part of the Investor SPA Conditions Precedent.

The Promoter SPA Conditions and the Investor SPA Conditions Precedent are collectively referred to as the "**SPA Conditions**".

2.1.3.18 Timing of Deposit of the entire Maximum Consideration: In terms of the Investor SPA, as soon as practicable but not later than 21 (twenty one) Working Days from the date of issuance of the DPS, the Acquirer will deposit the entire Maximum Consideration in escrow in accordance with the Takeover Regulations.

2.1.3.19 Closing: Upon the deposit of the entire Maximum Consideration in escrow as set out in paragraph 2.1.3.18 and the completion of the Investor SPA Conditions Precedent, the closing under the Investor SPA will be undertaken as an off-market transaction at a price of INR 250 per Equity Share.

2.1.3.20 Warranties: Both parties have given warranties to each other as set out in the Investor SPA.

2.1.3.21 Indemnities: The Investor has given indemnities to the Acquirer as set out in the Investor SPA.

2.1.3.22 Termination of the Investor SPA: The Acquirer is entitled to terminate the Investor SPA *inter-alia*, if closing under the Investor SPA has not occurred on the earlier of: (a) the expiry of 12 weeks from the April 17, 2019 (the "**Investor SPA Long Stop Date**"); and (ii) the date which is 3 (three) days prior to the commencement of the Tendering Period, and if the Promoter SPA is terminated other than due to a default by the Acquirer, prior to the Investor SPA Long Stop Date.

2.1.4 Further, Acquirer has made a cash deposit equal to the Maximum Consideration of INR 1,26,78,28,800 in the Offer Escrow Account as more specifically detailed in paragraph 5.2 below (Financial Arrangements), in accordance with Regulation 22(2) of the Takeover Regulations.

2.1.5 The Acquirer has acquired a total of 93,49,095 Equity Shares, representing 61.35% of the Voting Share Capital pursuant to: (a) an off-market transaction with the Investor on May 29, 2019 for acquiring 39,61,940 Equity Shares at a price of INR. 250 per Equity Share in terms of the Investor SPA; and (b) a block trade pursuant to the Promoter SPA on June 3, 2019 for acquiring 53,87,155 Equity Shares at a price

of INR 319 per Equity Share.

2.1.6 The proposed acquisition of voting rights in and control by the Acquirer over the Target Company is through the SPAs, as described above.

2.1.7 The Acquirer and PAC have not been prohibited by SEBI from dealing in securities, in terms of the directions issued under Section 11B of the SEBI Act or under any of the regulations made under the SEBI Act.

2.1.8 On May 29, 2019, the Acquirer and / or PAC have appointed Mr. Ajit Isaac and Mr. Subrata Nag as directors on the Board pursuant to completion of the transactions contemplated under the Investor SPA.

2.1.9 As stated in paragraph 2.1.8 above, as on date of this Letter of Offer, Mr. Ajit Isaac and Mr. Subrata Nag are the directors on the Board that are representing the Acquirer and the PAC.

2.1.10 All the Offer Shares validly tendered and accepted in this Offer in accordance with and subject to the terms and conditions contained in the Public Announcement, DPS, the Corrigendum to the DPS and this Letter of Offer, will be acquired by the Acquirer and / or PAC.

2.1.11 The Manager to the Offer does not hold any Equity Shares as on date of this Letter of Offer. The Manager to the Offer further declares and undertakes not to deal on their account in the Equity Shares during the Offer period.

2.1.12 The Offer is a mandatory offer and is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations and is not a competing offer in terms of Regulation 20 of the Takeover Regulations. All Equity Shares validly tendered by the Public Shareholders will be accepted at the Offer Price in accordance with the terms and conditions contained in the Public Announcement, DPS, the Corrigendum to the DPS and this Letter of Offer.

2.1.13 As per Regulation 26(6) and 26(7) of the Takeover Regulations, the Board is required to constitute a committee of independent directors to provide their written reasoned recommendation on the Offer to the Public Shareholders and such recommendations will be published, at least 2 Working Days before the commencement of the Tendering Period, in the Newspapers in compliance with Regulation 26(7) of the Takeover Regulations.

2.2 Details of the Offer

2.2.1 The Public Announcement made on April 17, 2019 announcing the Offer is in compliance with Regulations 3(1) and 4 and other applicable provisions of the Takeover Regulations given the acquisition of 61.35% of the Voting Share Capital.

2.2.2 The DPS dated April 24, 2019 was published in newspapers mentioned below on April 25, 2019 and the Corrigendum to the DPS dated May 2, 2019 was published on May 3, 2019 in the newspapers mentioned below:

Sr. No.	Newspaper	Language	Editions
1.	Financial Express	English	All
2.	Jansatta	Hindi	All
3.	Mumbai Lakshadeep	Marathi	Mumbai
4.	Makkal Kural	Tamil	Chennai

The Public Announcement, the DPS and the Corrigendum to the DPS will also be available on SEBI's website: www.sebi.gov.in.

2.2.3 The Offer is being made by the Acquirer and PAC to all the Public Shareholders in terms of Regulations 3(1) and 4 of the Takeover Regulations.

2.2.4 Pursuant to the Offer, the Acquirer proposes to acquire up to 39,61,965 Equity Shares, representing 26.00% of the Voting Share Capital at an Offer Price of INR 320.00 per Offer Share, aggregating to INR 126,78,28,800 payable by way of cash, subject to the terms and conditions of this Letter of Offer and in accordance with the Takeover Regulations.

2.2.5 The Offer Price will be payable in cash in accordance with Regulation 9(1)(a) of the Takeover Regulations and subject to the terms and conditions set out in the DPS, the Corrigendum to the DPS and this Letter of Offer, it will be dispatched to the Public Shareholders in accordance with the provisions of the Takeover Regulations.

2.2.6 Save and except for the PAC, no other person is acting in concert with the Acquirer for the purpose of this Offer.

2.2.7 The Offer Shares represent 26.00% of the total Voting Share Capital.

2.2.8 All the Equity Shares validly tendered under this Offer to the extent of 26.00% of the Voting Share Capital will be acquired by the Acquirer in accordance with the terms and conditions set forth in this Letter of Offer. The Public Shareholders who tender their Equity Shares should ensure that the Equity Share are free from all liens, charges, equitable interests and encumbrances and the Equity Shares will be acquired together with the rights attached thereto, including all rights to dividend, bonus and rights offer, if any, declared hereafter, and the tendering Public Shareholder shall have obtained any necessary consents for it to sell the Equity Shares on the foregoing basis. All Equity Shares validly tendered by the Public Shareholders will be accepted at the Offer Price by the Acquirer in accordance with the terms and conditions contained in the PA, DPS, the Corrigendum to the DPS and this Letter of Offer.

2.2.9 The Target Company has no outstanding vested stock options. It does not have any (i) partly paid-up Equity Shares; and (ii) convertible instruments.

2.2.10 There is no differential pricing for this Offer.

2.2.11 The Offer is not conditional on any minimum level of acceptance in terms of Regulation 19 of the Takeover Regulations.

2.2.12 This Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations.

2.2.13 The Acquirer and PAC have not acquired any Equity Shares between the date of the Public Announcement i.e. April 17, 2019 and the date of this Letter of Offer except for the Equity Shares acquired pursuant to the SPAs.

2.2.14 There has been no competing offer to this Offer and the last date for making such competing offer has expired.

2.2.15 The Equity Shares are listed on the NSE and BSE.

2.2.16 In terms of Regulation 23(1) of the Takeover Regulations, in the event that the approvals which may become applicable prior to completion of the Offer are not received, the Acquirer and/or PAC will have the right to withdraw the Offer. In the event of withdrawal of this Offer, a public announcement will be made within 2 Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the Takeover Regulations.

2.2.17 As per Regulation 38 of the SEBI LODR Regulations read with Rules 19(2) and 19A of the SCRR, the Target Company is required to maintain at least 25% public shareholding as determined in accordance with SCRR, on a continuous basis for listing. If, pursuant to this Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer and PAC hereby undertake that the public shareholding in the Target Company will be increased within a period of 12 months from the date of completion of the Open Offer, such that the Target Company has at least 25% public shareholding as required under the SCRR.

2.3 Object of the acquisition / Offer

2.3.1 The Open Offer is being made as a result of the acquisition of more than 25% of shares, voting rights and control of the Target Company by the Acquirer resulting in a change of control of the Target Company in terms of Regulations 3(1) and 4 of the Takeover Regulations. Following the completion of the Open Offer, the Acquirer intends to work with the management and employees of the Target Company to grow the business of the Target Company. The Target Company is presently engaged in the business of providing Business Processing Outsourcing services (both 'Voice' and 'Non Voice'). The Acquirer proposes to continue with the existing activities. The rationale for the acquisition is:

- **Strengthening of non-voice services exposure:** The Target Company's Customer Life Cycle Management (CLM) operations have an equal share of voice and non-voice revenue. Given that the Acquirer has significant voice share, the combined entity will have a diversified revenue stream with increased contribution from high margin non-voice business.

- **Diversification of revenue stream through an established Human Resources Outsourcing (HRO) practice:** The Acquirer will get a strong established HRO practice with long tenured client contracts ensuring customer stickiness while providing recurring income stream with significant upside potential.

- **International CLM exposure:** The acquisition provides the Acquirer with a sizeable international presence which would increase to ~20% from the existing ~5% while servicing reputed clients roster in the Information Technology and the Retail sector.

- **Delivery centres in Philippines and US:** The existing delivery centre in Philippines will help acquire more voice contracts from the US. Also, US operations and sales presence will help accelerate international revenue for the Acquirer.

- **Value accretion:** Acquiring the Target Company will be accretive in terms of EBITDA Margins of ~19%, EBITDA to OCF conversions of ~87% and ROCE of ~32% based on FY18 figures.

2.3.2 Subsequent to the completion of the Offer, the Acquirer and the PAC reserve the right to streamline/ restructure the operations, assets, liabilities and/ or businesses of the Target Company through arrangement/ reconstruction, restructuring, buybacks, merger, demerger/ delisting of the Equity Shares from the Stock Exchanges and/ or sale of assets or undertakings, at a later date. The Board will take decisions on these matters in accordance with the requirements of the business of the Target Company and

in accordance with and as permitted by applicable law. If the Acquirer and/ or PAC intend to alienate any material asset of the Target Company or its subsidiaries, within a period of 2 years from completion of the Offer, the Target Company will seek the approval of its shareholders as per the proviso to Regulation 25(2) of Takeover Regulations.

3 BACKGROUND OF THE ACQUIRER, PAC AND SELLERS

3.1 Acquirer

3.1.1 The Acquirer is a public limited company and was incorporated on March 14, 1995 under the Companies Act, 1956. The Acquirer was formerly known as 'Tata Business Support Services Limited'. The Acquirer's name was changed from 'Tata Business Support Services' to 'Conneqt Business Solutions Limited' on January 9, 2018.

3.1.2 The Corporate Identification Number of the Acquirer is U64200TG1995PLC044060. Its registered office is located at 1-8-371 Gowra Trinity, S. P. Road, Hyderabad – 500016. Tel: +91-040-66951085.

3.1.3 The issued and paid up share capital of the Acquirer is INR 1,494,638,870 divided into 149,463,887 equity shares of INR. 10 each. The PAC holds 70% of the paid-up share capital of the Acquirer. The remaining 30% shareholding of the Acquirer is held by Tata Sons Limited. Accordingly, the Acquirer is a subsidiary of the PAC. Also, the PAC holds compulsorily convertible debentures which are proposed to be converted into equity shares in future, pursuant to which the shareholding of the PAC in the Acquirer would be more than 70% of the paid-up share capital of the Acquirer.

3.1.4 The Acquirer undertakes business process management services. The Acquirer is a part of the Quess Group.

3.1.5 The equity shares of the Acquirer are not listed on any stock exchange.

3.1.6 Mr. Subrata Nag, a director on the board of the Acquirer is a director on the Board of the Target Company. Other than the foregoing, neither the Acquirer nor its directors or key employees have any interest in the Target Company.

3.1.7 The shareholding pattern of the Acquirer, as on June 13, 2019 is as follows:

S. No.	Shareholders' Category	Number of Shares Held	Percentage of Shares Held
1.	Promoter & Promoter Group	10,46,24,721	70%
2.	FII/Mutual-Funds/FIs/Banks	-	-
3.	Public	4,48,39,166	30%
Total Paid Up Capital		**14,94,63,887**	**100%**

3.1.8 The details of the directors of the Acquirer are as follows:

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
1.	Mr. Subrata Kumar Nag–	02234000	Subrata Kumar Nag is the Chairman of Conneqt Business	He holds a Masters	November 27, 2017

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
	Chairman Address: A2, 303, Ganga Block, NGV, Koramangala, Bangalore – 560047, Karnataka.		Solutions Limited. He is also the Group CEO & Executive Director, Quess Corp Limited. He has been a part of Quess since 2008. A seasoned finance professional with over three decades of experience, he is responsible for implementing the Quess overall long and short term strategies. He has been the director of Quess Corp since 2013, before which he was the Vice President – Finance and Company Secretary of Ilantus Technologies Private Limited."	Degree in Business Management from University of Calcutta along with ICWA and CPA (USA) qualifications. He is also a qualified member of the Institute of Company Secretaries of India (ICSI).	
2.	Mr. Srinivasan Guruprasad – Director Address: No. 1045/28, Ward No. 160, Shanti Marga, Panchasheela Block, Rajarajeshwari Nagar Bangalore – 560098, Karnataka.	07596207	Guruprasad Srinivasan is the Director of Conneqt Business Solutions Limited. He has been associated with Quess since its inception in 2007. He has over 20 years of experience in the service industry across Strategy, Sales, Business Development, Planning and Operations. He oversees verticals such as logistics, special businesses, and People and Services at Quess. Prior to joining Quess, he worked with Adecco Flexione Workforce Solutions Limited as GM – Payroll and Services where he was responsible for handling process implementation, new business initiatives and quality control. His professional tenure also includes a stint at Hewitt Associates where he served as the Client Delivery Manager. Prior to joining Hewitt, he worked with GE Medical Systems for over 5 years where he handled finance	He holds a Bachelor's degree in Commerce from the Bangalore University and a Master's degree in Business Administration from the Karnataka State Open University. He also holds a Stanford Ignite Certification from Stanford University Graduate School of Business.	November 27, 2017

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
			functions.		
3.	Mr. Ramakrishna Anand – Director Address: G-102, Ajmera Green Acres, Bannerghatta Road, Near Meenakshmi Temple, Kalena Agrahara Bangalore 560076, Karnataka.	08001322	Anand Ramakrishnan is a Director of Conneqt Business Solutions Limited. He is also the CEO of the Infrastructure Managed Services Business of Quess Corp Limited. Anand brings in a rich experience of more than 19 years of Business Strategy, Leadership and P&L Management. During his career, Anand has worked in many reputed organizations such as Wipro, HCL, CMS IT Services and Sonata Software. Prior to joining Quess, Anand was the Chief Strategy Officer in CMS IT Services, where he was responsible for the growth of new businesses and geographies. Anand was the Business Head for the Infrastructure Managed Services and Cloud businesses in HCL Info systems where he was responsible for setting up and growing the IMS business. He spent more than a decade in Wipro, where he was instrumental in growing the Total Outsourcing and Cloud Computing businesses. Anand is an avid speaker and has spoken in multiple events like the NASSCOM CEO Summit, CII Leadership Forum, Business Technology Summit, Datacenter Summit, etc.	Anand is a Mechanical Engineering Graduate and an MBA from TAPMI.	November 27, 2017
4.	Mr. Sanju Ballurkar – Director Address: H.No: 1-2-47/VG/38 and 39, Plot No. 38 and 39 Vijetha	07482246	Sanju Ballurkar is the Director of Conneqt Business Solutions Limited and currently serves as the CEO of Magna Infotech with which he has been associated since 2005. As a key member of Magna Infotech's early-stage strategic	Sanju holds a double Master's degree from USA (MS Mechanical and MS Software). He	November 27, 2017

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
	Green Homes, Nizampet Road, Kukatpally Hyderabad – 500072, Telangana.		leadership team, Sanju shaped company's pioneering strategies, engineered robust software systems and led a large-scale execution of sales & delivery effort. His 23 years of experience includes an 8 year stint with the global technology giant – Pitney Bowes in the US. His strengths include developing Engineering Subsystems, Enterprise Software, managing Commercial IT Businesses & large revenue centres as well as fortifying customer engagements and partner networks.	also has two US patents and several international technical publications to his credit.	
5.	Mr. Pinaki Kar – Director Address: Flat No. 1, Narendra Apartment Narendrapur Kolkata 700103, West Bengal.	08305157	Pinaki Kar is a Director of Conneqt Business Solutions Limited. He serves as the President of the Global Technology Solutions Business of Quess Corp Ltd, and spearheads the entire portfolio of IT Services & Consulting, Business Process Management and Customer Life Cycle management businesses across India, US, Canada and Singapore. He is also the CEO of MFX Services, a platform based digital services company providing deep domain led IT solutions for the P&C Insurance sector, based in US. He has over 24 years of experience in the industry and has an exemplary track record of driving growth in Global Technology Services. In his last assignment with Zensar Technologies, Pinaki was the President & Chief Executive of Infrastructure Management & Cloud Solutions. Prior to	Pinaki holds a Bachelor's degree in Production Engineering from Jadavpur University and a PGDBM from XLRI Jamshedpur. He has been a keynote speaker in leading industry forums like Gartner Summit and IDC Conclave. He has also represented the Indian IT Industry as a member of the Prime Minister's business delegation as part of his state	January 22, 2019

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
			joining Zensar, he had an enriching stint of 17 years with Wipro, and was the CEO & President of Wipro Infocrossing, which was the largest cross border acquisition done in the Indian IT industry at that time. Before that, he had the opportunity to execute a gamut of roles in Wipro spanning P&L leadership, Geography Head, Sales & Marketing, M&A, Corporate Development & Strategy.	visit. Pinaki has worked and lived in North America, Middle East and Asia, and is currently based in New Jersey, US.	
6.	Mr. Kuruvilla Markose – Director Address: 2002 Sobha Palladian Yemalur Road Off Hal Airport Road, Marathahalli, Bengaluru – 560037, Karnataka.	06590613	Kuruvilla Markose is a Director of Conneqt Business Solutions Limited and the Chief Operating Officer, International Business Division, Titan Company Limited. He has Previously held various positions in Tata Group companies over 20 years.	Kuruvilla is a Graduate in Agriculture from the College of Agriculture, Trivandrum, Kerala and an MBA from the Indian Institute of Foreign Trade, New Delhi.	May 24, 2013
7.	Mr. Ajit Sukumar Krishnakumar – Director Address: S-3202, Imperial Towers, B.B Nakashe Marg, Tardeo, Mumbai – 400034, Maharashtra.	08002754	Ajit Krishnakumar is a Director of Conneqt Business Solutions Limited. Senior Vice President in the Chairman's Office at Tata Sons. Before Tata Sons, he worked as an investment banker and has over eighteen years of experience in planning executing strategic transactions across variety of industries, in multiple countries.	Ajit holds a Bachelor's degree in Business from the University of Hartford and a Master's degree in Business Administration from the University of Michigan at Ann Arbor.	November 27, 2017
8.	Mr. Sanjay Anandaram – Independent Director Address: 709, Pine	00579785	Sanjay Anandaram is an Independent Director of Conneqt Business Solutions Limited. He is also an Independent Director of Terrier Security Services and	Sanjay holds a Bachelor's Degree in Electrical Engineering from Jadavpur	November 27, 2017

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
	Block, Raheja Residency 3rd Block, 8th C Main, Koramangala, Bengaluru - 560034, Karnataka.		Independent Director at Quess Corp since December 2015. He has over 30 years of experience as a corporate executive, investor, teacher and advisor to funds and entrepreneurs	University in Kolkata and a Post Graduate Diploma in Management from the Indian Institute of Management, Bangalore.	
9.	Ms. Rallabhandi Lakshmi Sarada – Independent Director Address: 3-4-103/D/G1, Sarojini Block, Medha Rejoice Apts Radhakrishna Nagar, Attapur Hyderabad – 500048, Telangana.	07140433	Lakshmi Sarada R is an Independent Director of Conneqt Business Solution Limited. She has vast exposure in the field of Secretarial, Finance, Direct and Indirect Taxation. She has given expert opinions and advisory services on Company Law matters. She has represented before NCLT, RBI and Reginal Director on several matters.	Lakshmi Sarada is a qualified Company Secretary, Associate member of Insurance Institute of India and holds a Bachelor Degree in Commerce. She is a level 3 Certified Member in NCFM conducted by NSEIT.	May 3, 2018

3.1.9 As of the date of this Letter of Offer, the Acquirer hold 93,49,095 Equity Shares, representing 61.35% of the Voting Share Capital of the Target Company.

3.1.10 The Acquirer has not acquired any Equity Shares after the date of the PA, the DPS and the DLoF other than the Equity Shares acquired pursuant to the SPAs.

3.1.11 The Acquirer has not been prohibited by SEBI from dealing in securities.

3.1.12 The Acquirer has not been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

3.1.13 All the Offer Shares will be acquired by the Acquirer.

3.1.14 The financial information of the Acquirer, on a consolidated basis, is provided below:

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(In INR Lakhs)

Particulars	**FY 2017**	**FY 2018**	**FY 2019**
Income from operations	67,273.58	73,927.36	85,417.07
Other Income	876.16	368.69	546.95
Total Income	**68,149.74**	**74,296.05**	85,964.02
Total Expenditure	61,337.91	69,016.90	78,009.37
Profit Before Depreciation Interest and Tax	6,811.83	5,279.15	7,954.65
Depreciation	2,303.27	1,910.23	2,324.69
Interest	749.85	644.44	565.93
Profit Before Tax	**3,758.71**	**2,724.48**	**5,064.03**
Provision for Tax	1,439.05	416.27	976.56
Other Comprehensive Income	(139.85)	(129.14)	(112.76)
Profit After Tax	**2,179.81**	**2,179.07**	**3,974.71**

Notes:

1. Other Income includes interest income.
2. Profit after Tax = Total Comprehensive Income

CONSOLIDATED BALANCE SHEET

(In INR Lakhs)

Particulars	**As on March 31, 2017**	**As on March 31, 2018**	**As on March 31, 2019**
Sources of Funds			
Paid up share capital	9,150.85	9,150.85	9,150.85
Reserves and Surplus (excluding revaluation reserves)	6,655.73	8,504.43	12,479.14
Net worth	**15,806.58**	**17,655.28**	21,629.99
Secured loans	738.68	1,720.25	319.44
Unsecured Loans	-	1,000.00	-
Non-current liabilities	2,841.37	1,445.89	1,594.50
Total	**19,386.63**	**21,821.42**	**23,543.93**
Uses of funds			
Net fixed assets	8,124.92	7,984.41	9,235.89
Investments	-	-	-
Non- current assets	7,727.40	9,721.42	10,826.75
Net current assets	3,534.31	4,115.59	3,481.29
Total	**19,386.63**	**21,821.42**	**23,543.93**

Notes:

1. The amounts for FY 2017 have been adopted based on the Balance Sheet re-stated as per IND AS during FY 2018.

OTHER FINANCIAL DATA

Particulars	**FY 2017**	**FY 2018**	**FY 2019**
Dividend (%) equity	3%	Nil	Nil
Dividend (%) Preference	12.33%	12.33%	Nil
Earnings Per Share (Basic)	2.53	2.52	4.47
Earnings Per Share (Diluted)	2.53	2.52	4.47

Source: For the information as at and for the financial years ending on March 31, 2017, March 31, 2018 and March 31, 2019: audited financial statements for the respective financial years.

3.1.15 Details of contingent liabilities of the Acquirer (on consolidated basis) as on March 31, 2019 (as disclosed in the audited consolidated financial statements for the financial year ended March 31, 2019) and as on March 31, 2018 are set out below:

Contingent liabilities	**As at March 31, 2019 (Amount in lakhs)**	**As at March 31, 2018 (Amount in lakhs)**
Claims against Company not acknowledged as Debt		
i. Service Tax*	4,968.98	4,996.34
ii. Provident Fund	-	348.48
iii. Other Claims	292.34	265.80
	5,261.32	**5,610.62**

* The Company has received show cause notice from Directorate General of Central Excise Intelligence dated April 19, 2017 for an amount of INR 4,433.35 lakhs plus interest and penalty regarding availment of ineligible cenvat credit on services provided to the Acquirer by the dealers of automobile companies. The Acquirer has filed a response on 11 October 2017. The matter is pending before Central Excise and Service Tax Appellate Tribunal, Hyderabad.
The Management is of the view that the above claims are being contested by the Company and no provision is required to be made at this stage including consequential interest and penalties, if any, pending outcome of the matter.

i) The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business including litigation before various tax authorities. The amounts included above represent the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such dispute. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial conditions. The Company has accrued appropriate provision wherever required.

ii) On 28th February 2019,the Hon'be Supreme Court of India has delivered a judgement clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. Basis the judgement, the company has re-computed its liability towards PF for the month of March 2019 and has made a provision in the books of account. In respect of the earlier periods/years, the Company has been legally advised that there are numerous interpretative challenges on the application of the judgement retrospectively. Based on such legal advice, the management believes that it is impractical at this stage to reliably measure the impact (if any). Necessary adjustments, if any, will be made as more clarity emerges on the subject.

3.2 PAC

3.2.1 PAC is a public limited company incorporated on September 19, 2007 under the Company Act, 1956 with its equity shares listed on the NSE and the BSE. The PAC was formerly known as IKYA Human Capital

Solutions Limited. The PAC's name was changed from IKYA Human Capital Solutions Limited to Quess Corp Limited on January 2, 2015. The PAC is controlled by: (a) Mr. Ajit Isaac; (b) Thomas Cook (India) Limited; and (c) Net Resources Investments Private Limited, who collectively hold 71.43% of the paid-up share capital of the PAC. The remaining shares are held by public shareholders.

3.2.2 The Corporate Identification Number of the PAC is L74140KA2007PLC043909. The registered office of PAC is located at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru – 560103.

3.2.3 The PAC is in the business of integrated business services (workforce management, asset management, technology solutions, etc.).

3.2.4 The shares of the PAC are listed on the BSE and the NSE.

3.2.5 Mr. Ajit Isaac and Mr. Subrata Nag, each of whom are directors on the board of the PAC are directors on the Board of the Target Company. Other than the foregoing, the directors and key employees of PAC do not have any interest in the Target Company. However, the PAC and the Target Company have entered into the following agreements:

3.2.5.1 Service agreement dated September 18, 2018 executed between the Target Company and the PAC in relation to deputation of skilled and semi-skilled employees of the PAC to the Target Company; and

3.2.5.2 Agreement for business process outsourcing services dated April 1, 2015 executed between the Target Company and the PAC in relation to, *inter-alia*, the PAC engaging the services of the Target Company for outsourcing its payroll.

3.2.6 The shareholding pattern of the PAC, as on March 31, 2019 is as follows:

S. No.	Shareholders' Category	Number of Shares Held	Percentage of Shares Held
1.	Promoters	10,43,43,994	71.43%
2.	MFs/AIFs/ FPIs/FIs/Banks	2,95,07,118	20.20%
3.	Public	1,22,33,721	8.37%
Total Paid Up Capital		**14,60,84,833**	**100.00%**

3.2.7 The details of the directors of the PAC are as follows:

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
1.	Ajit Isaac Chairman & Managing Director Address: 242, 3rd main, 4th Cross, 1st	00087168	Ajit Isaac is the Chairman and MD at Quess Corp. He is credited with building Quess Corp into India's largest business services provider within a span of 10 years under his leadership. He was the founder of PeopleOne Consulting, which was sold to Adecco SA of Switzerland in 2004. He served as	He is a gold medalist in his PG programme in HR from Madras School of Social Work and a British Chevening	April 6, 2009

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
	Block, Koramangala, Bangalore – 560 034, Karnataka		the Managing Director at Adecco Peopleone India Pvt. Ltd. from 2000 to 2007. Prior to his becoming an entrepreneur, Mr. Isaac worked for about ten years in industries across sectors such as steel, oil, energy, financial services and telecom in various senior management positions.	Scholar from the Leeds University.	
2.	Subrata Kumar Nag Executive Director CEO Address: A2, 303, Ganga Block, NGV, Koramangala, Bangalore – 560047, Karnataka	02234000	Subrata Kumar Nag is the Chairman of Conneqt Business Solutions Limited. He is also the Group CEO & Executive Director, Quess Corp Limited. He has been a part of Quess since 2008 A seasoned finance professional with over three decades of experience, he is responsible for implementing the Quess overall long and short term strategies. He has been the Director of the Company since 2013, before which he was the Vice President – Finance and Company Secretary of Ilantus Technologies Private Limited."	He holds a Masters Degree in Business Management from University of Calcutta along with ICWA and CPA (USA) qualifications. He is also a qualified member of the Institute of Company Secretaries of India (ICSI).	July 29, 2013
3.	Madhavan Menon Non-Executive Director Address: Flat No.702, Supreme Pearl, 17th Road Khar West Mumbai 400052 Maharashtra	00008542	Madhavan Menon has over 36 years of experience in the fields of banking, finance and foreign exchange management. He is also the Chairman and Managing Director of Thomas Cook (India) Limited and Part-time Chairman of The Catholic Syrian Bank Limited.	He holds a Bachelors and a Masters degree in Business Administration from George Washington University, USA.	May 13, 2013
4.	Chandran Ratnaswami Non-Executive	00109215	Chandran Ratnaswami has 27 years of experience in the field of investment management. He has been a Director of Thomas Cook	He holds a B.Tech. degree in Civil Engineering	January 18, 2016

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
	Director Address: 177, McKee Avenue, Ontario, M2N4C6, Canada		India since August 22, 2012, and a director of India Infoline Limited since May 15, 2012. He also serves as a director of a number of insurance and non-insurance companies in India and abroad.	from the Indian Institute of Technology, Madras and a masters degree in Business Administration from Rotman School of Management, University of Toronto, Canada.	
5.	Pravir Kumar Vohra Non-Executive, Independent Director Address: E-602, Oberoi Splendor, JV Link Road, Opp. Majas Depot. Andheri East, Mumbai – 400060, Maharashtra	00082545	Pravir Kumar Vohra has over 40 years of experience in the fields of banking and information technology. He was previously the President and Group Chief Technology Officer at ICICI Bank Limited. He has held various leadership positions in India and overseas with State Bank of India.	He holds a Masters Degree in Economics from University of Delhi and is a Certified Associate of the Indian Institute of Bankers.	July 24, 2015
6.	Pratip Chaudhuri Non-Executive, Independent Director Address: H-1591, Pocket H, CR Park, New Delhi 110019, Delhi	00915201	Pratip Chaudhuri has over 40 years of experience in the field of banking. He was the Chairman of State Bank of India and has also served as the Chairman of SBI Global Factors Limited and other SBI subsidiaries. He is currently an Independent Director on the board of several companies.	He holds a Bachelors Degree in Science from University of Delhi, a Masters Degree in Business Administration from Punjab University and is a member of the Indian Institute of Bankers	July 24, 2015

S. No.	Name, Designation & Address	DIN, if applicable	Details of the experience	Details of the qualifications	Date of appointment
7.	Revathy Ashok Non-Executive, Independent Director Address: No.139/6-2, Domlur Layout, sharadamma layout Bangalore – 560071, Karnataka	00057539	Revathy Ashok has over 30 years of experience in the field of finance. She was previously the Director – Finance and Administration of TSI Ventures and the Chief Financial Officer of Syntel Limited.	She holds a Bachelors degree in Science from Bangalore University and a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore.	July 24, 2015
8.	Sanjay Anandaram Non-Executive, Independent Director Address: 709, Pine Block, Raheja Residency 3rd Block, 8th C Main, Koramangala, Bengaluru – 560034, Karnataka	00579785	Sanjay Anandaram is an Independent Director of Conneqt Business Solutions Limited. He is also an Independent Director of Terrier Security Services and Independent Director at Quess Corp since December 2015. He has over 30 years of experience as a corporate executive, investor, teacher and advisor to funds and entrepreneurs	He holds a Bachelors degree in Electrical Engineering from Jadavpur University in Kolkata and a Post Graduate Diploma in Management from Indian Institute of Management, Bangalore.	December 22, 2015

3.2.8 With respect to the Target Company, the PAC does not hold any Equity Shares or voting rights.

3.2.9 The PAC has not acquired any Equity Shares after the date of the PA, the DPS, the DLoF and as of the date of this Letter of Offer.

3.2.10 The PAC has not been prohibited by SEBI from dealing in securities.

3.2.11 The PAC has not been categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

3.2.12 The key financial information of the PAC, on a consolidated basis, is as provided below:

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(In INR lakhs)

Particulars	FY 2017	FY 2018	FY 2019
Income from Operations	431,493.20	616,726.07	852,699.28
Other Income	1,542.23	5,692.16	7,122.57
Total Income	**433,035.43**	**622,418.23**	**859,821.85**
Total Expenditure	407,700.38	581,289.67	806,241.44
Profit Before Depreciation Interest and Tax	25,335.05	41,128.56	**53,580.41**
Depreciation	3,329.95	7,474.01	12,315.04
Interest	4,786.07	7,545.39	11,439.94
Share of Profits from Associates	12.46	36.49	(880.85)
Profit before Tax	**17,231.49**	**26,145.65**	**28,944.58**
Provision for Tax	5,043.55	(4,830.54)	3,289.66
Profit After Tax	**12,187.94**	**30,976.19**	**25,654.92**

Notes:

1. Other Income includes Interest Income.
2. Profit after tax is before Other Comprehensive Income.

CONSOLIDATED BALANCE SHEET

(In INR lakhs)

Particulars	As on March 31, 2017	As on March 31, 2018	As on March 31, 2019
Sources of Funds			
Paid up Share Capital	12,679.10	14,548.42	14,608.48
Shares to be issued	46,030.53	-	-
Reserves and Surplus (excluding revaluation reserves)	71,767.08	2,31,527.90	257,950.09
Net worth	**130,476.71**	**246,076.32**	**272,558.57**
Non-controlling Interest	88.20	157.78	309.93
Secured Loans	74,555.38	97,736.95	76,724.13
Unsecured Loans	3,299.79	3,138.62	3,321.08
Non-current Liabilities	18,600.23	25,359.83	32,131.02
Total	**227,020.31**	**372,469.50**	**385,044.73**
Uses of funds			
Net Fixed Assets	117,929.70	163,397.88	167,107.59
Investments	7,763.82	28,616.72	12,845.05
Net Non-current assets	18,618.52	48,675.70	84,566.46
Net Current Assets	82,708.27	131,779.20	120,525.63
Total	**227,020.31**	**372,469.50**	**385,044.73**

OTHER FINANCIAL DATA

Particulars	FY 2017	FY 2018	FY 2019
Dividend (%) equity	-	-	-
Earnings Per Share (Basic)	9.74	22.05	17.61
Earnings Per Share (Diluted)	9.59	21.82	17.51

Source: For the information as at and for the financial years ending on March 31, 2017, March 31, 2018 and March 31, 2019: audited financial statements for the respective financial years.

3.2.13 Details of contingent liabilities of the PAC (on consolidated basis) as on March 31, 2019 (as disclosed in the audited consolidated financial statements for the financial year ended March 31, 2019) and as on March 31, 2018 are set out below:

Particulars	**As at 31 March 2019 (Amount in lakhs)**	**As at 31 March 2018 (Amount in lakhs)**
Corporate guarantee given as security for loan availed by related party (refer note (i))	2,200.00	2,200.00
Bonus (refer note (ii))	3,258.77	3,258.77
Provident Fund (see note (iii) and (iv) below)	321.66	1014.14
Direct and Indirect Tax Matters (see note (iii) and (iv) below)	1,336.64	1,895.54
Other Claims	648.09	468.99
Total	**7,765.16**	**8,837.44**

(i) The PAC and its subsidiaries have given guarantee to banks for the loans given to related parties to make good any default made by its related parties in payment to banks on the loan availed by those related parties.

Movement of corporate guarantee given to related party during the year is as follows:

(Amount in INR lakhs)

Related Parties	**As at April 1, 2018**	**Given during the financial year**	**Settled /expired during the financial year**	**As at March 31, 2019**
Terrier Security Services (India) Private Limited	2,200.00	2,200.00	(2,200.00)	2,200.00
Total	**2,200.00**	**2,200.00**	**(2,200.00)**	**2,200.00**

Movement of corporate guarantee given to related party during the previous year is as follows:

(Amount in INR lakhs)

Related Parties	**As at April 1, 2017**	**Given during the financial year**	**Settled /expired during the financial year**	**As at March 31, 2018**
Terrier Security Services (India) Private Limited	2,200.00	2,200.00	(2,200.00)	2,200.00
Total	**2,200.00**	**2,200.00**	**(2,200.00)**	**2,200.00**

(ii) The Payment of Bonus (Amendment) Act, 2015 (hereinafter referred to as the Amendment Act, 2015) has been enacted on December 31, 2015, according to which the eligibility criteria of salary or wages has been increased from INR 10,000.00 per month to INR 21,000.00 per month (Section 2(13)) and the ceiling for computation of such salary or wages has been increased from INR 3,500.00 per month to INR 7,000.00 per month or the minimum wage for the scheduled

employment, as fixed by the appropriate government, whichever is higher. The reference to scheduled employment has been linked to the provisions of the Minimum Wages Act, 1948. The Amendment Act, 2015 is effective retrospectively from April 1, 2014. For the period ended March 31, 2015, the PAC has obtained a legal opinion from an external lawyer and advised to take a position that the stay granted by two High Courts of India on the retrospective application of the amendment would have a persuasive effect even outside the boundaries of the relevant states and accordingly no provision is currently required. The same if incurred by the PAC will be billed back to customers including service charges. Accordingly an amount of INR 3,258.77 lakhs being bonus for such retrospective period has been considered as contingent liability.

(iii) Pending resolution of the respective proceedings, it is not practicable for the PAC and its subsidiaries to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/ authorities.

(iv) The PAC and its subsidiaries have reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The PAC and its subsidiaries do not expect outcome of these proceedings to have a material adverse effect on its financial position.

3.2.14 The closing market price on June 13, 2019 of the equity shares of the PAC, on the Stock Exchanges is given below:

Stock Exchange	**Closing Price on June 13, 2019**
NSE	621.95
BSE	619.60

3.2.15 Status of Corporate Governance of the PAC: The PAC has received a certificate dated May 17, 2018 from Mr. S.N. Mishra, Practicing Company Secretary, wherein it has been confirmed that the PAC has complied with the conditions of corporate governance stipulated in the SEBI LODR Regulations, as applicable for the year ended March 31, 2018. Further, the PAC has submitted the quarterly compliance report (in the format prescribed as per SEBI circular CIR/CFD/CMD/5/2015 dated September 24, 2015) on corporate governance wherein it has confirmed compliance, as of March 31, 2019, with corporate governance norms relating to the composition of board of directors and various committees (such as audit committee, nomination and remuneration committee etc.) and that meetings of the board of directors and the relevant committees have been conducted in the manner specified in SEBI LODR Regulations. Further, vide a letter dated May 3, 2019, PAC has stated that the confirmations provided in the quarterly compliance report continue to be valid as of May 3, 2019.

3.2.16 Name and Details of Compliance Officer of the PAC: Mr. Kundan Kumar Lal (E-mail: kundan.lal@quesscorp.com; M: +91 9742435447).

3.3 SELLERS

The details of Mr. Adiseshan Saravanan, Mr. Ramamoorthi Jagadish and First Carlyle Ventures Mauritius are as follows:

3.3.1 Mr. Adiseshan Saravanan

(a) Mr. Adiseshan Saravanan is an individual residing at 20 Yogambal Street T Nagar, Chennai – 600 017.

(b) He is one of the promoters of the Target Company.

(c) As on the Identified Date, he holds 380,958 Equity Shares representing 2.5% of the Voting Share Capital.

(d) He has not been prohibited by SEBI from dealing in securities.

3.3.2 **Mr. Ramamoorthi Jagadish**

(a) Mr. Ramamoorthi Jagadish is an individual residing at 16/18 First Cross Street, Raja Annamalaipuram, Chennai – 600 028.

(b) He is one of the promoters of the Target Company.

(c) As on the Identified Date, he holds 380,958 Equity Shares representing 2.5% of the Voting Share Capital.

(d) He has not been prohibited by SEBI from dealing in securities.

3.3.3 **First Carlyle Ventures Mauritius**

(a) First Carlyle Ventures Mauritius is a fund established in the Republic of Mauritius.

(b) The registered office of the Investor is located at C/o. CIM Fund Services Limited, 33 Edith Cavell Street, Port Louis, Mauritius.

(c) The Investor is classified as a public shareholder of the Target Company.

(d) As on the Identified Date the Investor holds 740,918 Equity Shares representing 4.86% of the Voting Share Capital

(e) The Investor has not been prohibited by SEBI from dealing in securities.

3.3.4 SEBI has *vide* its letter dated June 7, 2019 (SEBI/HO/CFD/DCR1/OW/P/2019/014264/1) provided its comments on the Draft Letter of Offer wherein it has stated that SEBI may initiate appropriate action against the Promoters for certain non-compliances, delayed compliances of SEBI (Prohibition of Insider Trading) Regulations, 2015.

4 BACKGROUND OF THE TARGET COMPANY

4.1. The Target Company was incorporated on August 24, 1998 under the provisions of the Companies Act, 1956, as amended. There has been no change in the name of the Target Company in the last three years.

4.2. The Corporate Identification Number of the Target Company is L72300TN1998PLC041033. The registered office of the Target Company is located at No. 7H, Century Plaza, 560-562, Anna Salai, Teynampet, Chennai – 600 018, Tamil Nadu, India. Tel.: +91 44 4299 7070.

4.3. The Target Company is in the business of 'Business Processing Outsourcing' (both 'Voice' and 'Non Voice').

4.4. The Equity Shares are currently listed on the BSE (Scrip Code: 532633) (Scrip ID: ALLSEC) and the NSE (Symbol: ALLSEC). The ISIN of Equity Shares is INE835G01018.

4.5. The Equity Shares are frequently traded in terms of Regulation 2(1)(j) of the Takeover Regulations.

4.6. The total authorized share capital of the Target Company is INR. 33,50,00,000 consisting of 2,00,00,000 equity shares of INR. 10 each amounting to INR. 20,00,00,000 and 13,50,000 convertible preference shares of INR. 100 each amounting to INR.13,50,00,000. The issued, subscribed and paid-up share capital of the Target Company is INR. 15,23,83,260 consisting of 1,52,38,326 equity shares of INR. 10 each.

4.7. The share capital structure of the Target Company, as on March 31, 2019, based on the information available on the website of the Stock Exchanges, is as follows:

Paid-up Equity Shares	**No. of Equity Shares/voting rights**	**% of Equity Shares/ voting rights**
Fully paid-up Equity Shares	1,52,38,326	100%
Partly paid-up equity shares	-	-
Total paid-up Equity Shares	1,52,38,326	100%
Total voting rights in the Target Company	1,52,38,326	100%

4.8. The Target Company has no outstanding vested stock options. It does not have any (i) partly paid-up Equity Shares; and (ii) convertible instruments.

4.9. The trading of the Equity Shares is currently not suspended on BSE and NSE.

4.10. The key financial information of the Target Company, on a consolidated basis, is as provided below:

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(In INR lakhs)

Particulars	**FY 2017**	**FY 2018**	**FY 2019**
Income from operations	31,812	32,496	26,116
Other Income	590	727	675
Total Income	**32,402**	**33,223**	**26,791**
Total Expenditure	25,540	26,392	22,153
Profit Before Depreciation Interest and Tax	6,862	6,831	4,638
Depreciation	554	450	1,773
Interest (Net)	(20)	22	(18)
Profit Before Tax	**6,328**	**6,359**	**2,883**
Provision for Tax	156	406	1,316
Profit After Tax	**6,172**	**5,953**	**1,567**

Notes:

1. Profit After Tax considered before Other Comprehensive Income.
2. Other Income excludes Interest Income.
3. Depreciation for FY19 includes impairment of goodwill, treated as exceptional item in financials.

CONSOLIDATED BALANCE SHEET

(In INR Lakhs)

Particulars	As on March 31, 2017	As on March 31, 2018	As on March 31, 2019
Sources of Funds			
Paid up share capital	1,524	1,524	1,524
Reserves and Surplus (excluding revaluation reserves)	13,436	19,229	20,255
Net worth	**14,960**	**20,753**	**21,779**
Secured loans	25	65	45
Non-current liabilities	93	311	341
Total	**15,078**	**21,129**	**22,165**
Uses of funds			
Net fixed assets	2,233	2,424	1,321
Investments	6,139	7,316	8,239
Non- current assets	1,944	2,942	2,882
Net current assets	4,762	8,447	9,723
Total	**15,078**	**21,129**	**22,165**

Notes:

1. Investments Includes both Current and Non Current investments.
2. Net Fixed Assets = Gross tangible and Intangible assets includes Capital WIP less Accumulated depreciation, amortization.
3. Non Current Assets includes all non current assets including deferred tax assets, financial assets and Income tax assets.
4. Net Current Assets = Current Assets less Current liabilities excluding Borrowings.
5. Non Current liabilities includes Non Current Provisions and borrowings.

OTHER FINANCIAL DATA

Particulars	FY 2017	FY 2018	FY 2019
Dividend (%) equity	-	-	50.00%
Earnings Per Share (Basic)	38.10	38.02	12.77
Earnings Per Share (Diluted)	38.10	38.02	12.77
Return on Net worth (RONW)	41.26%	28.69%	7.20%
Book Value Per Share	98.17	136.19	142.92

Note:

1. EPS considered after Other Comprehensive Income.
2. 'Return on Net Worth' refers to Profit after tax(before OCI) divided by year and Net Worth.
3. 'Book value per share' is Net Worth divided by number of Equity Shares

Source: For the information as at and for the financial years ending on March 31, 2017, March 31, 2018 and March 31, 2019: audited financial statements for the respective financial years.

4.11. The composition of the Board is as follows:

Sr. No.	Name	Designation	DIN	Date of Initial Appointment

Sr. No.	Name	Designation	DIN	Date of Initial Appointment
1.	Mr. Ajit Isaac	Non-Executive - Non-Independent Director, Chairman	00087168	May 29, 2019
2.	Mr. Subrata Kumar Nag	Non-Executive - Non-Independent Director	02234000	May 29, 2019
3.	Mr. Sanjay Anandaram	Non-Executive – Independent Director	00579785	June 6, 2019
4.	Mr. Milind Chalisgaonkar	Non-Executive – Independent Director	00057579	June 6, 2019
5.	Mr. D. Padmanabhan	Non-Executive – Independent Director	00265865	May 20, 2016

4.12. Pre and post Offer Shareholding pattern of the Target Company is as provided below:

Shareholders Category	**Shareholding and voting rights prior to the SPAs and the Open Offer**		**Shares/voting rights agreed to be acquired which triggered the Open Offer (i.e. after completion of the Underlying Transactions)**		**Shares/voting rights to be acquired in Offer (assuming full acceptance)**		**Shareholding/ voting rights after the completion of the Underlying Transactions and the Open Offer acquisition (assuming full acceptance)**	
	(A)		**(B)**		**(C)**		**(A) + (B) + (C) = (D)**	
	Number	**%**	**Number***	**%**	**Number**	**%**	**Number***	**%**
1. Promoter Group								
(a) Parties to the SPAs	61,49,071	40.35	-	-	-	-	7,61,916[$]	5.00[$]
(b) Promoters other than (a) above	-	-	-	-	-	-	-	-
Total (1)(a+b)	61,49,071	40.35	-	-	-	-	7,61,916[$]	5.00[$]
2. Acquirers[$]								
(a) Acquirer	-	-	93,49,095*	61.35	39,61,965	26.00	13,311,060[$]	87.35[$]
(b) PAC	-	-	-	-	-	-	-	-
Total 2 (a+b)	-	-	93,49,095*	61.35	39,61,965	26.00	13,311,060[$]	87.35[$]
3.Parties to the agreement other than (1)(a) and (2)	47,02,858	30.86	-	-	-	-	7,40,918	4.86
4.Public (other than parties to the agreement, Acquirer and PAC)[#]								

Shareholders Category	Shareholding and voting rights prior to the SPAs and the Open Offer		Shares/voting rights agreed to be acquired which triggered the Open Offer (i.e. after completion of the Underlying Transactions)		Shares/voting rights to be acquired in Offer (assuming full acceptance)		Shareholding/ voting rights after the completion of the Underlying Transactions and the Open Offer acquisition (assuming full acceptance)	
(a) FIs/MFs/Banks/SFIs	-	-	-	-	-	-	4,24,432	2.79
(b) Others	43,86,397	28.79	-	-	-	-		
Total (4) (a+b)	43,86,397	28.79	-	-	-	-	4,24,432	2.79
Grand Total (1+2+3+4)	1,52,38,326	100.00	93,49,095	61.35	39,61,965	26.00	1,52,38,326	100.00

* Pursuant to acquisition of 53,87,155 Equity Shares under the Promoter SPA and 39,61,940 Equity Shares under the Investor SPA.

[#] The total number of shareholders in the public category, other than the Investor and parties to the SPAs, as of March 31, 2019, is 5,819.

[$] Pursuant to the completion of the Underlying Transactions, the Acquirer has become a member of the promoter/promoter group of the Target Company. Accordingly, the aggregate shareholding of the members of the promoter/promoter group of the Target Company (including that of the Acquirer) will be 1,40,72,976 Equity Shares, representing 92.35% of the Voting Share Capital, assuming full acceptance of the Equity Shares under the Open Offer.

4.13. The Target Company has not been party to any scheme of amalgamation, restructuring, merger/demerger and spin off during the last 3 years.

4.14. The Promoters have confirmed that there are no proceedings pending against them as on the date of this Letter of Offer with SEBI.

5 OFFER PRICE AND FINANCIAL ARRANGEMENTS

5.1. Justification of Offer price

5.1.1. The Equity Shares are currently listed on the BSE (Scrip Code: 532633) (Scrip ID: ALLSEC) and the NSE (Symbol: ALLSEC). The ISIN of Equity Shares is INE835G01018.

5.1.2. The trading turnover in the Equity Shares based on the trading volumes during the twelve calendar months prior to the calendar month in which the PA is made i.e. April 1, 2018 to March 31, 2019 on BSE and NSE was as under:

Month and Year	Trading Volume on BSE	Trading Volume on NSE
April 2018	64,211	2,96,126
May 2018	81,844	4,25,787

June 2018	24,469	4,92,071
July 2018	18,325	3,26,273
August 2018	12,680	1,33,553
September 2018	1,03,062	8,58,151
October 2018	43,284	2,69,020
November 2018	14,172	2,42,993
December 2018	3,465	1,28,866
January 2019	10,198	2,25,647
February 2019	10,276	2,20,063
March 2019	1,49,450	19,03,839
Total (A)	**5,35,436**	**55,22,389**
Total number of shares (B)	**1,52,38,326**	
(A) as percentage of (B)	**3.51%**	**36.24%**

(Source: www.bseindia.com and www.nseindia.com)

5.1.3. Based on the above, the Equity Shares are frequently traded on the BSE and NSE in terms of Regulation 2(1)(j) of the Takeover Regulations.

5.1.4. The Offer Price of INR 320 per Equity Share is justified in terms of Regulation 8 of the Takeover Regulations, in view of the following:

S. No.	Clause References	Particulars	Amount (In INR per Equity Share)
1.	Clause (a) of Regulation 8(2)	The highest negotiated price per share, if any, of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer.	320
2.	Clause (b) of Regulation 8(2)	The volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by PAC, during the 52 (fifty-two) weeks immediately preceding the date of Public Announcement, i.e April 17, 2019.	Nil
3.	Clause (c) of Regulation 8(2)	The highest price paid or payable for any acquisition, whether by the Acquirer or by PAC, during the 26 (twenty-six) weeks immediately preceding the date of Public Announcement, i.e. April 17, 2019.	Nil
4.	Clause (d) of Regulation 8(2)	The volume-weighted average market price of the Equity Shares for a period of sixty trading days immediately preceding April 17, 2019, as traded on the stock exchange where the maximum volume of trading in the Equity Shares are recorded during such period, i.e. NSE provided such Equity Shares are frequently traded.	253.77

Source: Certificate dated April 17, 2019 issued by Vasan & Sampath LLP, Chartered Accountants.

5.1.5. The calculation of volume weighted average market price is as provided below:

Trading day	Stock Exchange - NSE		
	Date	Turnover (INR)	Volume
1	21-Jan-19	4,81,272.30	2,600
2	22-Jan-19	29,19,161.40	15,852
3	23-Jan-19	8,60,852.25	4,704
4	24-Jan-19	54,40,267.85	32,164
5	25-Jan-19	95,55,248.55	51,453
6	28-Jan-19	18,81,323.90	10,229
7	29-Jan-19	4,39,674.65	2,445
8	30-Jan-19	31,72,935.20	17,425
9	31-Jan-19	7,17,611.90	3,940
10	01-Feb-19	20,61,637.55	11,437
11	04-Feb-19	19,60,708.35	10,923
12	05-Feb-19	61,04,628.80	33,934
13	06-Feb-19	13,79,220.10	7,643
14	07-Feb-19	2,70,260.05	1,489
15	08-Feb-19	41,53,272.70	23,569
16	11-Feb-19	38,81,033.20	22,769
17	12-Feb-19	15,49,197.50	8,898
18	13-Feb-19	6,19,367.85	3,441
19	14-Feb-19	11,78,241.80	6,546
20	15-Feb-19	64,115.70	354
21	18-Feb-19	6,66,989.50	3,678
22	19-Feb-19	22,75,201.65	12,554
23	20-Feb-19	4,60,717.10	2,572
24	21-Feb-19	33,56,154.75	18,586
25	22-Feb-19	21,55,226.40	11,905
26	25-Feb-19	43,34,706.15	24,451
27	26-Feb-19	13,88,953.95	7,755
28	27-Feb-19	9,52,482.70	5,299
29	28-Feb-19	4,07,733.30	2,260
30	01-Mar-19	18,94,814.05	10,474
31	05-Mar-19	25,15,054.30	13,143
32	06-Mar-19	25,12,570.10	13,481
33	07-Mar-19	11,49,601.50	6,154
34	08-Mar-19	41,02,114.55	21,755
35	11-Mar-19	15,69,830.80	8,251
36	12-Mar-19	7,19,737.70	3,762
37	13-Mar-19	14,67,405.90	7,579
38	14-Mar-19	8,27,752.40	4,242
39	15-Mar-19	54,77,550.45	27,753
40	18-Mar-19	6,08,24,652.65	2,68,195
41	19-Mar-19	8,90,44,373.95	3,51,578
42	20-Mar-19	1,89,82,458.80	78,973
43	22-Mar-19	15,46,91,571.60	5,51,532

Trading day	Stock Exchange - NSE		
	Date	Turnover (INR)	Volume
44	25-Mar-19	8,61,84,765.40	3,04,107
45	26-Mar-19	3,21,26,476.85	1,10,309
46	27-Mar-19	1,52,26,546.40	52,312
47	28-Mar-19	98,60,097.60	34,987
48	29-Mar-19	98,74,325.05	35,252
49	01-Apr-19	1,49,33,217.90	52,209
50	02-Apr-19	25,36,800.60	8,808
51	03-Apr-19	71,80,191.50	25,147
52	04-Apr-19	27,11,361.00	9,534
53	05-Apr-19	50,70,608.80	17,597
54	08-Apr-19	41,33,378.20	14,132
55	09-Apr-19	19,83,412.70	6,812
56	10-Apr-19	92,11,490.70	31,966
57	11-Apr-19	73,13,259.20	25,244
58	12-Apr-19	78,58,324.55	26,761
59	15-Apr-19	1,98,74,343.60	66,686
60	16-Apr-19	29,47,875.60	9,817
TOTAL		**64,94,94,161.50**	**25,59,427**
Volume Weighted Average Market Price (Total Turnover / Total Volume)		**253.77**	

(Source: www.bseindia.com, www.nseindia.com and Certificate dated April 17, 2019 issued by Vasan & Sampath LLP, Chartered Accountants)

5.1.6. In view of the parameters considered and presented in the table in paragraph 5.1.4 above, the minimum offer price per Equity Share under Regulation 8(2) of the Takeover Regulations is the highest of item numbers (1) to (4) above i.e. INR 320 per Equity Share. Accordingly, the Offer Price is justified in terms of the Takeover Regulations.

5.1.7. The Target Company has *vide* its letter dated May 23, 2019 informed the Stock Exchanges that the board of directors of the Target Company approved an interim dividend of INR 10 per Equity Share. The record date for such interim dividend was May 31, 2019 and such interim dividend was paid on June 10, 2019. However, the Acquirer has not made and will not make an adjustment to the Offer Price under Regulation 8(9) of the Takeover Regulations on account of the payment of this dividend. Other than as stated above, there have been no corporate actions by the Target Company warranting adjustment of the relevant price parameters under Regulation 8(9) of the Takeover Regulations. (*Source: www.nseindia.com, www.bseindia.com*). The Offer Price may be revised in the event of any corporate actions like bonus, rights, split etc. where the record date for effecting such corporate actions falls within 3 Working Days prior to the commencement of Tendering Period of the Offer.

5.1.8. There has been no revision in the Offer Price or Offer Size.

5.1.9. The Offer Price is subject to upward revision, if any, pursuant to the Takeover Regulations or at the discretion of the Acquirer and / or PAC at any time prior to 1 Working Day before the commencement of the Tendering Period in accordance with Regulation 18(4) of the Takeover Regulations. In the event of such revision, the Acquirer and/or PAC will make corresponding increases to the escrow amounts (under Regulation 18(5) of Takeover Regulations), as more particularly set out in paragraph 5.2 (Financial

Arrangements) of this Letter of Offer; and the Acquirer and PAC will: (i) make a public announcement in the Newspapers; and (ii) simultaneously with the issue of such announcement, inform SEBI, the Stock Exchanges and the Target Company at its registered office of such revision. Such revision, if any, would be done in compliance with applicable requirements prescribed under the Takeover Regulations.

5.1.10. If the Acquirer or the PAC acquire Equity Shares during the period of 26 (twenty six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer and the PAC shall pay the difference between the highest acquisition price and the Offer Price, to all the Public Shareholders whose Equity Shares have been accepted in the Offer, within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations or pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2009, or open market purchases made in the ordinary course on the stock exchanges, not being a negotiated acquisition of the Equity Shares in any form.

5.1.11. The Acquirer and/or the PAC shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period and until the expiry of the Tendering Period.

5.2. Financial arrangements:

5.2.1. The total consideration for the Offer Size at the Offer Price, assuming full acceptance of the Offer, is INR 126,78,28,800 ("**Maximum Consideration**").

5.2.2. The Acquirer and PAC have confirmed that they have adequate financial resources to meet the obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the Takeover Regulations.

5.2.3. The Acquirer, the Manager and Yes Bank Limited, having an office at Yes Bank Tower, IFC – 2, 15th Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai – 400 013 ("**Escrow Bank**") have entered into an escrow agreement dated April 18, 2019 ("**Offer Escrow Agreement**"). Pursuant to the Offer Escrow Agreement, the Acquirer has opened an escrow account under the name and title of "Conneqt Business Solutions Limited Escrow Account" ("**Offer Escrow Account**") with the Escrow Bank and the Acquirer has made a cash deposit of INR 126,78,28,800, which is equal to the Maximum Consideration in the Offer Escrow Account in accordance with Regulation 17(1) and Regulation 22 of the Takeover Regulations. The Manager has been duly authorized to realize the monies lying to the credit of the Offer Escrow Account in terms of the Takeover Regulations. The cash deposit has been confirmed by way of a statement dated May 28, 2019 issued by the Escrow Bank.

5.2.4. The source of funds to meet the obligations of the Acquirer and PAC under the Offer has been met from the internal accruals of the Acquirer and the PAC.

5.2.5. Vasan & Sampath LLP, Chartered Accountants (Unnikrishnan Menon, Partner, Membership No. 205703) having its office Jupiter-2, # 190, 5th cross , 3rd main, MICO Layout, BTM 2nd stage, Bengaluru – 560076, India *vide* certificate dated April 17, 2019, have, certified that adequate and firm financial resources are available with the Acquirer and PAC to enable them to fulfill their financial obligations under the Offer.

5.2.6. Based on the above, the Manager is satisfied that firm arrangements have been put in place by the Acquirer and PAC to fulfill their obligations in relation to this Offer through verifiable means in accordance with the Takeover Regulations.

5.2.7. In case of any upward revision in the Offer Price or the Offer Size, the Acquirer and PAC will deposit additional funds in the Offer Escrow Account as required under the Regulation 17(2) of the Takeover Regulations.

5.2.8. In terms of Regulation 22(2) and the proviso to Regulation 22(2A) of the Takeover Regulations, pursuant to depositing in the Offer Escrow Account, cash of an amount equal to the entire Maximum Consideration and after the expiry of 21 (twenty one) Working Days from date of the DPS, the Acquirer and PAC have, pursuant to the fulfillment of the SPA Conditions (Background of the Offer), completed the acquisition of Sale Shares.

6 TERMS AND CONDITIONS OF THE OFFER

6.1 Operational Terms and Conditions

6.1.1 In terms of the indicative schedule of major activities, the Tendering Period shall commence on Friday, June 21, 2019 and close on Thursday, July 4, 2019 (both days inclusive).

6.1.2 The Identified Date for this Open Offer as per the revised schedule of major activities is June 7, 2019.

6.1.3 The Equity Shares offered under this Offer should be free from all liens, charges, equitable interests, encumbrances and are to be offered together with, if any, all rights of dividends, bonuses or rights from now on and declared hereafter.

6.1.4 The instructions, authorizations and provisions contained in the Form of Acceptance-cum-Acknowledgment constitute an integral part of the terms and conditions of this Offer. The Public Shareholders can write to the Registrar to the Offer/Manager to the Offer requesting for this Letter of Offer along with Form of Acceptance-cum-Acknowledgement. Alternatively, this Letter of Offer along with the Form of Acceptance cum Acknowledgement is also expected to be available at SEBI's website, www.sebi.gov.in, and the Public Shareholders can also apply by downloading such forms from the website.

6.1.5 Each Public Shareholder to whom this Offer is being made is free to offer the Equity Shares in whole or in part while accepting this Offer.

6.1.6 Accidental omission to dispatch this Letter of Offer to any Public Shareholder to whom this Offer has been made or non-receipt of this Letter of Offer by any such Public Shareholder will not invalidate this Offer in any way.

6.1.7 This is not a conditional Offer and there is no stipulation on any minimum level of acceptance.

6.1.8 The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 Equity Share.

6.1.9 Locked in Equity Shares: To the best of the knowledge of the Acquirer and the PAC, the Target Company has no Equity Shares that are currently locked-in. The locked-in Equity Shares, if any acquired pursuant to the Offer can be transferred to the Acquirer, subject to the continuation of the residual lock-in period in the hands of the Acquirer. The Manager to the Offer ensures that there will be no discrimination in the acceptance of locked-in and non-locked-in Equity Shares.

6.1.10 In terms of Regulation 18(9) of the Takeover Regulations, the Public Shareholders who tender their Equity Shares in acceptance of this Offer will not be entitled to withdraw such acceptance during the Tendering Period.

6.1.11 There has been no revision in the Offer Price or Offer Size as of the date of this Letter of Offer. 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 1 (One) Working Day prior to the commencement of the Tendering Period, i.e., up to Thursday, June 19, 2019, in accordance with the Takeover Regulations. In the event of such revision, in terms of Regulation 18(5) of the Takeover Regulations, the Acquirer and the PAC will: (i) make a corresponding increase to the escrow amount, (ii) make a public announcement in the Newspapers; and (iii) simultaneously notify Stock Exchanges, SEBI and the Target Company at its registered office. In case of any revision of the Offer Price, the Acquirers would pay such revised price for all the Equity Shares validly tendered at any time during the Open Offer and accepted under the Open Offer in accordance with the terms of the LOF.

6.1.12 The Permitted Dividend declared by the Target Company, as per the terms of the Promoter SPA and disclosed under paragraph 2.1.3.3 of this Letter of Offer, has been paid to all the persons who were shareholders of the Target Company as on the record date, and has been paid irrespective of whether such shareholders have tendered the Equity Shares held by them as a part of the Offer during the Tendering Period.

Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/attachment orders/restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation, are liable to be rejected if directions/orders are passed regarding the free transferability of such Equity Shares tendered under the Open Offer prior to the date of closure of the Tendering Period.

6.2 **Eligibility for accepting the Offer**

6.2.1 This Letter of Offer will be sent to all Public Shareholders holding Equity Shares whose names appear in register of Target Company as on the Identified Date.

6.2.2 In accordance with Regulation 18(2) of the Takeover Regulations, this Letter of Offer shall be dispatched to the Public Shareholders, whose names appear on the register of members of the Target Company as of the Identified Date, not later than 7 Working Days from the date of receipt of the SEBI observations. Further, in accordance with the explanations (i), (ii) and (iii) to the Regulation 18(2) of the Takeover Regulations, this Letter of Offer will be dispatched through electronic mode in accordance with the provisions of Companies Act, 2013. A physical copy of this Letter of Offer will also be provided to the Public Shareholders if so requested by them.

6.2.3 All Public Shareholders (registered or unregistered) who own Equity Shares and are able to tender such Equity Shares in this Offer at any time before the closure of the Tendering Period, are eligible to participate in this Offer.

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

6.2.5 All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had

required any approvals (including from the 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, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Offer Shares.

6.2.6 The acceptance of this Offer is entirely at the discretion of the Public Shareholders.

6.2.7 The Acquirer, PAC, Manager to the Offer or Registrar to the Offer accepts no responsibility for any loss of any documents during transit and the Public Shareholders are advised to adequately safeguard their interest in this regard.

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

6.2.9 For any assistance please contact the Manager to the Offer or the Registrar to the Offer.

6.3 **Statutory Approvals:**

6.3.1 To the best of the knowledge and belief of the Acquirer and PAC, there are no statutory or other approvals required for the Offer. If, however, any statutory or other approval becomes applicable prior to the completion of the Offer, the Offer would also be subject to such statutory or other approval(s) and the Acquirer and PAC will make necessary applications for such approvals.

6.3.2 All Public Shareholders, including non-resident holders of Equity Shares, must obtain all requisite approvals required, if any, to tender the Offer Shares (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Equity Shares tendered in this Offer. Further, if the holders of the Equity Shares who are not persons resident in India had required any approvals (including from the 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, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer and the PAC reserve the right to reject such Offer Shares.

6.3.3 In case of delay in receipt of any statutory approval that may be required by the Acquirer and/ or PAC at a later date, SEBI may, if satisfied that such delay in receipt of the requisite statutory approval(s) was not attributable to any willful default, failure or neglect on the part of the Acquirer and/ or PAC to diligently pursue such approval, and subject to such terms and conditions as may be specified by SEBI, including payment of interest in accordance with Regulation 18(11) of the Takeover Regulations, grant an extension of time to the Acquirer and/ or PAC to make the payment of the consideration to the Public Shareholders whose Offer Shares have been accepted in the Offer. Where any statutory approval extends to some but not all of the Public Shareholders, the Acquirer and/ or PAC 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 Offer.

6.3.4 In terms of Regulation 23(1) of the Takeover Regulations, in the event that any approvals which may become applicable prior to completion of the Offer are not received, the Acquirer and/ or PAC shall have the right to withdraw the Offer. In the event of withdrawal of this Offer, a public announcement will be made within 2 Working Days of such withdrawal, in accordance with the provisions of Regulation 23(2) of the Takeover Regulations.

6.3.5 The information contained in this Letter of Offer is exclusively intended for persons who are not US Persons as such term is defined under the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other 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 Letter of Offer are requested to inform themselves about and to observe any such restrictions. This is not an offer to purchase or a solicitation of an offer to sell in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America. U.S. Public Shareholders should seek independent advice in relation to their ability to participate in this Offer.

7 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

7.1 The Offer will be implemented by the Acquirer and PAC through Stock Exchange Mechanism made available by the Stock Exchanges in the form of separate window ("**Acquisition Window**") as provided under the Takeover Regulations, SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 issued by SEBI as amended via SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by SEBI (together, the "**Acquisition Window Circulars**").

7.2 BSE will be the designated stock exchange ("**Designated Stock Exchange**") for the purpose of tendering the Offer Shares;

7.3 The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchanges in the form of a separate Acquisition Window.

7.4 All the Public Shareholders who desire to tender their Equity Shares under the Offer would have to approach their respective stock brokers ("**Selling Broker(s)**"), within the normal trading hours of the secondary market during the Tendering Period.

7.5 The Acquirer has appointed **Axis Capital Limited** as the "**Buying Broker**" for the Offer through whom the purchases and settlement of Offer Shares tendered in this Offer shall be made.

7.6 Contact details for the Buying Broker are as follows:



Axis Capital Limited
5th floor, Axis House House, C-2 Wadia International Centre,
P. B. Marg, Worli, Mumbai -400 025
Contact Person: Mr. Ram Shinde, Tel: +91 22 4325 5579,
Email: QIB@axiscap.in
Website: www.axiscapital.co.in
SEBI Registration No. NSE Capital Market: INB231387235; BSE Equity: INB011387330
CIN: U51900MH2005PLC157853

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

7.8 The cumulative quantity tendered shall be displayed on the Designated Stock Exchange website throughout the trading session at specific intervals by the Designated Stock Exchange during Tendering Period.

7.9 Modification/cancellation of orders will not be allowed during the Tendering Period.

7.10 Public Shareholders can tender their shares only through a broker with whom the Public Shareholder is registered as client (KYC Compliant). In the event Seller Broker(s) are not registered with BSE or NSE or if the Public Shareholder does not have any stock broker then that Public Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code ("**UCC**") facility through that BSE or NSE registered stock broker after submitting the details as may be required by such stock broker to be in compliance with applicable law and regulations. In case the Public Shareholder is not able to bid using quick UCC facility through any other BSE or NSE registered stock broker then the Public Shareholder may approach the Target Company's Broker viz. Axis Capital Limited, to bid by using quick UCC facility. The Public Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit following details:

7.10.1 **In case of the Public Shareholder being an individual.**

(a) If the Public Shareholder is registered with KYC Registration Agency ("**KRA**"): Forms required:

i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable
ii. Know Your Client (KYC) form documents required (all documents self-attested):
Bank details (cancelled cheque)
iii. Demat details (Demat Master /Latest Demat statement)

(b) If the Public Shareholder is not registered with KRA: Forms required:

i. CKYC form including FATCA, IPV, OSV if applicable
ii. KRA form
iii. KYC form documents required (all documents self-attested):
PAN card copy
Address proof
Bank details (cancelled cheque)
iv. Demat details (Demat master /Latest Demat statement)

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

7.10.2 **In case the Public Shareholder is an HUF.**

(a) If the Public Shareholder is registered with **KRA**: Forms required:

i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
ii. KYC form documents required (all documents self-attested):
Bank details (cancelled cheque)
iii. Demat details (Demat Master /Latest Demat statement)

(b) If the Public Shareholder is not registered with KRA: Forms required:

i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
ii. KRA form
iii. Know Your Client (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)
iv. Demat details (Demat master /Latest Demat statement)

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

7.10.3 **In case of Public Shareholders other than an individual and HUF.**

(a) If the Public Shareholder is KRA registered: Form required

i. Know Your Client (KYC) form documents required (all documents certified true copy)
Bank details (cancelled cheque)
ii. Demat details (Demat master /Latest Demat statement)
iii. FATCA, IPV, OSV if applicable
iv. Latest list of directors/authorised signatories/partners/trustees
v. Latest shareholding pattern
vi. Board resolution
vii. Details of ultimate beneficial owner along with PAN card and address proof
viii. Last 2 years financial statements

(b) If the Public Shareholder is not KRA registered: Forms required:

i. KRA form
ii. Know Your Client (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)
iii. Demat details (Demat Master / Latest Demat statement)
iv. FATCA, IPV, OSV if applicable
v. Latest list of directors/ authorised signatories/ partners/ trustees
vi. PAN card copies & address proof of directors/ authorised signatories/ partners/ trustees
vii. Latest shareholding pattern
viii. Board resolution/partnership declaration
ix. Details of ultimate beneficial owner along with PAN card and address proof
x. Last 2 years financial statements
xi. MOA/Partnership deed /trust deed

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

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

7.11 **Procedure for tendering Equity Shares held in dematerialised form:**

7.11.1 The Public Shareholders who are holding Equity Shares in electronic/ dematerialised form and who desire to tender their Equity Shares in this Offer shall approach their respective Selling Broker indicating to their Selling Broker the details of Equity Shares that such Public Shareholder intends to tender in this Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.

7.11.2 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 the Stock Exchanges. Before placing the order/bid, the Public Shareholder would be required to transfer the tendered Equity Shares to the Clearing Corporation, by using the early pay in mechanism as prescribed by the Stock Exchanges or the Clearing Corporation, prior to placing the order/bid by the Selling Broker.

7.11.3 Upon placing the order, the Selling Broker shall provide TRS generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order submitted like bid ID No., DP ID, Client ID, no. of Equity Shares tendered, etc.

7.11.4 On receipt of TRS from the respective Seller Broker, the Public Shareholder has successfully placed the bid in the Offer.

7.11.5 Modification/cancellation of orders will not be allowed during the Tendering Period.

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

7.11.7 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 the Stock Exchanges / Clearing Corporation, before the opening of the Offer.

7.11.8 The Public Shareholders will have to ensure that they keep their DP 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 Offer.

7.11.9 The cumulative quantity tendered will be made available on the website of the BSE (www.bseindia.com) throughout the trading sessions and will be updated at specific intervals during the Tendering Period.

7.12 **Procedure for tendering Equity Shares held in Physical Form:**

7.12.1 As per the provisions of Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI PR 51/2018 dated December 3, 2018, w.e.f. April 1, 2019, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository.

7.12.2 Accordingly, the Public Shareholders who are holding Equity Shares in physical form and are desirous of tendering their Equity Shares in the Offer can do so only after the Equity Shares are dematerialised. Such Public Shareholders are advised to approach any depository participant to have their Equity Shares dematerialised.

7.13 **Acceptance of Shares**

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

7.14 **Procedure for tendering Equity Shares in case of non-receipt of Letter of Offer.**

7.14.1 Public Shareholders 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 this Letter of Offer, may also participate in this Offer.

7.14.2 A Public Shareholder may participate in the Offer by approaching their Selling Broker and tender Shares in the Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance-cum-Acknowledgment.

7.14.3 This Letter of Offer along with a Form of Acceptance-cum-Acknowledgement, will be dispatched to all the Public Shareholders, whose names appear on the register of members of the Target Company and to the Beneficial Owners in dematerialized form whose names appear on the beneficial records of the respective depositories, in either case, at the close of business hours on the Identified Date.

7.14.4 In case of non-receipt of this Letter of Offer, such Public Shareholders may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.

7.14.5 This Letter of Offer along with the Form of Acceptance cum Acknowledgment would also be available at SEBI's website, www.sebi.gov.in, and Public Shareholders can also apply by downloading such forms from the said website.

7.14.6 Alternatively, in case of non-receipt of this Letter of Offer, the Public Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by the Public Shareholder(s), stating name, address, number of shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents. Such Public Shareholders must ensure that their order is entered in the electronic platform to be made available by Stock Exchanges before the closure of the Offer.

7.15 **Settlement Process**

7.15.1 On closure of the Offer, reconciliation for acceptances will be conducted by the Manager to the Offer and the Registrar to the Offer and the final list of accepted Equity Shares tendered in this Offer will be provided to the Stock Exchanges to facilitate settlement on the basis of Equity Shares transferred to the Clearing Corporation.

7.15.2 The settlement of trades will be carried out in the manner similar to settlement of trades in the Acquisition Window Circulars.

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

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

7.15.5 The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares tendered under the Offer.

7.15.6 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation.

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

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

7.15.9 In case of partial or non-acceptance of orders the balance demat Equity Shares will be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares will 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.

7.15.10 Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases / attachment orders / restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions / orders regarding these Equity Shares are not received together with the Equity Shares tended under the Offer.

7.15.11 If Public Shareholders' bank account details are not available or if the fund transfer instruction is rejected by the RBI or bank, due to any reasons, then the amount payable to Public Shareholders will be transferred to the Selling Broker for onward transfer to the Equity Shareholder.

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

7.15.13 In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to

Acquirer for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) of the Takeover Regulations.

8 COMPLIANCE WITH TAX REQUIREMENTS

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

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

THE IMPLICATIONS ARE ALSO DEPENDENT ON THE SHAREHOLDERS FULFILLING THE CONDITIONS PRESCRIBED UNDER THE PROVISIONS OF THE RELEVANT SECTIONS UNDER THE RELEVANT TAX LAWS AND THE DOUBLE TAXATION AVOIDANCE AGREEMENTS ("DTAA") WITH RESPECTIVE COUNTRIES. 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 ACQUIRER DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY OF INCOME-TAX IMPLICATIONS, RELATING TO THE TREATMENT OF INCOME-TAX IN THE CASE OF TENDERING OF LISTED EQUITY SHARES IN OPEN OFFER ON THE RECOGNISED STOCK EXCHANGES IN INDIA, AS SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

8.1.1 General:

(a) The basis of charge of Indian income-tax under the Income-tax Act, 1961 ("**Income-tax Act**") depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income-tax Act. 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) as also income received by such persons in India. In case of shares of a company, the source of income from shares will depend on the "situs" of such shares.

As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.

(b) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income-tax Act.

(c) Further, the non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including non-applicability of General Anti-Avoidance Rule ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the Income-tax Act.

(d) The Income-tax Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.

(e) The summary of income-tax implications on tendering of listed equity shares on recognised stock exchanges in India is set out below. All references to equity shares herein refer to listed equity shares unless stated otherwise.

8.1.2 **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

(b) Non-Resident Shareholders being:

(i) Non-Resident Indians (NRIs)

(ii) Foreign Institution Investors (FIIs) / Foreign Portfolio Investors (FPIs)

(iii) Others:
- Company
- Other than company

8.1.3 **Classification of income:** Shares can be classified under the following two categories:

(a) Shares held as investment (income from transfer taxable under the head "**Capital Gains**")

(b) Shares held as stock-in-trade (Income from transfer taxable under the head "**Profits and Gains from Business or Profession**")

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

8.1.4 **Shares held as investment:** As per the provisions of the Income-tax Act, where the shares are held as investments (i.e. capital asset), income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital Gains in the hands of shareholders will be computed as per provisions of Section 48 of the Income-tax Act.

8.1.5 **Period of holding:** Depending on the period for which the shares are held, the gains will be taxable as "short-term capital gain" or "long-term capital gain":

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

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

8.1.6 **Tendering of Shares in the Offer through a Recognized Stock Exchange in India:** Where a transaction for transfer of such equity shares (i.e. acceptance under an open offer) is transacted through recognised stock exchanges and is chargeable to Securities Transaction Tax ("**STT**"), then the taxability will be as under (for all categories of shareholders):

(a) The Finance Act, 2018 has withdrawn the exemption under section 10(38) for LTCG arising from transfer of equity shares on or after 1 April 2018. Section 112A of the Income-tax Act provides for taxation of income arising from the transfer of such shares, which is explained in the following paragraphs.

(b) The gain accrued on such equity shares till 31 January 2018 has been exempted by providing that for the purpose of computing LTCG the cost of shares acquired before 1 February 2018 shall be the higher of the following:

(i) Actual cost of acquisition; or

(ii) Lower of: (A) fair market value, and (B) full value of consideration received or accruing as a result of the transfer of the shares.

Fair market value has been defined to mean the highest price of the equity share quoted on any recognized stock exchange on 31 January 2018.

(c) After taking into account the exemption provided above, LTCG arising from transfer of equity shares, exceeding Rs. 100,000, will be taxable at 10% without allowing the benefit of indexation.

(d) However, section 112A of the Income-tax Act shall not apply if such equity shares were acquired on or after 1 October 2004 and securities transaction tax ('STT under Chapter VII of the Finance (No. 2) Act, 2004') was not paid. In this regard, the Central Government has issued a notification no. 60/2018/F. No. 370142/9/2017-TPL dated 1st October, 2018, providing certain situations wherein section 112A of the Income-tax Act will continue to be applicable even if STT is not paid at the time of acquisition of equity shares.

The notification deals with the following situations:

(i) Acquisition of existing listed equity share in a company, whose equity shares are not frequently traded on recognised stock exchanges of India, was made through a preferential issue, subject to certain exceptions;

(ii) Transaction for acquisition of existing listed equity share in a company was not entered through recognised stock exchanges of India, subject to certain exceptions; and

(iii) Acquisition of equity share of a company during the period beginning from the date on which the company was delisted from recognised stock exchanges and ending on the date on which the company was again listed on recognised stock exchanges in accordance with the Securities Contracts (Regulation) Act, 1956 read with the SEBI Act and any rules made thereunder.

In terms of the said notification, STT need not have been paid on acquisition of shares (that are frequently traded) and still be eligible for claim of Section 112A benefit in the following situations:

(i) Acquisition by scheduled banks, reconstruction or securitisation companies or public financial institutions during their ordinary course of business;

(ii) Acquisitions approved by the Supreme Court, High Courts, National Company Law Tribunal, Securities and Exchange Board of India or Reserve Bank of India;

(iii) Acquisitions under employee stock option scheme or employee stock purchase scheme framed under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999;

(iv) Acquisition by any non-resident in accordance with foreign direct investment guidelines of the Government of India;

(v) Acquisition in accordance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;

(vi) Acquisition from the Government;

(vii) Acquisition by an investment fund referred to in clause (a) to Explanation 1 to section 115UB of the Income-tax Act or a venture capital fund referred to in clause (23FB) of section 10 of the income-tax Act or a Qualified Institutional Buyer; and

(viii) Acquisition by mode of transfer referred to in section 47 or section 50B or sub-section (3) of section 45 or subsection (4) of section 45 of the Income-tax Act, if the previous owner or the transferor, as the case may be, of such shares has not acquired them by any mode referred to in clause (a) or clause (b) or clause (c) other than the transactions referred to in the proviso to clause (a) or clause (b).

(e) Where provisions of section 112A are not applicable, LTCG will be chargeable to tax at 20%. However, for a resident shareholder, an option is available to pay tax on such LTCG under section 112 at either 20% with indexation or 10% without indexation.

(f) STCG arising from such transaction will be subject to tax @ 15% under Section 111A of the Income-tax Act.

(g) Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is required to be considered while computing tax on such LTCG or STCG taxable under Section 112, 112A or 111A of the Income-tax Act. In addition to the above LTCG or STCG tax, applicable Surcharge, Health and Education Cess are leviable (Please refer to Paragraph 8.1.9 for rate of surcharge and cess).

(h) Minimum alternate tax ("**MAT**") implications will get triggered in the hands of a resident corporate shareholder. Foreign companies will not be subject to MAT if the country of residence of such of the foreign country has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.

(i) Non-resident shareholders can avail beneficial provisions of the applicable DTAA entered into by India subject to fulfilling of the relevant conditions and the documentary compliance prescribed under the Income-tax Act.

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

(a) **Resident Shareholders**:

Profits of:

(A) Individuals, HUF, AOP and BOI will be taxable at applicable slab rates.

(B) Domestic companies having turnover or gross receipts not exceeding Rs. 250 crore in the financial year 2016-17 as prescribed will be taxable @ 25%.

(C) For persons other than stated in (A) and (B) above, profits will be taxable @ 30%.

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

(b) **Non Resident Shareholders**

(A) Non-resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with the relevant shareholder country but subject to fulfilling relevant conditions and maintaining & providing necessary documents prescribed under the Income-tax Act.

(B) Where DTAA provisions are not applicable:

i. For non-resident individuals, HUF, AOP and BOI, profits will be taxable at slab rates
ii. For foreign companies, profits will be taxed in India @ 40%
iii. For other non-resident Shareholders, such as foreign firms, profits will be taxed in India @ 30%.

In addition to the above, applicable Surcharge, Health and Education Cess are leviable for Resident and Non Resident Shareholders.

8.1.8 **Tax Deduction at Source:**

(a) *In case of Resident Shareholders*

In absence of any specific provision under the Income-tax Act, the Acquirer is not required to deduct tax on the consideration payable to resident Shareholders pursuant to the said offer.

(b) *In case of Non-resident Shareholders*

(i) In case of FIIs: Section 196D of the Income-tax Act provides for specific exemption from withholding tax in case of Capital Gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs.

(ii) In case of other non-resident Shareholders (other than FIIs) holding Equity Shares: Section 195(1) of the Income-tax Act provides that any person responsible for paying to a non-resident, any sum chargeable to tax is required to deduct tax at source (including applicable surcharge and cess). Subject to regulations in this regard, wherever applicable and it is required to do so, tax at source (including applicable surcharge and cess) shall be deducted at appropriate rates as per the Income-tax Act read with the provisions of the relevant DTAA, if applicable. In doing this, the Acquirer will be guided by generally followed practices and make use of data available in the records of the Registrar to the Offer except in cases where the non-resident Shareholders provide a specific mandate in this regard.

Since the Offer is through the stock exchange, given the practical difficulty, the Acquirer will not be deducting income-tax at source on the consideration payable to such non-resident, since the payment will be routed through the stock exchange, and further, given that there will be no direct payment by the Acquirer to the non-resident Shareholders. The responsibility of discharging the tax due on the gains (if any) is primarily on the non-resident Shareholder. The non-resident Shareholder must compute such gains (if any) on this transaction and immediately pay applicable taxes in India, if applicable, in consultation with their custodians/ authorized dealers/ tax advisors appropriately. The non-resident Shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

The non-resident Shareholders undertake to indemnify the Acquirer if any tax demand is raised on the Acquirer on account of gains arising to the non-resident Shareholders pursuant to this 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 Offer, copy of tax return filed in India, evidence of the tax paid etc.

8.1.9 **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 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.

(iii) In case of individuals, HUF, AOP, BOI: Surcharge @15% is leviable where the total income exceeds Rs. 1 crore and @10% where the total income exceeds Rs. 50 lakh but less than Rs. 1 crore.

(iv) 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.

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

THE TAX IMPLICATIONS ARE BASED ON PROVISIONS OF THE ACT AS AMENDED UP TO FINANCE ACT, 2019.

9 DOCUMENTS FOR INSPECTION

9.1. Copies of the following documents will be available for inspection at the registered office of the Manager to the Offer at its office at Axis Capital Limited, Axis House, 1st Floor, C-2, Wadia International Center, P. B. Marg, Worli, Mumbai 400 025, Maharashtra. The documents can be inspected during normal business hours between 10:30 a.m. to 5:00 p.m. on any Working Days i.e. Monday to Friday and not being a bank holiday in Mumbai during the Tendering Period;

9.1.1. Copies of certificate of incorporation and constitution documents of the Acquirer and PAC;

9.1.2. Certificate dated April 17, 2019 issued by Vasan & Sampath LLP, Chartered Accountants, certifying the Offer Price computation certifying that the Acquirer and the PAC have adequate financial resources to fulfill their obligations under this Offer;

9.1.3. Certificate dated April 17, 2019 issued by Vasan & Sampath LLP, Chartered Accountants, certifying the Offer Price computation;

9.1.4. Copies of the annual reports of Target Company for the financial years ending on March 31, 2016, March 31, 2017, and March 31, 2018 and the audited financial results for the financial year ending on March 31, 2019, submitted to BSE and NSE.

9.1.5. Copies of the annual reports of the Acquirer for the financial years ending on March 31, 2016, March 31,

2017, and March 31, 2018 and the audited financial results for the financial year ending on March 31, 2019.

9.1.6. Copies of the annual reports of the PAC for the financial years ending on March 31, 2016, March 31, 2017 and March 31, 2018 and the audited financial results for the financial year ending on March 31, 2019, submitted to BSE and NSE;

9.1.7. Statement dated May 28, 2019 from the Offer Escrow Bank confirming the receipt of the cash deposit in the Offer Escrow Account in terms of the Offer Escrow Agreement between the Acquirer, the Manager and the Offer Escrow Bank;

9.1.8. Copy of the SPAs dated April 17, 2019;

9.1.9. Copy of the Public Announcement submitted to the Stock Exchanges on April 17, 2019;

9.1.10. Copy of the DPS published by the Manager on behalf of the Acquirer and the PAC on April 25, 2019;

9.1.11. Copy of the Corrigendum to the DPS published by the Manager on behalf of the Acquirer and the PAC on May 3, 2019;

9.1.12. Published copy of the recommendation to be made by the committee of the independent directors of Target Company in relation to the Offer;

9.1.13. SEBI observation letter no. SEBI/HO/CFD/DCR1/OW/P/2019/014264/1 dated June 7, 2019 on the DLoF; and

9.1.14. Offer Escrow Agreement dated April 18, 2019 between the Acquirer, the Manager and the Offer Escrow Bank.

10 DECLARATION BY THE ACQUIRER AND PAC

10.1 The Acquirer, PAC and their respective directors accept full responsibility, severally and jointly for the obligations of the Acquirer and PAC as laid down in terms of the Takeover Regulations and for the information contained in this Letter of Offer with respect to the Acquirer and PAC.

10.2 Each of the Acquirer and PAC shall be jointly and severally responsible for ensuring compliance with the Takeover Regulations.

10.3 The persons signing this Letter of Offer on behalf of the Acquirer and PAC have been duly and legally authorized by the respective boards of directors to sign this Letter of Offer.

For and on behalf of the Acquirer and PAC

Conneqt Business Solutions Limited (Acquirer)

Quess Corp Limited (PAC)

Place: Mumbai

Date: June 14, 2019

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

FORM OF ACCEPTANCE-*CUM*-ACKNOWLEDGEMENT

ALLSEC TECHNOLOGIES LIMITED

(Capitalized terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)

(Please send this Form with TRS generated by broker / selling member and enclosures to the Registrar to the Offer - Link Intime India Private Limited, at their registered office address provided in the Letter of Offer)

To,
Conneqt Business Solutions Limited (Acquirer) & Quess Corp Limited ("PAC")
C/o Link Intime India Private Limited
Unit: AllSec Technologies Limited – Open Offer
C-101, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (west), Mumbai – 400 083, Maharashtra
Tel: + 91 22 49186200
Email: allsec.offer@linkintime.co.in

TENDERING PERIOD FOR THIS OFFER	
OFFER OPENS ON	FRIDAY, JUNE 21, 2019
OFFER CLOSES ON	THURSDAY, JULY 4, 2019

Dear Sir,

Sub: Open offer for acquisition of up to 39,61,965 (Thirty Nine Lakhs, Sixty One Thousand Nine Hundred and Sixty Five) fully paid up equity shares having a face value Rs. 10/- each ("Equity Share") of Allsec Technologies Limited ("Target Company") representing 26% (Twenty Six per cent) of the Voting Share Capital from the Public Shareholders of the Target Company by Conneqt Business Solutions Limited ("Acquirer") along with Quess Corp Limited ("PAC").

I / We refer to the Letter of Offer dated June 14, 2019 for acquiring the Equity Shares held by me / us in Allsec Technologies Limited.

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

Name (in BLOCK LETTERS)	**Holder**	**Name of the Public Shareholder(s)**	**Permanent Account Number (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	**Tel No. (with STD Code); Fax No. (with STD Code):**		**Mobile No.:**
Full Address of the First Holder (with pin code)			
Email address of First Holder			
Date and Place of incorporation (if applicable)			

I / We, the undersigned, have read the Public Announcement, the Detailed Public Statement and the Letter of Offer and understood its contents, terms and conditions, and unconditionally accept it.

FOR ALL PUBLIC SHAREHOLDERS

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.

I / we have obtained any and all necessary consents to tender the Offer Shares on the foregoing basis.

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

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

I / We confirm that I / We are not persons acting in concert with the Acquirer or the PAC.

I / We also note and understand that the obligation on the Acquirer and PAC to pay the purchase consideration (i.e. the Offer Price) arises only after verification of the certification, documents and signatures submitted along with this Form. I / We undertake to return to the Acquirer and PAC any purchase consideration wrongfully received by me / us.

I / We give my/our consent to the Acquirer and PAC to file any statutory documents on my/our behalf in relation to accepting the Equity Shares in this Offer. 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 and PAC to effectuate this Offer in accordance with the SEBI SAST Regulations.

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

I / We confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961 including but not limited to section 281 of the Income Tax Act, 1961.

I / We note and understand that the Equity Shares will be held by the Registrar to the Offer/ Clearing Corporation in trust for me / us till the date the Acquirer and the PAC make payment of consideration as mentioned in the Letter of Offer and other documents are dispatched to the Public Shareholders, as the case may be.

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, I / we will indemnify the Acquirer and the PAC for such income tax demand (including interest, penalty, etc.) and provide the Acquirer and the PAC with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

I / We note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirer and the PAC make payment of purchase consideration as mentioned in the Letter of Offer. I / We authorise the Acquirer and the PAC to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirer and the PAC may decide to accept in consultation with the Managers to the Offer and the Registrar to the Offer and in terms of the Letter of Offer. I / we further authorize the Acquirer and the PAC to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

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

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

☐ Individual	☐ Foreign Company	☐ FII/FPI - Corporate	☐ FII/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
☐ Others – please specify:				

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

☐ FDI Route
☐ PIS Route
☐ Any other – please specify _____

I/We confirm that the Equity Shares tendered by me/us are held on (whichever is applicable):

☐ Repatriable basis
☐ Non-repatriable basis

I/We confirm that (whichever is applicable):

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

I/We confirm that (whichever is applicable):

☐ No RBI or other regulatory approval is required by me for tendering the Equity Shares in this Offer
☐ Copies of all approvals required by me for tendering Equity Shares in this Offer are enclosed herewith

BANK DETAILS

Name of the Bank	
Branch	
Account Number	
IFSC code	
MICR code	
Savings/Current/(Others: please specify)	

Please note that For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Public Shareholders' bank account linked to its demat account. If the Public Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective Public Shareholders. The Public Shareholders are therefore requested to ensure that their bank account details are validly linked in their demat accounts.

In case of interest payments, if any, by the Acquirer and the PAC for delay in payment of Offer consideration or a part thereof, the Acquirer and the PAC will deduct taxes at source at the applicable rates as per the Income Tax Act. For details please refer to instruction nos. 13 and 14 given overleaf.

Yours faithfully,

Signed and Delivered:	Full Name	PAN	Signature
First / Sole Holder			
Joint Holder 1			
Joint Holder 2			
Joint Holder 3			

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

Place: _____

Date: _____

INSTRUCTIONS

PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE PAC, THE TARGET COMPANY OR THE MANAGERS TO THE OFFER

1. This Form should be filled in English only.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Public Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling member by indicating the details of Equity Shares they intend to tender under the Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Shareholder(s) along with all the documents received at the time of submission.
6. All Public Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.
8. In case any person has submitted Equity Shares in physical mode for dematerialisation, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Offer before close of Tendering Period.
9. Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:

Public Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-*cum*-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website (www.sebi.gov.in) or from Registrar to the Offer.

10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 7.
11. The Letter of Offer along with the Form of Acceptance-*cum*-Acknowledgment would also be available at SEBI's website, www.sebi.gov.in, and Public shareholders can also apply by downloading such forms from the said website. The Letter of Offer along with Form of Acceptance-*cum*-Acknowledgment will be dispatched/ sent through electronic mail to all the Public Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Public Shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
12. The Tender Form and TRS is not required to be submitted to the Acquirer and the PAC, Managers to the Offer or the Registrar to the Offer. Public Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-*cum*-Acknowledgment unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-*cum*-Acknowledgment.
13. Interest payment, if any: In case of interest payments by the Acquirer and the PAC for delay in payment of Offer consideration or a part thereof, the Acquirer and the PAC will deduct taxes at source at the applicable rates as per the Income Tax Act.
14. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- ☐ Self–attested copy of PAN card
- ☐ Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- ☐ Self-declaration in Form 15G / Form 15H (in duplicate), if applicable
- ☐ For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- ☐ Self–attested copy of PAN card
- ☐ Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer and the PAC before remitting the amount of interest)
- ☐ Tax Residency Certificate and a no 'permanent establishment' / business connection declaration

In an event of non-submission of certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Public Shareholder belongs, by the Acquirer and the PAC.

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