LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of **G-TEC JAINX EDUCATION LIMITED.** If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or Manager or Registrar to the Offer. In case you have recently sold your Shares in the Company, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement and Transfer Deed to the Member of the Stock Exchange through whom the said sale was effected.

OPEN OFFER ("OFFER")

Pursuant to Regulations 3(1) and 3(3) read with applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto.

TO THE SHAREHOLDERS OF

G-TEC JAINX EDUCATION LIMITED

(Hereinafter referred as "GTECJAINX" or "the Target Company" or "TC" or "the Company")

having the Registered Office at Office No. 302 B Wing, Pinnacle Corporate Park, Bandra Kurla Complex, Bandra (East), Mumbai - 400051; **Phone No.**: +91-9029341200 / +91-9029341800;

Email id: info@gtecjainxeducation.com; cs@gtecjainxeducation.com; **Website:** www.gtecjainxeducation.com

BY

M/s. G-TEC Education Private Limited having its registered office at House of G-TEC, Indus Avenue, Kallai Road, Chalapuram, Kozhikode, Kerala, 673002, India, Tel. No.: +91-495-4088333/ 9447790569; Email: cmd@gteceducation.com *(hereinafter referred to as "the Acquirer-1"/"G-TEC") and* Mr. Roychand Chenraj S/o Mr. Roy Chand, is 65 years old Resident Indian currently residing at 130, Wheeler Road, Cox Town Bangalore North, Fraser Town, Bangalore, Karnataka-560005, India, Tel. No. +91- 9844066624, Email: chairman@jgi.ac.in; *(hereinafter referred to as "the Acquirer-2") (Acquirer-1 and Acquirer-2 being collectively referred to as "Acquirers)*

TO ACQUIRE

Up to 26,49,166 Equity shares of Rs. 10/- each representing 26.00% of the Fully Paid-up Equity and voting share capital of the Target Company at a price of Rs. 29/- (Rupees Twenty-Nine only) per share.

Please Note

1. This Offer is being made pursuant to the Regulation 3(1) and Regulation 3(3) of the SEBI (SAST) Regulations, 2011 and subsequent amendments thereof for substantial acquisition of shares / voting rights.
2. This Offer is not conditional upon any minimum level of acceptance by the shareholders of the Target Company in terms of Regulation 19(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
3. As on date of this Letter of Offer, no statutory approvals are required in relation to this Offer.
4. **This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations**
5. **There has been no competing offer or revision of Offer Price as on date of this Letter of Offer.**
6. Shareholders who have tendered shares in acceptance of the Open Offer by tendering the requisite documents, in terms of the Public Announcement / Detailed Public Statement/Letter of Offer, shall not be entitled to withdraw such acceptance during the tendering period.
7. The Procedure for acceptance is set out in Para 8 of this LOF. A Form of Acceptance is enclosed with this LOF.
8. If there is any upward revision in the Offer Price by the Acquirers at any time prior to commencement of the last one working day before the commencement of the tendering period viz. **Monday, 16th November, 2026** you will be informed by way of another Announcement in the same newspapers in which the detailed Public Statement pursuant to Public Announcement was published. The Acquirers shall pay such revised price for all shares validly tendered any time during the Offer and accepted under the Offer.
9. In the event of withdrawal of the Open Offer in terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, the Acquirers (through the Manager to the Offer) shall, within 2 (Two) Working Days of such withdrawal, make a public announcement of such withdrawal, in the same Newspapers in which the Detailed Public Statement was published, stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations and such public announcement shall be sent to SEBI, Stock Exchange(s) and the Target Company at its registered office.
10. In accordance with Regulation 22(3) of SEBI (SAST) Regulations, 2011, the Acquirers shall complete the acquisitions contracted under Share Purchase agreement attracting the obligation to make an open offer not later than twenty-six weeks from the expiry of the offer period provided that in the event of any extraordinary and supervening circumstances rendering it impossible to complete such acquisition within such period, the Board may for reasons to be published, may grant an extension of time by such period as it may deem fit in the interests of investors in securities and the securities market.
11. Minimum lot size for the offer is 1 equity share.
12. A copy of the Public Announcement, detailed Public Statement and the Letter of Offer (including Form of Acceptance-cum-Acknowledgement) would also available on SEBI's Website: www.sebi.gov.in.
13. All correspondence relating to this offer, if any, should be addressed to the Manager to Offer or Registrar to the Offer at the address mentioned below:

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
Navigant **NAVIGANT CORPORATE ADVISORS LIMITED** 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 **Tel No.** +91-22-4120 4837 / 4973 5078 **Email Id**- navigant@navigantcorp.com **Investor Grievance Email**: info@navigantcorp.com **Website**: www.navigantcorp.com **SEBI Registration Number**: INM000012243 **Contact Person**: Mr. Sarthak Vijlani	MUFG Intime **MUFG INTIME INDIA PRIVATE LIMITED** ***(Formerly Link Intime India Private Limited)*** C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India **Tel No.**: +91 8108114949 **E-mail Id:** gtecjainex.offer@in.mpms.mufg.com; **Investor Grievance Email**: gtecjainex.offer@in.mpms.mufg.com **Website:**www.in.mpms.mufg.com **SEBI Registration No:** INR000004058 **Contact Person:** Ms. Pradnya Karanjekar
OFFER OPENS ON: WEDNESDAY, 18TH NOVEMBER, 2026	**OFFER CLOSES ON: WEDNESDAY, 02ND DECEMBER, 2026**

SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

Activity	Original Date	Original Day	Revised Date	Revised Day
Public Announcement	28.09.2026	Monday	28.09.2026	Monday
Publication of Detailed Public Statement in newspapers	30.09.2026	Wednesday	30.09.2026	Wednesday
Submission of Detailed Public Statement to NSE, Target Company & SEBI	30.09.2026	Wednesday	30.09.2026	Wednesday
Last date of filing draft letter of offer with SEBI	08.10.2026	Thursday	08.10.2026	Thursday
Last date for a Competing offer	23.10.2026	Friday	23.10.2026	Friday
Receipt of comments from SEBI on Draft Letter of Offer	30.10.2026	Friday	30.10.2026	Friday
Identified date*	03.11.2026	Tuesday	03.11.2026	Tuesday
Date by which Letter of Offer be dispatched to the Shareholders	11.11.2026	Wednesday	11.11.2026	Wednesday
Last date for revising the Offer Price	16.11.2026	Monday	16.11.2026	Monday
Comments from Committee of Independent Directors of Target Company	16.11.2026	Monday	16.11.2026	Monday
Advertisement of Schedule of activities for open offer, status of statutory and other approvals in newspapers and sending to SEBI, Stock Exchange and Target Company	17.11.2026	Tuesday	17.11.2026	Tuesday
Date of Opening of the Offer	18.11.2026	Wednesday	18.11.2026	Wednesday
Date of Closure of the Offer	02.12.2026	Wednesday	02.12.2026	Wednesday
Post Offer Advertisement	09.12.2026	Wednesday	09.12.2026	Wednesday
Payment of consideration for the acquired shares	16.12.2026	Wednesday	16.12.2026	Wednesday
Final report from Merchant Banker	23.12.2026	Wednesday	23.12.2026	Wednesday

*Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All owners (registered or unregistered) of equity shares of the Target Company (except the Acquirers, Seller and Promoter/Promoter Group) are eligible to participate in the Offer any time before the closure of the Offer.

RISK FACTORS

A. RELATING TO THE OFFER

The risk factors set forth below pertain to the Offer and are not in relation to the present or future business operations of the Target Company or other related matters, and are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a shareholder in the Offer.

1) The Offer involves an offer to acquire up to 26.00% of the Equity and Voting Share Capital of GTECJAINX from the Eligible Persons for the Offer. In the case of over subscription in the Offer, acceptance would be determined on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.

2) As on date of this Letter of Offer, no, statutory and other approval are required in connection with this offer, however this offer will be subject to all statutory approvals that may become applicable at a later date. In the event that (a) a statutory and regulatory approval is not received in a timely manner, or (b) there is any litigation leading to a "stay" of the Offer, and then the Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the shareholders of GTECJAINX whose Shares has been accepted in the Offer as well as the return of Shares not accepted by the Acquirers may be delayed.

3) In case of the delay, due to non-receipt of statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied that the non-receipt of approvals was not due to wilful default or negligence or failure to diligently pursue such approvals on the part of the Acquirers, grant an extension for the purpose of completion of the Offer subject to the Acquirers paying interest to the shareholders for the delay, as may be specified by SEBI. Without prejudice of Regulation 18(11) of the SEBI (SAST) Regulations, 2011, Acquirers shall pay interest for the period of delay to all such shareholders whose shares have been accepted in the open offer, at the rate of ten per cent per annum, however in case the delay was not attributable to any act of omission or commission of the Acquirers, or due to the reasons or circumstances beyond the control of Acquirers, SEBI may grant waiver from the payment of interest.

4) Withdrawal of the Open Offer:
4.1 The Acquirers will not proceed with the Open Offer in terms of Regulation 23(1) of SEBI (SAST) Regulations under any of the following circumstances:
4.1.1 statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the Detailed Public Statement and the Letter of Offer;
4.1.2 the acquirer, being a natural person, has died;
4.1.3 any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirers, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and the Letter of Offer, however there are no such conditions in SPA, which can trigger the withdrawal of offer; or
4.1.4 such circumstances as in the opinion of the Board, merit withdrawal.
4.2 For the purposes of clause 4.1.4 above, the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.
4.3 Further, in terms of Regulation 23(2) of SEBI (SAST) Regulations, in the event of withdrawal of the open offer, within two working days:
4.3.1 an announcement will be published in the same newspapers in which the public announcement of the open offer was published, providing the grounds and reasons for withdrawal of the open offer; and
4.3.2 simultaneously with the announcement, acquirers will inform in writing to:
4.3.2.1 the Board;
4.3.2.2 the stock exchange on which the shares of the target company are listed, and the stock exchange shall forthwith disseminate such information to the public; and
4.3.2.3 the target company at its registered office.

5) The Equity Shares tendered in the Offer shall be held in trust by the Clearing Corporation and/or the Registrar to the Offer until the completion of the Offer formalities. During this period, the Public Shareholders who have tendered their Equity Shares will not be able to trade or withdraw such Equity Shares, even if there is any delay in the acceptance of the Equity Shares under the Offer and/or dispatch of payment consideration. Further, during such period, there may be fluctuations in the market price of the Equity Shares of the Target Company that may adversely impact the Public Shareholders who have tendered their Equity Shares in this Offer. The Public Shareholders shall be solely responsible for their decisions regarding participation in this Offer. The Acquirers and the Manager to the Offer make no assurance with respect to the market price of the Equity Shares of the Target Company at any time, whether before, during, or after the completion of this Offer, and each of them expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether or not to participate in this Offer.

6) NRI and OCB holders of the Equity Shares must obtain all approval/s required to tender the Equity Shares held by them in this Offer (including without limitation the approval from the RBI) and submit such approval/s along with the Form of Acceptance and other documents required to accept this Offer. In the event such approval/s are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs, FIIs and FPIs) were required to obtain any approval/s (including from the RBI, the FIPB or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approval/s that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such previous approval/s and/or relevant documents are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether the Equity Shares are held on repatriable basis or on non-repatriable basis.

7) This Offer is subject to completion risks which refer to risks of the transaction not being completed due to non-receipt of approvals from SEBI or injunctions from any authority etc. as would be applicable to similar transactions.

8) There shall be no discrimination between locked-in and non-locked-in shares in the Offer. Public shareholders holding locked-in shares, if any, will be allowed to tender such shares in the open offer. The residual lock-in period applicable to these shares shall continue to apply in the hands of the Acquirers.

9) Public Shareholders should note that acceptance of Equity Shares tendered in the Offer will be subject to verification of documents, compliance with applicable laws and satisfaction of the terms and conditions of the Offer.

10) None of the equity shares held by promoters of the Target Company are under pledge.

11) Public Shareholders should note that if they have pledged their Equity Shares in any manner, they will not be able to tender such pledged Equity Shares in this Offer.

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

13) This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. The recipients of this Letter of Offer ("**LOF**") resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. The Offer is not directed towards any person or entity in any jurisdiction or country where the Offer would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements.

B. IN ASSOCIATION WITH THE ACQUIRERS

14) The Acquirers intends to acquire 26,49,166 fully paid-up equity shares of Rs.10/- each, representing 26.00% of the fully paid-up equity and voting share capital at a price of Rs. 29/- (Rupees Twenty-Nine Only) per equity share. GTECJAINX does not have any partly paid-up equity shares as on the date of the PA, DPS and this LOF.

15) The Acquirers makes no assurance with respect to the market price of the shares during the Offer period and upon the completion of the Offer and disclaims any responsibility with respect to any decision by the shareholders on whether or not to participate in the Offer. The Acquirers makes no assurance with respect to the financial performance of the Target Company.

16) The Acquirers and the Manager to the Offer accepts no responsibility for the statements made otherwise than in the Public Announcement, Detailed Public Statement or this Letter of Offer or in the advertisement or any materials issued by or at the instance of the Acquirers and the Manager to the Offer, and any person placing reliance on any other source of information would be doing so at its own risk.

NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES

This LOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions. This LOF has not been filed, registered or approved in any jurisdiction outside India. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers or the Manager to the Offer to any new or additional registration requirements. The Open Offer described in this LOF is not being made to, nor will tender of shares be accepted from or on behalf of public shareholders in any jurisdiction in which such offer or invitation is not in compliance with applicable law or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this LOF are requested to inform themselves about and to observe any such restrictions.

NOTICE TO SHAREHOLDERS IN UNITED STATES

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

TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1.	Definitions	6-7
2.	Disclaimer Clause	7
3.	Details of the Offer	8-11
4.	Background of the Acquirers	12-16
5.	Background of the Target Company	16-21
6.	Offer Price and Financial Arrangements	21-23
7.	Terms and Conditions of the Offer	23-25
8.	Procedure for acceptance and settlement of the offer	25-31
9.	Documents for Inspection	31-32
10.	Declaration by the Acquirers	32

1. DEFINITIONS

TERM	DESCRIPTION
ACCA	Association of Chartered Certified Accountants
Acceptance Date	The date on which bids /Equity Shares tendered in the Offer shall be accepted post verification
Acquirer-1	M/s. G-TEC Education Private Limited
Acquirer-2	Mr. Roychand Chenraj
Acquirers / The Acquirers	Collectively M/s. G-TEC Education Private Limited and Mr. Roychand Chenraj
AOA	Articles of Association
BCS	British Computer Society
Board	The Board of Directors of Target Company
Buying Broker / Member	Allwin Securities Limited
CIN	Corporate Identification Number
Completion Risks	Completion Risks refer to risks of the transaction not being completed due to non-receipt of approvals from SEBI or injunctions from any authority etc.
Detailed Public Statement or DPS	Public Statement of the Open Offer made by the Acquirers, which appeared in the newspapers on 30th September, 2026
DLoO / DLOF or Draft Letter of Offer	The Draft Letter of offer dated 08th October, 2026 filed with SEBI pursuant to Regulation 16(1) of SEBI (SAST) Regulations.
Existing Share & Voting Capital / Fully paid Equity Existing Share & Voting Capital	Paid up share capital of the Target Company i.e. Rs. 10,18,90,980 divided into 1,01,89,098 Equity Shares of Rs. 10/- Each
Existing Promoter of GTECJAINX	Persons shown as Promoter and Promoter group in shareholding pattern as on 30th June, 2026 filed by GTECJAINX with NSE being Mr. Sudhakar Pandurang Sonawane, M/s. G-TEC Education Private Limited and Mr. Roychand Chenraj
EPS	Earnings Per Share which is Profit After Tax / No. of Equity Shares.
Form of Acceptance or FOA	Form of Acceptance cum Acknowledgement
GTECJAINX/Target Company/ TC/ Company	G-Tec Jainx Education Limited
IAAP	International Association of Accounting Professionals
IAB	Internet Architecture Board
IBM	International Business Machines
ICT	Information and Communications Technology
Identified Date	Tuesday, 03rd November, 2026
IIBI	Industrial Investment Bank of India
ITeS	Information Technology Enabled Services
KELTRON	Kerala State Electronics Development Corporation Limited
Listing Agreement	Listing agreement as entered by the Target Company with the NSE
LoO / LOF or Letter of Offer	This Letter of offer dated 04th November, 2026
Manager to the Offer or Merchant Banker	Navigant Corporate Advisors Limited
Negotiated Price	Rs. 25/- (Rupees Twenty-Five Only) per fully paid-up Equity Share of face value of Rs. 10/- each.
NIELIT	National Institute of Electronics and Information Technology
NSDC	National Skill Development Corporation
NSE / NSEIL	National Stock Exchange of India Limited
Offer/Open Offer/ The Offer	Cash Offer to acquire up to 26,49,166 Equity Shares of Rs. 10/- each representing 26.00% of the fully paid-up equity and voting share capital of the Target Company, to be acquired by the Acquirers, at a price of Rs. 29/- per Equity share.
Offer Price	Rs. 29/- (Rupees Twenty-Nine) per fully paid-up Share of Rs. 10/- each.
PA	Public Announcement
PAC/PACs	Person(s) Acting in Concert - There are no Persons Acting in Concert ("PACs") for the present Open Offer.
Persons eligible to participate in the Offer/ Shareholders	Registered shareholders of G-Tec Jainx Education Limited, and unregistered shareholders who own the Shares of G-Tec Jainx Education Limited on or before the last date of tendering period is eligible to participate in the offer except the Acquirers, Seller and Promoter & Promoter Group
RBI	Reserve Bank of India

TERM	DESCRIPTION
Registrar / Registrar to the Offer	MUFG Intime India Private Limited *(Formerly Link Intime India Private Limited)*
Sale Shares	12,22,692 equity shares constituting 12.00% of the fully paid up and voting equity share capital of the Target Company which are to be acquired by Acquirers from Seller at a consideration of Rs. 25/- per Equity Share.
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI (SAST) Regulations / the Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended up to date.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI (LODR) Regulations, 2015	Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, and subsequent amendments thereto
SEBI (SAST) Regulations, 2011/ SEBI (SAST) Regulations/SEBI Takeover Code/Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereto
Seller/ Selling Shareholder	Mr. Sudhakar Pandurang Sonawane
Stock Exchange (s)	NSE i.e. National Stock Exchange of India Limited
Shares	Equity shares of Rs. 10/- (Rupees Ten only) each of the Target Company
SPA / Share Purchase Agreement	Agreement dated 28th September, 2026 to purchase 12,22,692 equity shares constituting 12.00% of the fully paid up and voting equity share capital of the Target Company by Acquirers from Seller at a consideration of Rs. 25/- per Equity Share.
Tendering Period ("TP")	Period commencing from 18th November, 2026 to 02nd December, 2026
Underlying Transactions	Underlying Transactions shall mean the transactions pursuant to which the Acquirers has agreed to acquire shares/voting rights in the Target Company, i.e., the execution of the Share Purchase Agreement ("SPA") dated 28th September, 2026 entered into between the Acquirers and the selling shareholder/seller.
Working Day(s)	Any working day of the Securities and Exchange Board of India

CURRENCY OF PRESENTATION

In this Letter of Offer, all references to "Rs." are to the reference of Indian National Rupees ("INR"). Throughout this Letter of Offer, all figures have been expressed in "Lacs" unless otherwise specifically stated. In this Letter of Offer, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

2. DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DRAFT LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE THE SHAREHOLDERS OF GTECJAINX TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRERS, OR THE COMPANY WHOSE SHARES IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT LETTER OF OFFER / LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRERS 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 ACQUIRERS DULY DISCHARGES THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MERCHANT BANKER TO THE OFFER, NAVIGANT CORPORATE ADVISORS LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 08TH OCTOBER, 2026 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011. THE FILING OF THE DRAFT LETTER OF OFFER / LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRERS FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER."

3. DETAILS OF THE OFFER

3.1.1 This Offer, being a mandatory open offer is being made by the Acquirers to the public Shareholders of the Target Company with an intention to acquire substantial holding and voting rights of Target Company in accordance with Regulation 3(1) and 3(3) of the Takeover Regulations pursuant to execution of SPA. After the completion of this open offer and pursuant to acquisition of shares under Share Purchase Agreement, the Acquirers will be holding substantial stake in Target Company.

3.1.2 This Offer is being made pursuant to the execution of the share purchase agreement by the Acquirers on dated September 28, 2026 to purchase 12,22,692 Equity Shares constituting 12.00% of the fully paid up and voting equity share capital of the Target Company from Seller at a consideration of Rs. 25.00/- per Equity Share. **("SPA")**

3.1.3 Details of Parties to the SPA are as follows:

Name and Address of Acquirers entering in to SPA	**Name and Address of Seller**	**Part of the Promoter / Promoter Group (Yes / No)**	**Details of shares / voting rights held by the Selling Shareholder prior to SPA**		**Details of shares / voting rights held by the Selling Shareholder post to SPA**	
			Pre-Transaction		**Post Transaction**	
			Number	**%**	**Number**	**%**
M/s. G-TEC Education Private Limited (Acquirer-1) **Address:** House of G-TEC, Indus Avenue, Kallai Road, Chalapuram, Kozhikode, Kerala, 673002, India	**Mr. Sudhakar Pandurang Sonawane (Seller)** **Address:** Flat 1203, F Wing, Rustomjee Seasons, MIG Colony, Near MIG Club, Bandra East, Mumbai – 400051	Yes-Promoter	20,49,650	20.12%	8,26,958	8.12%
Mr. Roychand Chenraj (Acquirer-2) **Address:** 130, Wheeler Road, Cox Town Bangalore North, Fraser Town, Bangalore, Karnataka-560005						
			20,49,650	**20.12%**	**8,26,958**	**8.12%**

3.1.4 The salient features of SPA are as follows:

3.1.4.1. The Seller has agreed to sell 12,22,692 fully paid Equity Shares of Rs. 10/- each at a price of Rs.25/- (Rupees Twenty-Five only) per fully paid-up Equity Share of the Target Company to Acquirers.

3.1.4.2. Acquirer-1 and Acquirer-2 has agreed to acquire 6,11,346 sale shares each from Seller.

3.1.4.3. Apart from the total consideration of Rs. 3,05,67,300/- for the Sale Shares, no separate fees, payment, premium such as non-competing fee etc. shall be paid by Acquirers to the Seller for acquisition of the Sale Shares.

3.1.4.4. Acquirers and the Seller recognize that the sale of Sale Shares is the subject matter of the Takeover Regulations and accordingly the Seller shall transfer the Sale Shares only after due compliance with the Takeover Regulations by Acquirers or comply escrow mechanism in terms of Regulation 22 of the SEBI SAST Regulations.

3.1.4.5. Acquirers and the Seller agree that in the event of non-compliance of any of the provisions of the Takeover Regulations pursuant to the execution of the Agreement, this Agreement shall not be acted upon by any of them.

3.1.4.6. The Sale Shares held by the Seller are in dematerialized form and are free from any lien, claim, pledge, charge, mortgage and encumbrance as on the date of the Agreement.

3.1.4.7. Seller is presently classified as a member of the Promoter/Promoter Group of the Target Company. Pursuant to the acquisition contemplated under the SPA, the Seller proposes to seek reclassification from the Promoter/Promoter Group category to the public category, subject to fulfilment of the applicable conditions and requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (SAST) Regulations, 2011 and other applicable laws, rules and regulations.

3.1.5 Acquirers have deposited an amount of Rs. 200.00 Lacs in cash in an escrow account with ICICI Bank Limited on September 28, 2026, which is in excess of 25.00% of the Offer Consideration. The Acquirers shall complete the acquisition under the Share Purchase Agreement in accordance with Regulation 22(1) of the SEBI (SAST) Regulations.

3.1.6 The Offer is not a competing offer under Regulation 20 of SEBI (SAST) Regulations.

3.1.7 The Acquirers do not have any 'person acting in concert' with it, as defined in Regulation 2(1)(q)(1) of the SEBI SAST Regulations, for the purpose of this Offer.

3.1.8 The Current and proposed shareholding of the Acquirers in Target Company and the details of their acquisition is as follows:

Sr. No.	Particulars	Acquirer -1		Acquirer-2	
		No. of Shares	%	No. of Shares	%
(i)	Shareholding as on PA date i.e. 28th September, 2026	20,38,070	20.00%	21,53,724	21.14%
(ii)	Shares agreed to be acquired under SPA	6,11,346	6.00%	6,11,346	6.00%
(iii)	Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil
(iv)	Shares to be acquired in the Open Offer (assuming full acceptances)	Nil	Nil	26,49,166	26.00%
(v)	Post Offer shareholding [assuming full acceptance] (As on 10th working day after closing of tendering period)	26,49,416	26.00%	54,14,236	53.14%

3.1.9 The Acquirers have not been prohibited by SEBI, from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or any other regulations made under the SEBI Act.

3.1.10 The Acquirers may seek representation on the Board of Directors of the Target Company in accordance with applicable law and Regulation 24 of the SEBI (SAST) Regulations. However, since the Acquirers have deposited only Rs. 200.00 Lacs which is in excess of 25.00% of Offer Consideration. The Acquirers may seek representation on the Board of Directors of the Target Company only after completion of the Open Offer and in accordance with Regulation 24 of the SEBI (SAST) Regulations.

3.1.11 The Acquirers intends to continue supporting the growth of the Target Company and may explore opportunities for expansion or diversification of its business activities, subject to applicable laws and necessary approvals. The prime objective of the acquisition is to acquire substantial Equity Shareholding and voting rights in the Target Company.

3.1.12 The Manager to the Open Offer i.e. Navigant Corporate Advisors Limited does not hold any Shares in the Target Company as on the date of appointment as Manager to the Open Offer. They declare and undertake that they shall not deal on their own account in the Shares of the Target Company during the Offer Period as per Regulation 27(6) of the SEBI (SAST) Regulations.

3.1.13 There are no directions subsisting or proceedings pending against the Manager to the Open Offer under SEBI Act, 1992 and regulations made there under, also by any other Regulator.

3.1.14 No complaint has been received by the merchant banker in relation to the proposed open offer or the offer price.

3.1.15 There are no penalties levied by SEBI / RBI / other regulator against the Manager to the offer and RTA.

3.1.16 There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Manager to the Open Offer and RTA under SEBI Act, 1992 and Regulations made there under or by any other Regulator.

3.1.17 Simultaneously, by virtue of triggering of Regulation 3(1) and 3(3) of the Regulations due to substantial acquisition; the PA was submitted with NSE on September 28, 2026 in compliance with Regulation 13(1) of the Regulations by the Acquirers. The PA was also submitted with SEBI and the Target Company in compliance with the Regulation 14(2) of the Regulations.

3.1.18 In accordance with Regulation 26(6) and 26(7) of the SEBI SAST Regulations, the committee of independent directors of the Target Company are required to provide its written reasoned recommendations on the Offer to the Shareholders and such recommendations are required to be published in the specified form at least 2 (two) Working Days before the commencement of the Tendering Period.

3.1.19 Upon completion of the Offer, assuming full acceptance in the offer, pursuant to the SPA, Acquirers will hold 80,63,652 Equity Shares of Rs. 10/- (Rupees Ten only) equity shares constituting 79.14% of the Voting Share Capital of the Target Company. In terms of Regulation 38 of the SEBI (LODR) Regulations read with Rule 19A of SCRR, the Target Company is required to maintain at least 25% public shareholding on a continuous basis for listing. Pursuant to the completion of this Offer, assuming full acceptance, in the event the Public Shareholding in the Target Company falls below the minimum public shareholding requirement as per SCRR and SEBI (LODR) Regulations, the Acquirers undertake to bring down the non-public shareholding in the Target Company to the level specified within the time prescribed in the SCRR, SEBI (SAST) Regulations and as per applicable SEBI guidelines. Acquirers are intended to retain the listing of Target Company.

3.1.20 Any failure to comply with the Minimum Public Shareholding ("MPS") requirements may result in non-compliance with the Securities Contracts (Regulation) Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.1.21 In case the shareholding of the Acquirers exceeds maximum permissible non-public shareholding pursuant to the Offer, Acquirers will not be eligible to make a voluntary delisting offer under SEBI (Delisting of Equity Shares) Regulations, 2021 unless a period of 12 (twelve) months has elapsed from the date of the completion of the Offer Period.

3.2 Details of the Proposed Offer

3.2.1 The Public Announcement in connection with the Offer was made by the Managers to the Offer on behalf of the Acquirers to the NSE on September 28, 2026 and submitted to SEBI on September 28, 2026 and sent to the Target Company on September 28, 2026.

3.2.2 The DPS in connection with the Offer was published on behalf of the Acquirers on September 30, 2026 in the following newspapers: (a) Financial Express - English Daily (all editions); (b) Jansatta - Hindi Daily (all editions); (c) Pratahkal - Marathi Daily (Mumbai edition). The DPS was also submitted to SEBI and the Stock Exchange and sent to the Target Company on September 30, 2026. The DPS is available on the SEBI website (www.sebi.gov.in).

3.2.3 The Acquirers are making this Open Offer under Regulation 3(1) and 3(3) of SEBI (SAST) Regulations, to acquire up to 26,49,166 Shares of Rs. 10/- each representing up to 26.00% of the fully paid-up equity and voting share capital of the Target Company from the Public Shareholders of Target Company on the terms and subject to the conditions set out in this Letter of Offer, at a price of Rs. 29/- per equity share. These Shares are to be acquired by the Acquirers, free from all liens, charges and encumbrances and together with all voting rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.

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

3.2.5 The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI SAST Regulations.

3.2.6 The Offer is not subject to any minimum level of acceptances from the Shareholders i.e. it is not a conditional offer.

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

3.2.8 The Acquirers have not acquired any Equity Shares from the date of the Public Announcement to the date of this Letter of Offer. The Acquirers shall disclose during the Offer Period any acquisitions made by the Acquirers of any Equity Shares of the Target Company in the prescribed form, to each of the Stock Exchange and to the Target Company at its registered office within 24 (twenty-four) hours of such acquisition, in accordance with Regulation 18(6) of the SEBI SAST Regulations.

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

3.2.10 The Offer is subject to the terms and conditions set out herein and the PA and the DPS made by the Acquirers from time to time in this regard.

3.3 Object of the Offer:

3.3.1 The acquisition of Shares under the SPA and the Open Offer is being undertaken with the objective of acquiring substantial Equity Shareholding and voting rights in the Target Company in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Upon completion of the acquisition under the SPA and the Open Offer (subject to the level of acceptance in the Open Offer), the Acquirers shall hold substantial Equity Shareholding and voting rights in the Target Company.

3.3.2 The primary objective of the acquisition is to acquire substantial Equity Shareholding and voting rights in the Target Company. Acquirers do not presently have any plans to materially alter the existing business operations of the Target Company.

3.3.3 The Acquirers may at its discretion seek to effect changes to the Board of Directors of the Target Company, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the LODR Regulations and Regulation 24 of the SEBI SAST Regulations). However, since the Acquirers have deposited only Rs. 200.00 Lacs which is in excess of 25.00% of Offer Consideration. The Acquirers may seek representation on the Board of Directors of the Target Company only after completion of the Open Offer and in accordance with Regulation 24 of the SEBI (SAST) Regulations.

3.3.4 The Acquirers do not have any plans to dispose off or otherwise encumber any significant assets of GTECJAINX in the succeeding two years from the date of closure of the Open Offer, except in the ordinary course of business of the Target Company and except to the extent required for the purpose of restructuring and/or rationalization of the business, assets, investments, liabilities or otherwise of the Target Company. In the event any substantial asset of the Target Company is to be sold, disposed off or otherwise encumbered other than in the ordinary course of business, the Acquirers undertake that it shall do so only upon the receipt of the prior approval of the shareholders of the Target Company through special resolution in terms of regulation 25(2) of SEBI (SAST) Regulations and subject to the provisions of applicable law as may be required.

4. BACKGROUND OF THE ACQUIRERS:

The details of the Acquirer-1 are as follows:

4.1 Acquirer-1: M/s. G-TEC Education Private Limited:

4.1.1. G-TEC Education Private Limited (PAN: AAECG8566E) ("Acquirer-1"/ "G-TEC") is a private limited company incorporated under the provisions of Companies Act, 1956 (CIN: U80903KL2012PTC030609) on 24th February, 2012. The Registered office of G-TEC is situated at House of G-TEC, Indus Avenue, Kallai Road, Chalapuram, Kozhikode, Kerala, 673002, Tel No: +91-495-4088333, Email: cmd@gteceducation.com.

4.1.2. Acquirer-1 is an ISO 9001:2015 certified educational network is engaged in imparting quality training in various segments including ICT, Academic programs, ITeS, Corporate trainings, Skilling and vocational trainings including Government projects through its training centres. G-TEC serves as the training and certification partner for all major giants including Microsoft (USA), SAP (Germany), ACCA, IAAP (UK), IBM, Adobe, EC Council, IAB (UK), BCS (UK), IIBI, Edexcel, Interlinguae (Italy) apart from Government bodies such as NSDC, NIELIT, Keltron etc.

4.1.3. Acquirer-1 is promoted by Mr. Mehroof Ifthikar Manalody, Mrs. Vaheeda Kizhakke Peerathil and Mr. Mishal Aboobackar Manalody.

4.1.4. The present authorised share capital of Acquirer-1 is Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh only), comprising 15,000 (Fifteen Thousand) equity shares of Rs. 1,000/- (Rupees One Thousand only) each. The equity shares of Acquirer-1 are not listed on any stock exchange.

4.1.5. The paid-up equity share capital of Acquirer-1 is Rs. 1,50,00,000 (Rupees One Crore Fifty Lacs Only) representing 15,000 (Fifteen Thousand) equity shares of Rs. 1,000/- (Rupees One Thousand Only) each fully paid up as under:

Name of Shareholders	Category	No. of shares held	% of Shareholding
Mr. Mehroof Ifthikar Manalody	Promoter	7,500	50.00%
Ms. Vaheeda Kizhakke Peerathil	Promoter	3,750	25.00%
Mr. Mishal Aboobackar Manalody	Promoter	3,750	25.00%
Total		**15,000**	**100.00%**

4.1.6. Acquirer -1 does not belong to any group.

4.1.7. The details of present board of directors of Acquirer-1 are tabled as below:

Name of Director	Designation	DIN	Date of appointment	Qualification and Experience
Mehroof Ifthikar Manalody	Managing Director	02713624	24/02/2012	Mr. Mehroof Ifthikar Manalody is a graduate in B.A. Economics from Madras University. He is the founder of G-TEC Education Private Limited and has over 25 years of experience in successfully managing and operating G-TEC and in the IT skilling and education sector.
Vaheeda Kizhakke Peerathil	Director	03164880	24/02/2012	Mrs. Vaheeda Kizhakke Peerathil has completed her Bachelor of Commerce. She is a seasoned executive and corporate leader with over 25 years of experience in information technology training and education management.
Mishal Aboobackar Manalody	Director	11304426	19/09/2025	Mr. Mishal Aboobackar Manalody holds a Master of Science degree from Boston University and has over 6 years of experience as a Business Analyst.

4.1.8. None of the directors of G-TEC are directors on the Board of Directors of the Target Company and none of them hold any shares or other ownership interest in the Target Company. Similarly, none of the directors of Acquirer-1 are directors on the Board of Directors of the Target Company or hold any shares or other ownership interest in the Target Company, except Mr. Mehroof Ifthikar Manalody, a Director of Acquirer-1, who is also the Managing Director of the Target Company.

4.1.9. Acquirer-1 is presently a Promoter of the Target Company and has an existing relationship/interest in the Target Company by virtue of its existing shareholding and position as a Promoter. Mr. Mehroof Ifthikar Manalody, who is a Managing Director of Acquirer-1, is also the Managing Director of the Target Company. Except for its existing shareholding and interest in the Target Company and the additional Equity Shares proposed to be acquired pursuant to the Share Purchase Agreement, Acquirer-1 does not have any other interest in the Target Company.

4.1.10. The Key financial information of G-TEC based on the financial statements for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024 are as under:

(Rs. in Lacs)

Profit & Loss Statement	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Revenue from Operations	2,672.78	2,507.31	1,935.54
Other Income	9.94	4.73	7.34
Total Income	**2,682.73**	**2,512.04**	**1,942.88**
Total Expenditure (Excluding Depreciation and Interest)	2,127.36	2,003.05	1,589.60
Profit (Loss) before Depreciation, Interest &Tax	**555.36**	**508.99**	**353.28**
Depreciation	75.69	55.33	58.04
Interest	14.47	17.76	24.03
Profit / (Loss) before Tax and Exceptional Items	**465.21**	**435.91**	**271.21**
Exceptional Items	-	-	-
Profit / (Loss) before Tax	**465.21**	**435.91**	**271.21**
Tax Expenses	123.27	116.31	77.11
Profit /(Loss) after Tax	**341.94**	**319.60**	**194.10**

(Rs. in Lacs)

Balance Sheet Statement	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Sources of Funds			
Paid up Share Capital	150.00	150.00	150.00
Reserves & Surplus (Excluding Revaluation Reserve)	1,336.21	994.28	674.68
Share Application Money Pending Allotment	-	-	-
Non -Current Liabilities			
Long Term Borrowings	245.13	114.20	205.56
Other Non -Current Liabilities	-	-	-
Long Term Provisions	-	-	-
Current Liabilities			
Short Term Borrowings	-	-	-
Trade Payable	281.40	73.96	68.96
Other Current Liabilities	61.66	41.42	0.28
Short Term Provisions	275.32	160.28	211.18
TOTAL LIABILITIES	**2,349.73**	**1,534.15**	**1,310.65**
Uses of Funds			
Non -Current Assets	741.61	542.88	568.91
Current Assets	1,608.12	991.28	741.74
TOTAL ASSETS	**2,349.73**	**1,534.15**	**1,310.65**

Other Financial Data	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Net Worth (Rs. in Lacs)	1,486.21	1,144.28	824.68
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	2,279.60	2,130.68	1,293.98
Face Value Per Share (Rs.)	1,000	1,000	1,000
Return on Net worth (%)	23.01%	27.93%	23.54%

4.1.11. There are no major contingent liabilities on Acquirer-1.

4.1.12. Raziq Ahmed, F.C.A. (Membership No. 220045), Partner of M/s. P. A. Hameed & Associates LLP, Chartered Accountants (Firm Registration No. 005527S), having their office at #6/1201, Cherooty Road North End, Opp. Gandhi Park, Calicut – 673032; Tel. No.: +91-495-2366777; Email: contact@pahameed.com, vide certificate dated September 28, 2026, has certified that the net worth of Acquirer-1 is Rs. 1,486.21 lakhs as on March 31, 2026 (UDIN: 26220045NHCTDF2676).

4.1.13. Acquirer-1 holds 20,38,070 Equity Shares of the Target Company as on the date of the PA and DPS. Acquirer-1 has agreed to acquire 6,11,346 Equity Shares pursuant to the Share Purchase Agreement ("SPA").

4.1.14. As on the date of this LOF, Acquirer-1 is a Promoter of the Target Company and holds shares in the Target Company. Further, Mr. Mehroof Ifthikar Manalody, a Managing Director of Acquirer-1, is also the Managing Director of the Target Company. Save and except for its existing shareholding and the aforesaid relationship, as well as the additional Equity Shares proposed to be acquired pursuant to the proposed SPA, Acquirer-1 does not have any other interest in the Target Company.

4.1.15. Acquirer-1, its directors and promoters have not been categorized as a willful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on willful defaulter issued by RBI and are in compliance with Regulation 6A of the SEBI (SAST) Regulations.

4.1.16. Acquirer-1, its directors and promoters have not been categorized/declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018), and are in compliance with Regulation 6B of the SEBI (SAST) Regulations.

4.1.17. Acquirer-1 hereby confirms and declares that neither Acquirer-1 nor any of its promoter or directors or key managerial personnel are declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

4.2 Acquirer -2: Mr. Roychand Chenraj

4.2.1. Mr. Roychand Chenraj S/o Mr. Roy Chand, is a 65 years old Indian Resident currently residing at 130, Wheeler Road, Cox Town Bangalore North, Fraser Town, Bangalore, Karnataka-560005; Tel. No. +91-9844066624; Email: chairman@jgi.ac.in; He has been conferred with honorable doctorate of literature from Mangalore University. He has not changed / altered his name at any point of time.

4.2.2. Acquirer-2 carries a valid passport of Republic of India and also holds a Permanent Account Number (PAN) ABBPC3662J.

4.2.3. Acquirer-2 is having experience of over 43 years in the field of educationist, entrepreneur, angel investor and philanthropist.

4.2.4. Acquirer-2 does not belong to any group.

4.2.5. CA Mayank Patesaria (Membership No. 068372), Proprietor of Mayank Patesaria and Associates, Chartered Accountant, having his office located at No. 854, M 19, 1st Main Road, 3rd Cross, Patel, Puttanna, Industrial Estate, Deepanjali Nagar, Bangalore 560026, Tel: +91 9663397651; Email: mpandassociate@gmail.com vide certificate dated September 24, 2026 has certified that Net Worth of Acquirer-2 is Rs. 2,168.63 Lacs as on 31st March, 2026 **(UDIN: 26068372JPQZPG5304).**

4.2.6. Acquirer-2 holds 21,53,724 Equity Shares of the Target Company as on the date of the PA and DPS. Acquirer-2 has agreed to acquire 6,11,346 Equity Shares pursuant to the Share Purchase Agreement ("SPA").

4.2.7. As on the date of this LOF, Acquirer-2 is a Promoter of the Target Company and holds shares in the Target Company. Acquirer-2 is also the Chairman Non-executive Director of the Target Company. Save and except for its existing shareholding, status as a Promoter and position as Chairman Non-executive Director of the Target Company, and the additional Equity Shares proposed to be acquired pursuant to the SPA/Agreement, Acquirer-2 does not have any other interest in the Target Company.

4.2.8. Acquirer-2 hereby confirms and declares that he is not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

4.2.9. The details of the Companies and LLPs in which Acquirer-2 is director/ partner is tabled as below:

Name of Company / LLP	Designation	CIN / LLPIN
Comprador Trading Private Limited	Director	U51909KA2018PTC117906
Jainx Infraserve Private Limited	Director	U68200KA2021PTC153465
Incubatex Private Limited	Director	U67190KA2010PTC053008
Kalpen Ventures Private Limited	Director	U80100KA2016PTC086004
Jain University Incubation Centre	Director	U73200KA2015NPL079047
Infraschool Services Kadiri Private Limited	Director	U74900TG2016PTC154617
Infraschool Services Tumkur Private Limited	Director	U74900TG2016PTC154612
Infraschool Services Korba Private Limited	Director	U74900TG2016PTC154598
Infraschool Services Chintamani Private Limited	Director	U74900TG2016PTC154597
Jain Global Education Services Private Limited	Director	U74900KA2016PTC085992
Arka Eduserve Private Limited	Director	U80103KA2008PTC047008
G-TEC Jainx Education Limited	Director	L72200MH1999PLC119661
Tichi Global Private Limited	Director	U85500KA2024PTC190587
Valmark Projects (India) LLP	Partner	AAP-6883
Jain Skills LLP	Partner	AAT-1956
Janaadhar South1 Projects LLP	Designated Partner	AAR-9416
Svamitva Landmarks LLP	Designated Partner	AAG-2925
Shankeshwar Landmarks LLP	Designated Partner	AAC-4508

4.3 Joint Undertakings / Confirmation by the Acquirers

4.3.1. The Acquirers are presently Promoters of the Target Company and have an existing relationship and interest in the Target Company by virtue of their existing shareholding and their respective positions and association with the Target Company. Mr. Mehroof Manalody, a Director of Acquirer-1, is also the Managing Director of the Target Company. Further, Acquirer-2 is the Chairman, Non-executive Director of the Target Company. Save and except for their existing shareholding, status as Promoters and the aforesaid relationship and interest in the Target Company, as well as the additional Equity Shares proposed to be acquired pursuant to the Share Purchase Agreement, the Acquirers do not have any other interest in the Target Company.

4.3.2. The Acquirers / its promoters / directors /KMP have not been prohibited by SEBI from dealing in securities in terms of Section 11B of the SEBI Act (the "**SEBI Act**").

4.3.3. Acquirers have confirmed that Acquirers / its promoters / directors /KMP are not categorized as a "Willful Defaulter" in terms of Regulation 2(1)(ze)of the SEBI (SAST) Regulations, 2011 nor they are categorized as a "Fugitive Economic Offender" in terms of Regulation 2(1)(ja)of the SEBI (SAST) Regulations, 2011.

4.3.4. The Acquirers have not entered into any non-compete arrangement and/or agreement with the Target Company or its management.

4.3.5. As on date of the LOF, the Acquirers are in compliance with Regulation 6A & Regulation 6B of the Takeover Regulations, 2011.

4.3.6. The Acquirers undertake that they will not sell the equity shares of the Target Company, if any held by them during the Offer period in terms of regulation 25(4) of the SEBI (SAST) Regulations, 2011.

4.3.7. There are no major contingent liabilities on Acquirers.

4.3.8. The Acquirers have undertaken that if they acquire any equity shares of the Target Company during the Offer Period, they shall disclose such acquisition to the Stock Exchange where the equity shares of the Target Company are listed and to the Target Company at its registered office within 24 hours of such acquisition in compliance with regulation 18(6) of the SEBI (SAST) Regulations. Further, they have also undertaken that they will not acquire any equity shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period and until the closure of the Tendering Period as per regulation 18(6) of the SEBI (SAST) Regulations.

4.3.9. None of the Acquirers has promoted any listed company and does not hold any directorship in any listed company except Target Company (G-Tec Jainx Education Limited).

4.3.10. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Acquirers and any other entities related to Acquirers.

4.3.11. There are no penalties levied by SEBI / RBI against the Acquirers and any other entities related to Acquirers by the SEBI / RBI.

5. BACKGROUND OF THE TARGET COMPANY

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

5.1 G-Tec Jainx Education Limited was originally incorporated on 29th April, 1999 under the Companies Act 1956 in the name and style of "Keerti Software & Hardware Infotech Private Limited". The name of the Target Company was changed to "Keerti Knowledge and Skills Private Limited" vide fresh certificate for incorporation consequent on change on name dated 08th February, 2017 issued by the Registrar of Companies, Maharashtra, Mumbai. Subsequently, Target Company was converted into a public limited company vide a Fresh Certificate of Incorporation dated 06th March, 2017 was issued by the Registrar of Companies, Mumbai, Maharashtra. The name of the Company further changed to "G-Tec Jainx Education Limited" vide fresh certificate of incorporation consequent upon change of name issued by the Registrar of Companies, ROC Mumbai dated 03rd August, 2023. The corporate identification number (CIN) of the Target Company is L72200MH1999PLC119661. The Registered office of Target Company is presently situated at Office No. 302, B-Wing, Pinnacle Corporate Park, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051; Phone No.: +91-9029341200 / +91-9029341800; Email id: info@gtecjainxeducation.com/ cs@gtecjainxeducation.com; Website: www.gtecjainxeducation.com.

5.2 The Authorised Capital of GTECJAINX is Rs. 2500.00 Lakhs divided into 2,50,00,000 Equity Shares of Face Value of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of GTECJAINX is Rs. 1018.91 Lakhs divided into 1,01,89,098 Equity Shares of Face Value of Rs. 10/- each.

5.3 Target Company is currently engaged into the business of providing services in the field of education and training primarily in Information Technology (I.T). It is engaged in training students from basic to advance computer knowledge in various aspects of segments such as Office Tools, Industrial Computerized Accounting, Inventory Management, Statutory capabilities using Tally, various Programming Languages i.e. C++, .Net, Java and Oracle, Designing courses, Hardware and Networking courses, Communication and Soft Skills etc.

5.4 As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.

5.5 The entire present and paid-up Equity Shares of the Target Company is currently listed on National Stock Exchange of India Limited. ("NSE Limited") having NSE Symbol GTECJAINX. ("NSE Limited") having NSE Symbol GTECJAINX.

5.6 The Equity Shares of Target Company are frequently traded on NSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

5.7 The Company has complied with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), and the applicable requirements prescribed by the National Stock Exchange of India Limited ("NSE"). As on the date hereof, no penal action has been initiated against the Company by the NSE for any non-compliance with the SEBI LODR Regulations or the applicable requirements of the NSE, save and except as set out below:

Regulation	Financial Year	Due Date for Compliance	Actual Compliance Date	Delay	Remark
23(9)	2023-24	06-11-2023	07-11-2023	1 Day Delay	Rs. 5000 fine levied by NSE and Paid by Target Company
23(9)	2025-26	10-11-2025	11-11-2025	1 Day Delay	Rs. 5000 fine levied by NSE and Paid by Target Company

5.8 The details of Share Capital of Target Company are as follows:

Paid up Equity Shares of Target Company	No. of Equity Shares/ Voting rights	% of Shares / voting rights
Fully paid-up Equity Shares	1,01,89,098	100.00
Partly paid-up Equity Shares	NIL	NIL
Total Equity Shares	1,01,89,098	100.00
Total Voting Rights in the Target Company	1,01,89,098	100.00

5.9 As on date of this LOF, the Board of Directors of GTECJAINX are as follows:

Name	Designation	DIN	Date of Appointment
Sudhakar Pandurang Sonawane	Joint Managing Director	01689700	29/04/1999
Mehroof Ifthikar Manalody	Managing Director	02713624	12/12/2022
Roychand Chenraj	Chairman & Non-Executive Director	01356394	12/12/2022
Easwaran Subramaniam Iyer	Non-Executive Director	10072574	25/04/2023
Rajvirendra Singh Rajpurohit	Independent Director	06770931	09/02/2017
Manish Heeralal Chandak	Independent Director	08220007	04/09/2020
Archana Sanjay Saini	Independent Director	08427866	06/05/2019
Sonia Rakesh Bhatia	Independent Director	07306337	28/12/2022

5.10 There has been no change in the name of the Target Company except for the following changes: (i) from 'Keerti Software & Hardware Infotech Private Limited' to 'Keerti Knowledge and Skills Private Limited' with effect from 29 April 1999; (ii) upon conversion from a private limited company into a public limited company, the name was changed to 'Keerti Knowledge and Skills Limited'; and (iii) the name was further changed to 'G-Tec Jainx Education Limited' pursuant to the fresh Certificate of Incorporation consequent upon change of name issued by the Registrar of Companies, Mumbai, dated 3 August 2023.

5.11 The Company has two wholly owned subsidiaries i.e. Keerti Institute India Private Limited and G-Tec Jain Keerti Career Education Private Limited (Formerly Known as Keerti Tutorials India Private Limited).

5.12 Brief financial information of GTECJAINX for the quarter ended June 30, 2026, financial year ended March 31, 2026, March 31, 2025 and March 31, 2024 are given below:

Standalone Financial Statements **(Rs. in Lacs)**

Profit & Loss Statement	For the quarter ended June 30, 2026 (Unaudited)	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Revenue from Operations	153.55	551.49	528.47	573.49
Other Income	-	4.14	5.44	36.39
Total Income	**153.55**	**555.63**	**533.90**	**609.88**
Total Expenditure (Excluding Depreciation and Interest)	125.54	569.48	766.32	493.59
Profit (Loss) before Depreciation, Interest &Tax	**28.01**	**(13.85)**	**(232.42)**	**116.29**
Depreciation	1.55	8.78	13.42	2.6
Interest	0.16	5.72	7.25	0.97
Profit / (Loss) before Tax and Exceptional Items	**26.30**	**(28.35)**	**(253.08)**	**112.72**
Exceptional Items	-	(13.47)	(22.15)	-
Profit / (Loss) before Tax	**26.30**	**(41.82)**	**(275.23)**	**112.72**
Tax Expenses	-	(2.39)	0.03	23.78
Profit /(Loss) after Tax	**26.30**	**(39.43)**	**(275.26)**	**88.94**

(Rs. in Lacs)

Balance Sheet Statement	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Sources of Funds			
Paid up Share Capital	1,018.91	1,018.91	1,018.91
Reserves & Surplus (Excluding Revaluation Reserve)	(268.86)	(226.63)	48.62
Non -Current Liabilities			
Long Term Borrowings	104.73	104.73	50.00
Other Non -Current Liabilities	-	-	-
Provisions	38.99	21.63	-
Current Liabilities			
Trade Payable	37.06	42.71	10.75
Other Financial Liabilities	67.81	51.38	39.43
Short Term Provisions	3.96	-	11.39
TOTAL	**1,002.60**	**1,012.73**	**1,179.11**
Uses of Funds			
Fixed Assets			
Non -Current Assets	711.06	730.41	713.43
Current Assets	291.55	282.32	465.68
TOTAL	**1,002.60**	**1,012.73**	**1,179.11**

Other Financial Data	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Net Worth (Rs. in Lacs)	750.05	792.28	1,067.53
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	(0.39)	(2.70)	0.87
Face Value Per Share (Rs.)	10.00	10.00	10.00
Return on Net worth (%)	(5.26%)	(34.74%)	8.33%

Consolidated Financial Statements

(Rs. in Lacs)

Profit & Loss Statement	For the quarter ended June 30, 2026 (Unaudited)	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Revenue from Operations	224.51	772.77	772.98	831.88
Other Income	-	9.17	15.87	11.07
Total Income	224.51	**781.94**	**788.85**	**842.95**
Total Expenditure (Excluding Depreciation and Interest)	191.98	838.28	1,074.73	794.57
Profit (Loss) before Depreciation, Interest &Tax	**32.53**	**(56.34)**	**(285.88)**	**48.38**
Depreciation	2.58	13.84	20.28	34.45
Interest	0.16	5.82	7.4	1.17
Profit / (Loss) before Tax and Exceptional Items	**29.79**	**(76.00)**	**(313.57)**	**12.76**
Exceptional Items	-	(13.47)	(22.15)	-
Profit / (Loss) before Tax	**29.79**	**(89.47)**	**(335.72)**	**12.76**
Tax Expenses	-	(1.88)	2.14	31.06
Profit /(Loss) after Tax	**29.79**	**(87.59)**	**(337.86)**	**(11.72)**

(Rs. in Lacs)

Balance Sheet Statement	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Sources of Funds			
Paid up Share Capital	1,018.91	1,018.91	1,018.91
Reserves & Surplus (Excluding Revaluation Reserve)	(974.91)	(882.49)	(544.63)
Non -Current Liabilities			
Long Term Borrowings	104.74	104.73	50.00
Other Non -Current Liabilities	-	-	-
Provisions	56.29	35.46	-
Current Liabilities			
Trade Payable	91.37	103.26	45.08
Other Financial Liabilities	80.7	65.21	120.79
Short Term Provisions	5.59	-	11.39
TOTAL	**382.68**	**445.08**	**701.54**
Uses of Funds			
Fixed Assets			
Non -Current Assets	132.75	134.49	162.21
Current Assets	249.94	310.58	539.33
TOTAL	**382.68**	**445.08**	**701.54**

Other Financial Data	For the year ended March 31,2026 (Audited)	For the year ended March 31,2025 (Audited)	For the year ended March 31,2024 (Audited)
Net Worth (Rs. in Lacs)	43.99	136.42	474.28
Dividend (%)	-	-	-
Earnings Per Share (Rs.)	(0.91)	(3.32)	(0.12)
Face Value Per Share (Rs.)	10.00	10.00	10.00
Return on Net worth (%)	(199.11%)	(247.67%)	(2.47%)

5.13 The Shareholding pattern of the GTECJAINX, as on the date of LOF is as follows:

Shareholder Category	Number of Equity Shares of the Target Company	Percentage of Equity Share Capital (%)
Promoters	62,41,444	61.26
Public	39,47,654	38.74
Total	**1,01,89,098**	**100.00**

5.14 The current capital structure of the Company has been build-up since inception, are as under:

Time of allotment	No. of shares issued	No. of shares issued in % (of then capital)	Cumulative paid-up capital (in Rs.)	Mode of Allotment	Identity of allottees (Promoters /Others)	Status of Compliance
Incorporation	20	100.00	200	Cash	Promoters	Capital Issued prior to Listing
31-03-2000	16,080	99.88	1,61,000	Cash	Promoter	Capital Issued prior to Listing
31-03-2001	5,000	23.70	2,11,000	Cash	Promoter	Capital Issued prior to Listing
03-03-2011	21,100	50.00	4,22,000	Other than Cash	Promoters	Capital Issued prior to Listing
28-03-2012	4,22,000	90.91	46,42,000	Other than Cash	Promoters	Capital Issued prior to Listing
10-02-2017	13,92,600	75.00	1,85,68,000	Other than Cash	Promoters and Public	Capital Issued prior to Listing
27-03-2017	2,50,006	11.87	2,10,68,060	Cash	Public	Capital Issued prior to Listing
02-08-2017	7,80,000	27.02	2,88,68,060	Cash	Public	Public Issue

Time of allotment	No. of shares issued	No. of shares issued in % (of then capital)	Cumulative paid-up capital (in Rs.)	Mode of Allotment	Identity of allottees (Promoters /Others)	Status of Compliance
28-01-2020	4,00,000	12.17	3,28,68,060	Cash	Promoters and Public	Complied
03-07-2020	69,02,292	67.74	10,18,90,980	Bonus Issue	Promoters and Public	N.A. being bonus issue
Total	**1,01,89,098**					

5.15 Pre- and post-offer shareholding pattern of the GTECJAINX is as per the following table:

Sr. No.	Shareholder category	Shareholding & voting rights prior to the agreement/acquisition and offer (A)		Shares/voting rights agreed to be acquired pursuant to SPA which triggered off the Takeover Regulations (B)		Shares/Voting rights to be acquired in the open offer (assuming full acceptances) (C)		Shareholding/voting rights after the acquisition and Offer	
		No.	%	No.	%	No.	%	No.	%
1.	**Promoter & Promoter Group**								
	a. Parties to Agreement								
	G-TEC Education Private Limited (Acquirer-1)	20,38,070	20.00	6,11,346	6.00	-	-	26,49,416	26.00
	Roychand Chenraj (Acquirer-2)	21,53,724	21.14	6,11,346	6.00	26,49,166	26.00	54,14,236	53.14
	Sudhakar Pandurang Sonawane (Seller)	20,49,650	20.12	(12,22,692)	(12.00)	-	-	8,26,958	8.12
	b. Promoters Other than (a) above	-	-	-	-	-	-	-	-
	Total 1 (a+b)	**62,41,444**	**61.26**	**-**	**-**	**26,49,166**	**26.00**	**88,90,610**	**87.26**
2.	**Acquirers**								
Acquirers are already covered under point no. 1 parties to Agreement as Acquirers are the promoters of Target Company.									
	Total 2 (a+b)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
3.	Parties to agreement other than (1)	-	-	-	-	-	-	-	-
4.	Parties (other than promoters, seller / Acquirers & PACs	-	-	-	-	-	-	-	-
	a. FIs/MFs/FIIs/ Banks/SFI	-	-	-	-	-	-	-	-
	b. Others	39,47,654	38.74	-	-	(26,49,166)	(26.00)	12,98,488	12.74
	Total no. of shareholders i.e. 3110 in "Public Category"								
	Total	**1,01,89,098**	**100**	**Nil**	**Nil**	**Nil**	**Nil**	**1,01,89,098**	**100**

5.16 The number of Shareholders in GTECJAINX in public category is 3,110 as on September 30, 2026. As on date of this LOF, there are no depository receipts of shares issued in foreign countries.

5.17 There are certain delayed-compliances with respect to Regulation 29(1)(2) of SEBI (SAST) Regulations during a period of eight financial years preceding the financial year in which the Public Announcement for instant Offer has been made for which SEBI may initiate suitable action against the Target Company or its promoters.

Regulation/Sub-Regulations	Financial Year	Due Date for compliance as mentioned in the regulation	Actual Date of Compliance	Delay, if any (Number of days)	Remarks
29(1) - G-TEC Education Private Limited	2022-2023	2-Feb-2023	8-Feb-2023	6	Delayed Complied by 6 days
29(1) - Roychand Chenraj	2022-2023	2-Feb-2023	13-Feb-2023	11	Delayed Complied by 11 days

5.18 There has been no merger / demerger or spin off involving GTECJAINX during the last 3 years.

5.19 The Company is not a sick Company.

5.20 No complaint has been received by the Target Company in relation to the proposed open offer or the offer price.

5.21 There are no major contingent liabilities on Target Company.

5.22 There are no directions subsisting or proceedings pending against the Target Company under SEBI Act, 1992 and regulations made thereunder, also by any regulator.

5.23 Target Company are not registered with any other regulatory / govt. authority in any capacity. There are no regulatory actions / administrative warnings / directions subsisting or proceedings pending against the Target Company or its promoter(s). There are no penalties levied by SEBI / RBI against the Target Company or its promoter(s).

5.24 Status of corporate governance compliances by Target Company: -

The Corporate Governance clauses as enumerated in Regulation 17 to 27 in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been complied by the Target Company.

5.25 Ms. Priyanka Dharmesh Pandey is the Compliance Officer of the Company and her address is Office No. 302 B Wing, Pinnacle Corporate Park, Bandra Kurla Complex, Bandra (East), Mumbai - 400051; Phone No.: +91-9029341200 / +91-9029341800; Email id: cs@gtecjainxeducation.com.

6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

6.1 Justification of Offer Price

6.1.1 The Equity Shares of the Target Company are listed on National Stock Exchange of India Limited (NSE). The shares are placed under Series **'EQ** having a Scrip Symbol of **"**GTECJAINX**"** on the NSE**.**

6.1.2 The equity shares of the Target Company are frequently traded within the meaning of explanation provided in Regulation 2(j) of the SEBI (SAST) Regulations on NSE.

The annualized trading turnover of the equity shares of the Target Company on NSE during Twelve calendar months prior to the month of PA date (September, 2025 – August, 2026) is as given below:

Name of the Stock Exchange	Total number of equity shares traded during the preceding 12 months prior to the month of PA	Total Number Equity Shares listed	Annualized Trading Turnover (as % of total Listed Equity Shares)
NSE	38,64,286	1,01,89,098	37.93%

Source: www.nseindia.com

6.1.3 The Offer Price of Rs 29/- (Rupees Twenty-Nine Only) is justified in terms of Regulation 8 (2) of the SEBI (SAST) Regulations on the basis of the following:

SR. NO.	PARTICULARS	PRICE (IN RS. PER SHARE)
(a)	Highest of Negotiated price per Equity Share of SPA	25.00
(b)	The volume- weighted average price paid or payable for acquisitions by the Acquirers during 52 weeks immediately preceding the date of PA.	N.A.
(c)	Highest price paid or payable for acquisitions by the Acquirers during 26 weeks immediately preceding the date of PA.	N.A.
(d)	the volume-weighted average market price of shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on the stock exchange where the maximum volume of trading in the shares of the target company are recorded during such period. (in case of frequently traded shares only)	28.63
(e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Offer taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies	N.A.

In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 29/- (Rupees Twenty-Nine only) per share being the highest of the prices mentioned above is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, 2011.

6.1.4 There has been no corporate action undertaken in the Target Company warranting adjustments in the offer price under Regulation 8(9) of SEBI SAST Regulations, 2011.

6.1.5 There has been no corporate action requiring the price parameters to be adjusted.

6.1.6 There are no reported event or information under Regulation 30(11) of SEBI (LODR) Regulations, 2015 requiring price parameters to be adjusted.

6.1.7 The Target Company is listed on NSE. The price trend of TC on NSE is as follows:

Market price as on	Closing Market price on NSE
Before the date of PA i.e. September 25, 2026	26.52
Date of PA i.e. September 28, 2026	26.97
Date immediately after PA Date i.e. September 29, 2026	29.66
Date of DPS i.e. September 30, 2026	32.62

6.1.8 In the event of any further acquisition of Equity Shares of the Target Company by Acquirers during the offer period, whether by subscription or purchase, at a price higher than offer price, then offer price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8 (8) of the SEBI (SAST) Regulations. However. it shall not be acquiring any equity shares of Target Company after the third working day prior to commencement of tendering period and until the expiry of tendering period.

6.1.9 If the Acquirers acquire any Equity Shares of the Target Company during the period of twenty-six weeks after the closure of Tendering Period at a price higher than the Offer Price, then the Acquirers shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose Equity Shares have been accepted in this Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under another open offer under the Takeover Regulations, or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021 or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.

6.1.10 As on date of this LOF, there is no revision in the Offer Price or Offer Size. In the event of any revision of the open offer, whether by way of an upward revision in offer price, or of the offer size, the Acquirers shall comply with all the provisions of the Regulation 18(5) of the Takeover Regulations and shall (a) make corresponding increases to the amount kept in escrow account under regulation 17 prior to such revision; (b) make an announcement in respect of such revisions in all the newspapers in which the detailed public statement pursuant to the public announcement was made; and (c) simultaneously with the issue of such an announcement, inform the Board, all the stock exchange on which the shares of the target company are listed, and the target company at its registered office.

6.1.11 If there is any revision in the Offer Price on account of future purchases / competing offers, it will be done only upto one working day prior to the date of commencement of the tendering period in accordance with Regulation 18(4) of the Takeover Regulations and would be notified to the shareholders by way of another public announcement in the same newspapers where the DPS has appeared. The same will also be informed to SEBI and NSE.

6.2 Financial Arrangements

6.2.1 Assuming full acceptance under the offer, the maximum consideration payable by the Acquirers under the offer would be Rs. 7,68,25,814/- (Rupees Seven Crores Sixty-Eight Lakhs Twenty-Five Thousand Eight Hundred Fourteen Only) ("maximum consideration") i.e. consideration payable for acquisition of up to 26,49,166 equity shares of the target Company at offer price of Rs. 29/- (Rupees Twenty-Nine only) per Equity Share.

6.2.2 The Acquirers have adequate resources to meet the financial requirements of the Open Offer. No funds are being borrowed from any bank or financial institution for the purpose of this Open Offer by the Acquirers.

6.2.3 The Acquirers, the Manager to the Offer and ICICI Bank Limited, a banking corporation incorporated under the laws of India, have entered into an escrow agreement for the purpose of the Offer (the "Escrow Agreement") in accordance with regulation 17 of the SEBI (SAST) Regulations, 2011. Pursuant to the Escrow Agreement, the Acquirers on 28th September, 2026 have deposited cash of an amount of Rs. 200.00 Lacs in an escrow account opened with ICICI Bank Limited, which is in excess of 25% of the Offer Consideration.

6.2.4 The Acquirers have duly empowered Navigant Corporate Advisors Limited, the Manager to the Open Offer, to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations, 2011.

6.2.5 Further, in order to ensure that the funds that are payable to the Eligible Public Shareholders who tender in the Offer are managed more efficiently, the Acquirers have opened the Offer Special Account with the ICICI Bank Limited under the Offer Escrow Agreement, for the purpose of Regulation 21 of the SEBI (SAST) Regulations. The Manager to the Offer has been authorized by the Acquirers to operate and realize the monies lying to the credit of the Offer Special Escrow Account, in accordance with the SEBI (SAST) Regulations.

6.2.6 The Manager to the Offer, M/s Navigant Corporate Advisors Limited, hereby confirms that firm arrangements for funds and money for payment through verifiable means are in place to fulfil the Offer obligation under the SEBI (SAST) Regulations. The Manager to the Offer, M/s. Navigant Corporate Advisors Limited, hereby confirms that the Acquirers are capable to implement the Offer obligations in accordance with the SEBI (SAST) Regulations.

6.2.7 Raziq Ahmed F.C.A. (Membership No. 220045), Partner of M/s. P. A Hameed & Associates LLP, Chartered Accountants (Firm Registration No. 005527S) has certified that the Acquirer-1 and CA Mayank Patesaria (Membership No. 068372), Proprietor of Mayank Patesaria and Associates, Chartered Accountant, has certified that the Acquirer-2 has sufficient resources to make the fund requirement for fulfilling all the obligations under the Offer.

6.2.8 Acquirers hereby undertake that in case of any upward revision of offer price; Acquirers will correspondingly increase the escrow amount.

7. TERMS AND CONDITIONS OF THE OFFER:

7.1. The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those public shareholders of Target Company (except the Acquirers, Seller and Promoter/Promoter Group) whose name appear on the Register of Members, at the close of business hours on 03rd November, 2026 ("**Identified Date**").

7.2. All owners of the shares, Registered or Unregistered (except the Acquirers, Seller and Promoter/Promoter Group) who own the shares any time prior to the Closing of the Offer are eligible to participate in the Offer as per the procedure set out in Para 8 below. Eligible Persons can participate in the Offer by offering their shareholding in whole or in part. No indemnity is required from the unregistered owners.

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

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

7.5. **Locked-in Shares:**

As on the date of this LOF, there are no locked-in shares in Target Company.

7.6. **Eligibility for accepting the Offer:**

The Offer is made to all the public shareholders (except the Acquirers, Seller and Promoter/Promoter Group) whose names appeared in the register of shareholders on 03rd November, 2026 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.7. Statutory Approvals and conditions of the Offer:

7.7.1. As of the date of this LOF, there are no statutory approvals required for this Offer.

7.7.2 Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserve the sole right to reject the equity shares tendered in the Offer.

7.7.3. The Acquirers will not proceed with the Open Offer in terms of Regulation 23(1) of SEBI (SAST) Regulations under any of the following circumstances:

7.7.3.1. statutory approvals required for the open offer or for effecting the acquisitions attracting the obligation to make an open offer under these regulations having been finally refused, subject to such requirements for approval having been specifically disclosed in the detailed public statement and the Letter of Offer;
7.7.3.2. the acquirer, being a natural person, has died;
7.7.3.3. any condition stipulated in the agreement for acquisition attracting the obligation to make the open offer is not met for reasons outside the reasonable control of the acquirers, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the Detailed Public Statement and the Letter of Offer, however there are no such conditions in SPA, which can trigger the withdrawal of offer; or
7.7.3.4. such circumstances as in the opinion of the Board, merit withdrawal.

7.7.3.5. For the purposes of clause 7.7.3.4 above, the Board shall pass a reasoned order permitting withdrawal, and such order shall be hosted by the Board on its official website.

7.7.3.6. Further, in terms of Regulation 23(2) of SEBI (SAST) Regulations, in the event of withdrawal of the open offer, within two working days:

7.7.3.6.1. an announcement will be published in the same newspapers in which the public announcement of the open offer was published, providing the grounds and reasons for withdrawal of the open offer; and
7.7.3.6.2. simultaneously with the announcement, acquirers will inform in writing to:
7.7.3.6.3. the Board;
7.7.3.6.4. the stock exchange on which the shares of the target company are listed, and the stock exchange shall forthwith disseminate such information to the public; and
7.7.3.6.5. the target company at its registered office.

7.7.4. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delay receipt of the requisite approvals was not due to any wilful default or neglect of the Acquirers or failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirers agreeing to pay interest to the shareholders as directed by SEBI, in terms of regulation 18(11) of SEBI (SAST) Regulations. Further, if delay occurs on account of wilful default by the Acquirers in obtaining the requisite approvals, regulation 17(9) of the SEBI (SAST) Regulations, will also become applicable and the amount lying in the Escrow Account shall become liable to forfeiture.

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

7.7.7. The instructions and provisions contained in Form of Acceptance constitute an integral part of the terms of this Offer.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT:

8.1. The Open offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016 and as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021 and SEBI's Master Circular dated February 16, 2023, bearing reference number SEBI/HO/CFD/PoD1/P/CIR/2023/31 ("Master Circular").

8.2. The Letter of Offer along with Form of Acceptance will be sent (through electronic mode or physical mode) to all the Public Shareholders of the Target Company, whose names appear on the register of members of the Target Company and the records of the respective Depositories at the close of business hours on the Identified Date, all Public Shareholders holding Equity Shares are eligible to participate in the Open Offer at any time during the Tendering Period.

8.3. Accidental omission to send the Letter of Offer to any Public Shareholder to whom the Open Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such Public Shareholder will not invalidate the Open Offer in any way.

8.4. A tender of Equity Shares pursuant to any of the procedures described in the Letter of Offer will constitute a binding agreement between the Acquirers and the tendering holder, including the tendering holder's acceptance of the terms and conditions of the Letter of Offer.

8.5. Public Shareholders, who wish to avail of and accept the Offer, can deliver duly filled and signed Form of Acceptance cum-Acknowledgement along with all the relevant documents at the collection centres mentioned below in accordance with the procedure as set out in the Letter of Offer between opening of the Tendering Period and before the closure of Tendering Period:

Name and Address of the entities (registrar) to whom the shares should be sent including name of the contact person, telephone no. and email address etc.	**Working day Timings**	**Mode of Delivery**
MUFG INTIME INDIA PRIVATE LIMITED *(Formerly Link Intime India Private Limited)* C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India **Tel No.:** +91 8108114949 **E-mail Id:** gtecjainex.offer@in.mpms.mufg.com **Investor Grievance Email:** gtecjainex.offer@in.mpms.mufg.com **Website:**www.in.mpms.mufg.com **SEBI Registration No:** INR000004058 Contact Person: Ms. Pradnya Karanjekar	Any working day (i.e., Monday to Friday 10:00 a.m. to 5:00 PM, except Saturdays, Sundays and public holidays)	Hand delivery/ courier/ speed post

8.6. National Stock Exchange of India Limited ('NSE') shall be the Designated Stock Exchange for the purpose of tendering equity shares in the Open Offer. The facility for Acquisition of shares through Stock exchange Mechanism pursuant to an Open Offer shall be available on the NSE in the form of Separate Window ("Acquisition Window").

8.7. The Acquirers have appointed Allwin Securities Limited, Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Allwin Securities Limited
B-205/206, Ramji House,
30, Jambulwadi, Kalbadevi Road,
Mumbai-400 002
Tel: +91-22-4344 6444
E-mail: allwinsec@gmail.com
Website: www.allwinsecurities.com
SEBI Registration No.: INZ000239635

In the event Selling Broker(s) are not registered with Stock Exchange(s) or if the Public Shareholder does not have any stockbroker, then that Public Shareholder can approach any Stock Exchange(s) registered stock broker and can make a bid by using quick unique client code ("UCC") facility through that Stock Exchange(s) registered stock broker after submitting the details as may be required by the stock broker to be in compliance with applicable law and regulations. In case Public Shareholder is not able to bid using quick UCC facility through any other Stock Exchange(s) registered stock broker then the Public Shareholder may approach Buying Broker, to bid by using quick UCC facility. These brokers shall assist the shareholders to facilitate their participation in open offer.

8.8. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.

8.9. A separate Acquisition Window will be provided by the Stock Exchange(s) to facilitate placing of sell orders. The Selling broker can enter orders for dematerialized as well as physical Equity shares.

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

8.11. Modification/cancellation of orders will not be allowed during the tendering period of the Open Offer.

8.12. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by speed post or courier (in case of physical shares) at the Public Shareholders' sole risk. Public Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.

8.13. Shareholders can tender their shares only through a Broker with whom the shareholder is registered as client with KYC Compliant.

8.14. Shareholders should not submit/tender their equity shares to Manager to the Open offer, the Acquirers or the Target Company.

8.15. The Public Shareholder approaching Stock Exchange(s) registered stockbroker (with whom he does not have an account) may have to submit following details:

In case of Public Shareholder being an individual:

a) If the Public Shareholder is registered with a 'KRA', i.e., a KYC Registration Agency, the following documents will be required to be submitted (duly filled and completed):
(i) Central Know Your Client ("CKYC") form including Foreign Account Tax Compliance Act ("FATCA"), In Person Verification ("IPV"), and Original Seen and Verified ("OSV"), if applicable.
(ii) Know Your Client ("KYC") form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
(iii) Demat details (Demat Master / Latest Demat statement).

b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(iv) CKYC form, including FATCA, IPV, OSV if applicable
(v) KRA form.

(vi) KYC form and the following supporting documents required (all such documents are required to be self-attested): PAN card copy, address proof & bank account details (cancelled cheque).
(vii) 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.

In case of Public Shareholder being an HUF:

a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(i) KYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
(ii) KYC form and the supporting documents required (all documents self-attested) including bank account details (cancelled cheque).
(iii) Demat details (Demat master / Latest Demat statement).

b) If the Public Shareholder is not registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(i) CKYC form of the 'KARTA', including FATCA, IPV, OSV if applicable.
(ii) KRA form.
(iii) KYC form and the following supporting documents (all such documents are required to be self-attested):
PAN card copy of HUF & KARTA, address proof of HUF & KARTA, HUF declaration, bank account 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.

In case of Public Shareholder being other than individual or HUF:

a) If the Public Shareholder is already registered with KRA, the following documents will be required to be submitted (duly filled and completed)
(i) KYC form and the supporting documents (all such documents are required to be self-attested) including bank account details (cancelled cheque).
(ii) DP details where the Equity Shares are deposited (Demat master/latest Demat statement), assuming the Equity Shares are in dematerialised mode.
(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 registered with KRA, the following documents will be required to be submitted (duly filled and completed):
(i) KRA form.
(ii) KYC form and the supporting documents (all such documents are required to be self-attested): PAN card copy of company/firm/trust, address proof of company/firm/trust and bank account 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) Memorandum of association/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.

8.16. **Procedure for tendering shares held in Dematerialized Form.**

a) The Equity shareholders who are holding the equity shares in demat form and who desire to tender their Equity shares in this offer shall approach their broker indicating to their broker the details of equity share they intend to tender in Open Offer.

b) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of the Stock Exchanges. Before placing the bid, lien will be required to be marked on the tendered Equity Shares. Details of the Equity Shares marked as lien in the demat account of the Public Shareholder shall be provided by their respective depositories to the Clearing Corporation. In case, the Public Shareholder's demat account is held with one depository ("Source Depository") and the clearing member pool and Clearing Corporation account is held with another depository ("Recipient Depository"), the Equity Shares shall be blocked in the shareholders demat account at the Source Depository during the Tendering Period. IDT instructions shall be initiated by the Public Shareholder at the Source Depository to the clearing member / Clearing Corporation account at Recipient Depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfers from free balance to blocked balance) and send IDT message to Recipient Depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholder's demat account shall be provided by the Recipient Depository.

c) 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 close of trading hours on the last day of the Offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

d) 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 Exchange/ Clearing Corporation, before the opening of the Offer.

e) Upon placing the order, the Selling Broker(s) shall provide transaction registration slip ("TRS") generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.

f) The shareholders will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.

g) In case any person has submitted Equity Shares in physical form for conversion to Demat, such Public Shareholders should ensure that the process of getting the Equity Shares converted to Demat mode is completed well in time so that they can participate in the Offer before the closure of the Tendering Period.

h) **The shareholders holding Equity shares in demat mode are not required to fill any Form of Acceptance-cum Acknowledgement. The shareholders are advised to retain the acknowledged copy of the DIS and the TRS till the completion of Offer Period.**

i) The Public Shareholders holding shares in dematerialised form are not required to fill any Form of Acceptance, unless required by their respective Selling Broker.

j) All non-resident Public Shareholders (i.e., Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public Shareholders holding Equity Shares in dematerialised form, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as "G-Tec Jainx Education Limited - Open Offer - 2026". The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

8.17. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:

a) Shareholders who are holding physical equity shares and intend to participate in the offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the:
   i. The form of Acceptance-cum-Acknowledgement duly signed (by all equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares;
   ii. Original Share Certificates;
   iii. Valid shares transfer form(s) duly filled and signed by the transferors (i.e., by all registered Shareholders in same order and as per the specimen signatures registered with the Target Company or signature verified by bank or a notary and duly witnessed at the appropriate place authorizing the transfer in favour of the Acquirers;
   iv. Self-attested copy of the Shareholder's PAN card;
   v. Any other Relevant documents such as (but not limited to):
      - Duly attested power of attorney if any person other than the equity shareholder has signed the relevant Form of Acceptance-cum-Acknowledgement;
      - Notarized Copy of death Certificate/ succession certificate or probated will, if the original Shareholder has deceased;
      - Necessary corporate authorizations, such as Board Resolutions etc, in case of companies.
   vi. In addition to the above, if the address of the Shareholders has undergone a change from the address registered in the register of members of the Target Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: Valid Aadhar Card, Voter Identity card or Passport or in case of companies, LLPs and Body Corporate copy of MCA Master data records.

b) Selling Broker should place order on the Acquisition Window with the relevant details as mentioned on the physical share certificate(s). Upon placing the order, the Selling broker shall provide a TRS generated by the Exchange bidding system to the Shareholder. TRS will contain the details of order submitted like folio no., certificate no., distinctive no., No. of Equity shares tendered etc.

c) After placement of order, as mentioned in paragraph 8.12(b), the Selling Broker must ensure delivery of the Form of Acceptance-cum-Acknowledgement, TRS, Original share certificate(s), valid share transfer form(s) and other documents (as mentioned in the paragraph 8.12(a)) either by speed post or courier or hand delivery to the Registrar to the Offer or Manager to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscripted as **"G-Tec Jainx Education Limited - Open Offer".** One copy of the TRS will be retained by the Registrar to the Offer or Manager to the Offer and it will provide acknowledgement of the same to the Selling Broker.

d) The Selling Broker/Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by speed post or courier or hand delivery to the Registrar to the Offer i.e., MUFG Intime India Private Limited so as to reach them no later than the Offer Closing Date (by 5:00 p.m. Indian Standard Time). The envelope should be super scribed as "G-Tec Jainx Education Limited - Open Offer - 2026". 1 (one) copy of the TRS will be retained by the Registrar, and it will provide acknowledgement of the Public Shareholder. Physical share certificates and other relevant documents should not be sent to the Acquirers, the Target Company or the Manager to the Open Offer. The Acquirers, the Manager to the Open Offer and the Registrar to the Offer do not accept any responsibility for any loss of documents during transit (including but not limited to Form of Acceptance, delivery instruction slips, original share certificates, share transfer forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

e) Shareholders holding physical Equity shares should note that the physical equity Shares will not be accepted by the Registrar to the Offer or Manager to the Offer unless the complete set of documents is submitted. Acceptance of the physical equity shares by the Acquirers shall be subjected to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. Registrar to the Offer or Manager to the Offer will verify such orders based on the documents submitted on a daily basis and till such time the Stock Exchange(s) shall display such orders as "unconfirmed physical Bids". Once, Registrar to the Offer or Manager to the Offer confirms the order it will be treated as "Confirmed Bids".

f) In case any person has submitted Equity shares in physical form for dematerialization, such shareholders should ensure that the process of getting the equity shares dematerialized is completed well in time so that they can participate in the offer before the Offer Closing Date.

8.18. Modification/Cancellation of orders will not be allowed during the period the Offer is open.

8.19. The cumulative quantity tendered shall be made available on the website of the Stock Exchange(s) throughout the trading session and will be updated at specific intervals during the tendering period.

8.20. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:

Persons who have acquired equity shares but whose names do not appear in the register of members of the Target Company on the Identified date, or those who have not received the Letter of offer, may also participate in this Offer. A shareholder may participate in the Offer by approaching their broker and tender Equity shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the Form of Acceptance-cum-Acknowledgement. The Letter of Offer along with Form of Acceptance-cum-Acknowledgement will be dispatched to all the eligible shareholders of the Target Company as on the Identified date. In case of non-receipt of the Letter of Offer, such eligible shareholders of the Target Company may download the same from the SEBI website (www.sebi.gov.in) or NSE website (www.nseindia.com) or Merchant Banker website (www.navigantcorp.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity shares of the Target Company. Alternatively in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client Id number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Such Shareholders have to ensure that their order is entered in the electronic platform to be made available by the Stock Exchange(s) before the closure of the Offer.

8.21. The acceptance of the Offer made by the Acquirers are entirely at the discretion of the shareholders of the Target Company. The Acquirers do not accept any responsibility for the decision of any Shareholder to either participate or to not participate in this Offer. The Acquirers will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the shareholders are advised to adequately safeguard their interest in this regard.

8.22. Acceptance of Equity Shares

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines. In the event that the number of Equity Shares (including demat Equity Shares, physical Equity Shares and locked-in Equity Shares) validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot. As per the recent amendment of SEBI vide its circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021, in consultation with Depositories, Clearing Corporations and Stock Exchange, it has been decided that a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure. All other procedures shall remain unchanged.

The Equity Shares tendered in the Offer shall 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 in such Equity Shares during such period, even if the acceptance of equity Shares in this offer and/or dispatch of payment consideration are delayed. Further, 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. It is understood that the Public Shareholders will be solely responsible for their decisions regarding their participation in this Offer and the Acquirers do not make any assurance with respect to the market price of the Equity Shares at any time, whether during or after the completion of the Offer, and disclaim any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.

8.23. Settlement Process

a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.

b) The shares shall be directly credited to the pool account of the Buying Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the pool account of the Buying Broker. In case of partial or non-acceptance of orders or excess pay-in, demat Shares shall be released to the securities pool account of the Selling Broker / custodian, post which, the Selling Broker would then issue contract note for the shares accepted and return the balance shares to the Shareholders. Any excess physical Equity Shares, to the extent tendered but not accepted, will be returned to the Shareholder(s) directly by Registrar to the Offer.

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

8.24. Settlement of Funds/ Payment Consideration

The settlement of fund obligation for demat and physical Equity Shares shall be effected through existing settlement accounts of Selling Broker. The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Selling Broker / Custodian Participant will receive funds payout in their settlement bank account. The Selling Brokers / Custodian participants would pay the consideration to their respective clients. The funds received from Buying Broker by the Clearing Corporation will be released to the Selling Broker(s) as per secondary market pay-out mechanism. Shareholders who intend to participate in the Offer should consult their respective Selling Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling Shareholders for tendering Equity Shares in the Offer (secondary market transaction).

The consideration received by the selling Shareholders from their respective Selling Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Acquirers accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholder. In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to Acquirers for payment of consideration to the shareholders of the Target Company who have accepted the Open Offer within such period, subject to Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18 (11) of the SEBI (SAST) Regulations, 2011.

8.25. Guidance for Shareholders Grievances

Shareholders of the Target Company may approach the Manager to the Open Offer / Registrar to the Open Offer for any grievance. However, if shareholder is not satisfied or does not receive a satisfactory response to their grievance then Shareholder may approach SEBI through online SEBI Complaint Redressal System (SCORES) at www.scores.gov.in. In case, during the open offer or before the opening of the offer, any shareholder has any comment/ complaint about the disclosures given by the Acquirers in Public Announcement ("PA") / Detailed Public statement ("DPS") / Letter of Offer ("LOF"), Shareholder may write to Corporate Finance Department, Division of Corporate Restructuring at SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051. Please note that PA, DPS, LOF are also available on website of SEBI at www.sebi.gov.in.

9. DOCUMENTS FOR INSPECTION

The following documents are regarded as material documents and are available for inspection at the office of the Manager to the Offer at Navigant Corporate Advisors Limited, 804, Meadows, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road, Andheri East, Mumbai-400-059 from 11.30 a.m. to 2.30 p.m. on any working day, except Saturdays, Sundays and Holidays until the closure of the Offer. Shareholders have option to verify below mentioned records electronically by placing a request on the email i.e. navigant@navigantcorp.com by providing details such as DP-ID-Client ID and Folio No etc.

9.1. Certificate of Incorporation, Memorandum and Articles of Association of G-Tec Jainx Education Limited.

9.2. Annual Reports of G-Tec Jainx Education Limited for years ended on March 31, 2026, 2025 and 2024.

9.3. Certificate dated September 28, 2026 issued by Raziq Ahmed, F.C.A. (Membership No. 220045), Partner of M/s. P. A. Hameed & Associates LLP, Chartered Accountants (Firm Registration No. 005527S), certifying the net worth of Acquirer-1.

9.4. Certificate dated September 24, 2026 issued by CA Mayank Patesaria (Membership No. 068372), Proprietor of Mayank Patesaria and Associates, Chartered Accountant, certifying the net worth of Acquirer-2.

9.5. Escrow Agreement dated September 28, 2026 executed between Acquirers and ICICI Bank Limited and Navigant Corporate Advisors Limited ("Escrow Agreement").

9.6. Share Purchase Agreement dated September 28, 2026 executed between Acquirers and Sellers.

9.7. Bank Statement of ICICI Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.

9.8. Copy of Public Announcement dated September 28, 2026.

9.9. Published copy of the Detailed Public Statement, appeared in the newspapers on September 30, 2026.

9.10. Copy of Recommendation made by Committee of Independent Directors of Target Company.

9.11. Observation letter no. HO/49/12/11(104)2026-CFD-RAC-DCR3/I/24846/2026 dated October 30, 2026 on the Draft Letter of Offer filed with the Securities and Exchange Board of India.

9.12. Memorandum of Understanding between Manager to the Offer i.e. Navigant Corporate Advisors Limited & Acquirers.

10. DECLARATION BY THE ACQUIRERS

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

10.2. We jointly and severally are responsible for ensuring compliance with the Takeover Regulations and the obligations as stated under the Takeover Regulations. All information contained in this document is true and correct as on date of the PA, DPS and this LOF, unless stated otherwise.

10.3. We hereby declare and confirm that all the relevant provisions of Companies Act, 2013 and all the provisions of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011.

Signed by Acquirers:
For & on behalf of G-TEC Education Private Limited

Sd/-
Mr. Mehroof Manalody
Managing Director
(DIN: 02713624)

Sd/-
Mr. Roychand Chenraj

Place: Karnataka, Bangalore
Date: 04th November, 2026

ENCLOSURES:

1. Form of Acceptance cum Acknowledgement
2. Blank Share Transfer Deed(s) in the case of shares held in physical mode.

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

G-Tec Jainx Education Limited

(Public Shareholders holding Equity Shares in dematerialised form are not required to fill this Form of Acceptance, unless required by their respective Selling Broker. Public Shareholders holding shares in physical form (resident and non-resident) are required to send this Form of Acceptance along with the enclosures to the Registrar to the Offer, at its registered office address provided in the LOF. Capitalized terms and expressions used herein but not defined, shall have the same meaning as ascribed to them in the LOF.)

TENDERING PERIOD FOR THIS OPEN OFFER	
OFFER OPENS ON	**Wednesday, November 18, 2026**
OFFER CLOSES ON	**Wednesday, December 02, 2026**

Unit: - G-Tec Jainx Education Limited - Open Offer – 2026
C/o **MUFG Intime India Private Limited**
(Formerly Link Intime India Private Limited)
C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083,
Maharashtra, India
Tel No.: +91 8108114949
E-mail Id: gtecjainex.offer@in.mpms.mufg.com;
Investor Grievance Email: gtecjainex.offer@in.mpms.mufg.com
Website:www.in.mpms.mufg.com
SEBI Registration No: INR000004058
Contact Person: Ms. Pradnya Karanjekar

Dear Sir/ Madam,

Sub: Cash Offer for purchase of 26,49,166 (Twenty-Six Lacs Forty-Nine Thousand One Hundred Sixty-Six) Equity Shares of G-Tec Jainx Education Limited ("GTECJAINX") at a price of Rs. 29/- (Rupees Twenty-Nine Only) per equity share.

I / We refer to the Letter of Offer dated 04th November, 2026 for acquiring the Equity Shares held by me/us in the Target Company.

I / We, the undersigned, have read the PA, DPS, Corrigendum, Letter of Offer and the open offer opening public announcement, and understood its contents, terms and conditions, and unconditionally accept these terms and conditions.

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

Details of the Public Shareholder:

Name (in BLOCK LETTERS)	**Holder**	**Name of the shareholder(s)**	**Permanent Account Number (PAN)**
(Please write names of the joint holders in the same order as appearing in the Equity Share certificate(s)/ demat account)	Sole / First		
	Second		
	Third		
Contact number(s) of the first holder (with ISD/ STD Code)	Tel. No.:		Mobile No.:
Full address of the first holder (with pin code)			
Email address of first holder			
Date and place of incorporation (if applicable)			

FOR EQUITY SHARES HELD IN PHYSICAL FORM:

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

☐ Resident
☐ Non-Resident

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

Sr. No.	Regd. Folio Number	Share Certificate Number	Distinctive Numbers		No. of Equity Shares
			From	To	
1					
2					
3					
(In case the space provided is inadequate, please attach a separate sheet with the above details and authenticate the same)				TOTAL	

Enclosures (*please tick whichever is applicable*)

☐ Duly attested power of attorney, if any person apart from the Public Shareholder, has signed this Form of Acceptance or
Equity Share transfer form(s)
☐ Original Equity Share certificate(s)
☐ Valid Equity Share transfer form(s)
☐ Corporate authorization, in case of companies along with certified board resolution and specimen signatures of authorized signatories
☐ Duly attested death certificate and succession certificate / probate / letter of administration (in case of single Shareholder), in case the original Shareholder has expired
☐ Self-attested copy of PAN card of all the transferor(s)
☐ Other relevant documents (please specify)

FOR ALL PUBLIC SHAREHOLDERS (DEMAT SHARES AND PHYSICAL SHARES):

I / We confirm that the Equity Shares which are being tendered herewith by me / us under this Offer are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter.

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 have obtained any and all necessary consents to tender the Equity Shares in the Offer on the foregoing basis.

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 the sale and transfer of the Equity Shares held by me / us will not contravene any applicable law and will not breach the terms of any agreement (written or otherwise) that I / we are a party to. My / Our execution of this Form of Acceptance shall constitute my / our warranty that the Equity Shares comprised in this application are owned by me / us. If any claim is made by any third party in respect of the said Equity Shares, I / we will hold the Acquirers harmless and indemnified against any loss they or either of them may suffer in the event these Equity Shares are acquired by the Acquirers.

I / We agree that the Acquirers will pay the consideration as per secondary market mechanism only after verification of the documents and signatures, as applicable submitted along with this Form of Acceptance. I / We undertake to return to the Acquirers any Open Offer consideration that may be wrongfully received by me / us.

I / We confirm that I / we are not persons acting in concert or persons deemed to be acting in concert with the Acquirers, or any other parties to the SPAs.

I / We give my/ our consent to the Acquirers 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 Acquirers to effectuate this Offer in accordance with the SEBI (SAST) Regulations.

I / We confirm that I / we are in compliance with the terms of the Open Offer set out in the PA, the DPS and the LOF.

I / We are / am not debarred from dealing in shares or securities, including the 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 including but not limited to section 281 of the Income Tax Act and under Section 81 of the Central Goods and Services Tax Act, 2017. I / We confirm that no notice has been issued by the income tax / GST authorities impacting the rights to transfer the shares.

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

I / We note and understand that a lien will be marked against the Equity Shares tendered by me by the Clearing Corporation until the settlement date whereby the Acquirers make(s) payment of purchase consideration as mentioned in the LOF.

I/We confirm that I/we hold the Equity Shares as 'capital asset' or 'stock-in-trade'. I / We note and understand that the Equity Shares tendered in the Offer will be held by the Registrar to the Offer/ Clearing Corporation in trust for me / us till the date the Acquirers make payment of consideration as mentioned in the LOF, or the date by which other documents are dispatched to the Public Shareholders, as the case may be. I / We also note and understand that the consideration will be paid only to those Public Shareholders who have validly tendered their Equity Shares in this Offer, in accordance with the terms of the LOF.

I / We authorise the Acquirers to accept the Equity Shares so offered or such lesser number of Equity Shares which the Acquirers may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the LOF. I / we further authorize the Acquirers to return to me / us, Equity Shares in respect of which this Offer is not found valid / not accepted without specifying the reasons thereof.

I / We authorize the Acquirers, and the Registrar to the Offer to return to me/ us by speed post or courier, unaccepted documents, if any, at my/our sole risk, 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 (*please tick 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 (*Please provide supporting documents and tick whichever is applicable*):

☐ FDI Route

☐ PIS Route

☐ Any other – please specify ___

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

☐ Repatriable basis
☐ Non-repatriable basis

I / We confirm that (*please tick whichever is applicable*):

☐ No RBI, FIPB or other regulatory approval was required by me for holding Equity Shares that have been tendered in this Open 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 Open 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 (please tick whichever is applicable):

☐ No RBI, FIPB or other regulatory approval is required by me for tendering the Equity Shares in this Open Offer
☐ Copies of all approvals required by me for tendering Equity Shares in this Open Offer are enclosed herewith
☐ 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 including but not limited to section 281 of the Income Tax Act
☐ In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, error, negligence or omission of information provided / to be provided by me / us, I / we will indemnify the Acquirers for such income tax demand (including interest, penalty, cost of litigation etc.) and provide the Acquirers with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority

ADDITIONAL CONFIRMATIONS AND ENCLOSURES FOR ALL PUBLIC SHAREHOLDERS, AS APPLICABLE:

I / We, have enclosed the following documents *please tick whichever is applicable*):

☐ Self-attested copy of PAN card.
☐ Self-declaration form in Form 15 G / Form 15 H, if applicable to be obtained in duplicate copy (applicable only for interest payment, if any).
☐ No objection certificate / Tax clearance certificate from income tax authorities, for deduction of tax at a lower rate / NIL rate on income from sale of shares and interest income, if any, wherever applicable.
☐ For Mutual Funds/ Banks/ notified institutions/ other shareholders, under section 194A(3)(iii) of the Income Tax Act, attested copy of relevant registration or notification.
☐ 'Valid Tax Residency Certificate' issued by the income tax authority of a foreign country of which he / it claims to be a tax resident, in case the Public Shareholder intends to claim benefit under the DTAA between India and that jurisdiction in which the Public Shareholder claims to be resident and a duly filled in 'Form 10F' as prescribed under the IT Act. Such other information and documentation as may be required depending upon specific terms of the relevant DTAA read with the provisions of MLI, including but not limited to a declaration of not having a permanent establishment in India.
☐ SEBI registration certificate for FIIs / FPIs (mandatory to be submitted by FIIs/FPIs).
☐ SEBI registration certificate issued to Category I or Category II Alternative Investment Funds if such fund intends to claim exemption from TDS under Section 197A(1F) of the IT Act.
☐ Declaration that the investment in the Equity Shares is in accordance with the applicable SEBI regulations (mandatory to be submitted by FIIs/FPIs).
☐ Duly attested power of attorney if any person apart from the Public Shareholder has signed the Form-of-Acceptance-cum-
Acknowledgement
☐ Corporate authorization, in case of companies along with certified copy of the board resolution and specimen signatures of authorised signatories
☐ Duly attested death certificate and succession certificate/probate/letter of administration (in case of single Shareholder) if the original Public Shareholder is deceased
☐ Other relevant documents (Please specify) _____

BANK DETAILS:

For Public Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the depositories.

So as to avoid fraudulent encashment in transit, the Public Shareholder(s) holding physical shares should provide details of bank account of the first/sole shareholder.

Name of the bank	
Branch address and pin code	
Account number	
IFSC code	
MICR code	
Type of account- Savings/ Current/ Others (please specify)	

In case of interest payments, if any, by the Acquirers for delay in payment of Open Offer consideration or a part thereof, the Acquirers will deduct taxes at source at the applicable rates as per the Income Tax Act. For details, please refer to instruction no. 24 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: _____

---------- Tear Here ----------

Acknowledgement Receipt – G-Tec Jainx Education Limited - Open Offer – 2026

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

Form of Acceptance-cum-Acknowledgement for G-Tec Jainx Education Limited - Open Offer – 2026 as per details below:

Copy of delivery instruction to depository participant of Client ID for _____ Equity Shares

Date of Receipt:

Stamp of collection centre:

Signature of Official:

INSTRUCTIONS

Capitalized terms used and not defined in these instructions will have the same meaning as provided in the letter of offer dated November 04, 2026 ("**LOF**").

1. **PLEASE NOTE THAT THIS FORM OF ACCEPTANCE OR ANY OTHER DOCUMENTS SHOULD NOT BE SENT TO THE ACQUIRERS, THE TARGET COMPANY OR TO THE MANAGER TO THE OFFER.**

2. This Form of Acceptance should be legible and should be filled-up in English only.

3. All queries pertaining to this Open Offer may be directed to the Registrar to the Offer.

4. **AS PER THE PROVISIONS OF REGULATION 40(1) OF THE SEBI (LODR) REGULATIONS AND SEBI'S PRESS RELEASE DATED DECEMBER 03, 2018, BEARING REFERENCE NO. PR 49/2018, REQUESTS FOR TRANSFER OF SECURITIES SHALL NOT BE PROCESSED UNLESS THE SECURITIES ARE HELD IN DEMATERIALISED FORM WITH A DEPOSITORY WITH EFFECT FROM APRIL 01, 2019. HOWEVER, IN ACCORDANCE WITH THE CIRCULAR ISSUED BY SEBI BEARING REFERENCE NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/144 DATED JULY 31, 2020, SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL FORM ARE ALLOWED TO TENDER SHARES IN AN OPEN OFFER. SUCH TENDERING SHALL BE AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS. ACCORDINGLY, PUBLIC SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM AS WELL ARE ELIGIBLE TO TENDER THEIR EQUITY SHARES IN THIS OPEN OFFER AS PER THE PROVISIONS OF THE SEBI (SAST) REGULATIONS.**

5. The Public Shareholders who are holding the Equity Shares in physical form and who wish to tender their Equity Shares in this Offer shall approach the and submit the following set of documents for verification procedure as mentioned below:

   a) Original share certificate(s).
   b) Valid share transfer form(s), i.e. Form SH-4, duly filled, stamped and signed by the transferor(s) (i.e. by all registered shareholder(s) in the same order and as per specimen signatures registered with the Target Company), and duly witnessed at the appropriate place.
   c) Self-attested copy of the Public Shareholder's PAN card (in case of joint holders, the PAN card copy of all transferors).
   d) This Form of Acceptance for Public Shareholders holding Equity Shares in physical form, duly completed and signed in accordance with the instructions contained herein, by sole/joint shareholders whose name(s) appears on the share certificate(s) and in the same order and as per the specimen signature lodged with the Target Company.
   e) A self-attested copy of the address proof consisting of any one of the following documents: valid Aadhar card, voter identity card, passport or driving license.
   f) If the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card; (ii) Voter Identity Card; or (iii) Passport.
   g) Any other relevant document including (but not limited to) such as power of attorney, corporate authorization (including board resolution(s)/ specimen signature(s)), notarised copy/(ies) of death certificate(s) and succession certificate(s) or probated will(s), if the original shareholder is deceased, etc., as applicable.

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

6. In case of unregistered owners of Equity Shares in physical form, the Public Shareholder should provide an additional valid share transfer form(s) duly signed by the unregistered owner as transferor(s) by the sole/joint Public Shareholder(s) in the same order and duly witnessed at the appropriate place. The transfer form should be left blank, except for the signatures and witness details.

7. **PLEASE DO NOT FILL IN ANY OTHER DETAILS IN THE TRANSFER FORM.**

8. Attestation, where required (as indicated in the share transfer form) (thumb impressions, signature difference, etc.) should be done by a Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to issue the seal of his office or a member of a recognized stock exchange under their seal of office and membership number or manager of the transferor's bank.

9. In case the share certificate(s) and the transfer form(s) are lodged with the Target Company/ its transfer agents for transfer, then the acceptance shall be accompanied by the acknowledgement of lodgement with, or receipt by, the Target Company / its transfer agents, of the share certificate(s) and the transfer form(s).

10. The Public Shareholder should ensure that the certificate(s) and above documents should be sent only to the Registrar to the Offer either by ordinary/ speed post or courier or hand delivery so as to reach the Registrar to the Offer. i.e. MUFG Intime India Private Limited *(formerly known as Link Intime India Private Limited)* on or before the date of closure of the Tendering Period, at the following address: C-101, Embassy 247, 1st Floor, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India.

11. The Selling Broker should place bids on the exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the exchange bidding system. The TRS will contain the details of order submitted including Folio No., Certificate No. Dist. Nos., number of Equity Shares, etc.

12. Public Shareholders who desire to tender their Equity Shares in 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.

13. In case of Equity Shares held in joint names, names should be filled up in the same order in this Form of Acceptance 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 the Offer.

14. If the Equity Shares tendered are rejected for any reason, the Equity Shares will be returned to the sole/first named Public Shareholder(s) along with all the documents received at the time of submission.

15. The procedure for acceptance and settlement of this Offer has been mentioned in the LOF in **Para 8** (*Procedure for Acceptance and Settlement*).

16. Public Shareholders are advised to consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

17. The LOF along with this Form of Acceptance-cum-Acknowledgement is being dispatched/sent through electronic mail to all the Public Shareholders as on the Identified Date, who have registered their email ids with the Depositories. In case of non-receipt of the LOF, the Public Shareholders of the Target Company may download the same from the respective websites of SEBI (www.sebi.gov.in), the Registrar to the Offer (www.in.mpms.mufg.com), the Manager to the Open Offer Navigant Corporate Advisors Limited (www.navigantcorp.com) and NSE (www.nseindia.com) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.

18. All the 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.

19. All documents/ remittances sent by or to Public Shareholders will be at their own risk. Public Shareholders are advised to adequately safeguard their interests in this regard.

20. The Selling Broker(s) shall print the Transaction Registration Slip (TRS) generated by the exchange bidding system.

21. In case any person has submitted Equity Shares in physical form 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 Open Offer before close of Tendering Period.

22. The tender form and TRS is not required to be submitted to the Acquirers, the Manager to the Offer or the Registrar to the Offer. Public Shareholders holding Equity Shares in dematerialised form are not required to fill this Form of Acceptance unless required by their respective selling broker. Equity Shares under lock-in will be required to fill the respective Form of Acceptance.

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

resident Indians, OCBs, FIIs and FPIs) 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 copies of such previous approvals, that they would have obtained for holding the Equity Shares, in order to tender the Equity Shares held by them in the Open Offer, along with the other documents required to be submitted to accept this Offer. In the event such approvals are not submitted, the Acquirers reserve their right to reject such Equity Shares tendered in this Open Offer. Public Shareholders classified as OCBs, if any, may tender the Equity Shares held by them in the Open Offer pursuant to receipt of approval from the RBI under the FEMA and the rules and regulations made thereunder. Such OCBs shall approach the RBI independently to seek approval to tender the Equity Shares held by them in the Open Offer. If the Equity Shares are held under general permission of RBI, the non-resident Public Shareholder should state that the Equity Shares are held under general permission and clarify whether they are held on a repatriable basis or a non-repatriable basis.

24. Interest payment, if any: In case of interest payments by the Acquirers for delay in payment of Offer consideration or a part thereof, the final decision to deduct tax or not on the interest payments for delay in payment of consideration, or the quantum of taxes to be deducted rests solely with the Acquirers depending on the settlement mechanism for such interest payments.

25. Public Shareholders who wish to tender their Equity Shares must submit the following documents to the Registrar to the Offer.

For resident Public 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 consideration (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)

☐ Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify);

For non-resident Public 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 Acquirers before remitting the amount of interest

☐ Tax Residency Certificate and Form 10F and other information or documents as may be required to claim relief under the provisions of applicable double taxation avoidance agreement

☐ Self-attested declaration that it does not have a Permanent Establishment in India either under the Income Tax Act or applicable between India and any other foreign country or specified territory (as notified under Section 90 or Section 90A of the Income Tax Act) of which the Public Shareholder claims to be a tax resident

☐ SEBI registration certificate for FII or FPI

☐ Self-attested declaration in respect of residential status and tax status of Public Shareholders (e.g. individual, Hindu Undivided Family (HUF), firm, company, Association of Persons (AOP), Body of Individuals (BOI), trust or any other – please specify)

☐ Tax certificate issued by the income tax/statutory authorities of the overseas jurisdiction where the non- resident Public Shareholder is a resident for tax purposes, indicating the quantum of overseas tax along with any other information as may be relevant for this transaction.

None of the Acquirers, Manager to the Offer, Registrar to the Offer, the Target Company or any affiliates of any of the foregoing will be liable for any delay/loss in transit resulting in delayed receipt/non-receipt by the Registrar to the Offer of your Form of Acceptance.

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

The tax deducted under this Offer is not the final liability of the Public Shareholders or in no way discharges the obligation of Public Shareholders to disclose the consideration received pursuant to this Offer in their respective tax returns. All Public Shareholders are advised to consult their tax advisors for the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of such advice. The tax rates and other provisions may undergo change.

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

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



MUFG INTIME INDIA PRIVATE LIMITED
(Formerly Link Intime India Private Limited)
C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083,
Maharashtra, India
Tel No.: +91 8108114949
E-mail Id: gtecjainex.offer@in.mpms.mufg.com;
Investor Grievance Email: gtecjainex.offer@in.mpms.mufg.com
Website:www.in.mpms.mufg.com
SEBI Registration No: INR000004058
Contact Person: Ms. Pradnya Karanjekar

FORM OF TRANSFER DEED
Form No. SH-4 - Securities Transfer Form
[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution: _____ / _____ / _____

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

CIN: L 7 2 2 0 0 M H 1 9 9 9 P L C 1 1 9 6 6 1

Name of the company (in full): **G-Tec Jainx Education Limited**

Name of the Stock Exchange where the company is listed, (if any): **National Stock Exchange of India Limited**

DESCRIPTION OF SECURITIES

Kind/ class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Share	10/-	10/-	10/-

No. of Securities being Transferred				Consideration received (INR)		
In Figures	In Words			In Words		In Figures
Distinctive Number	From					
	To					
Corresponding Certificate Nos.						

Transferor's Particulars

Registered Folio Number _____

Name(s) in full and PAN (attach copy of pan card) **Seller Signature(s)**

1. _____ _____
2. _____ _____
3. _____ _____

I hereby confirm that the transferor has signed before me.

Signature of the Witness : _____
Name of the Witness : _____
Address of the Witness : _____
Pincode: _____

Transferee's Particulars

Name in full (1)	Father's/Mother's /Spouse Name (2)	Address & E-mail id (3)
Roychand Chenraj	Mr. Roy Chand	Address: 130, Wheeler Road, Cox Town Bangalore North, Fraser Town, Bangalore, Karnataka-560005, India Email id: chairman@jgi.ac.in

Occupation (4)	Existing Folio No., if any (5)	Signature (6)

Folio No. of Transferee

Specimen Signature of Transferee(s)

1. _____
2. _____
3. _____

Value of stamp affixed: INR _____

Declaration:

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

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

Enclosures:

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

STAMPS

For Office Use Only

Checked by _____

Signature Tallied by _____

Entered in the Register of Transfer on _____

_____ **vide Transfer no** _____

Approval Date _____

Power of attorney / Probate / Death Certificate / Letter of Administration

Registered on _____ at

No _____

On the reverse page of the certificate

Name of the Transferor	Name of the Transferee	No. of shares	Date of Transfer

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Signature of the authorized signatory