

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer (“DLOO”) is sent to you as a Shareholder(s) of **Shilp Gravures Limited**. If you require any clarifications about the action to be taken, you may consult your stock broker or investment consultant or Manager or Registrar to the Offer (*as defined below*). In case you have recently sold your equity shares in Shilp Gravures Limited, please hand over 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 affected.

OPEN OFFER(“OFFER”) BY			
Name	Acquirers	Address & Contact Details	-
Aikyam Sampati Management LLP	Acquirer No. 1	Om Decora 9 Square Wing-A, 504 Office 5 th Floor Nana Mava Circle, Rajkot, Gujarat, India 360001. Email Id: compliancesaikyam@gmail.com Tel: +91-9909988953	(hereinafter collectively referred to as “Acquirers”)
Mr. Pranav Chandrakant Bhalara	Acquirer No. 2	Vivan, Tanti Park Corner, B/h. Imperial Heights, 150 ft. Ring Road, Rajkot, Gujarat-360005 Email Id: pbhalara@balajimultiflex.com Tel: +91-9913399399	

**TO THE PUBLIC SHAREHOLDERS OF
SHILP GRAVURES LIMITED (“SHILPGRAVQ” / “TARGET COMPANY”)
Corporate Identification Number (CIN): L27100GJ1993PLC020552
Registered Office: 778/6 Pramukh Industrial Estate, Sola - Santej Road, Village: Rakanpur, Kalol, Gujarat, India, 382721.
Tel No: +91 9925246511; E-mail ID: cs@shilpgravures.com; Website: www.shilpgravures.com**

For the acquisition of 15,98,948 (Fifteen Lakh Ninety Eight Thousand Nine Hundred Forty Eight) Fully Paid Up Equity Shares of the face value of ₹ 10/- each, representing 26.00% of the total Equity and voting Share Capital of the Target Company, at a price of ₹ 213/- (Rupees Two Hundred Thirteen Only) per fully paid-up Equity Share (the “Offer Price”) payable in Cash pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time (“SEBI (SAST) Regulations”).

Please Note:

- 1) This Offer is being made by the Acquirers pursuant to Regulations 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”) for substantial acquisition of shares/ voting rights accompanied with change in control and management of the Target Company.
- 2) There are no statutory approvals required to acquire equity shares that are tendered pursuant to this Offer. However, the Offer would be subject to all statutory approvals as may be required and/or may subsequently become necessary to acquire at any later date.
- 3) In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirers, any statutory approvals required are not received or refused, then the Acquirers shall have the right to withdraw the Open Offer. In the event of such withdrawal of the Open Offer, the Acquirers, through the Manager to the Offer, shall, within 2 (two) working days of such withdrawal, make an 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 of the SEBI (SAST) Regulations, 2011.
- 4) The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations. This Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations.
- 5) In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer are more than the number of Offer Shares, Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager, ensuring that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that the acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable, or the entire holding if it is than the marketable lot. The marketable lot for the Equity Shares for the purpose of this Offer shall be 1 only.
- 6) This Offer is subject to certain statutory, regulatory and other approvals and conditions described in paragraph 7.4.
- 7) The 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.
- 8) Upward revision if any in the Offer Price and / or Size by the Acquirers at any time prior to the commencement of the last one working day before the commencement of the tendering period i.e. up to Monday, February 03, 2025 or in the case of withdrawal of offer, the same would be informed by way of the Public Announcement in the same newspapers in which the original Detailed Public Statement in relation to this Offer had appeared. Such revision in the Offer Price would be payable for all the shares validly tendered anytime during the period that the offer is open and accepted under the Offer.
- 9) **There has been no competing offer as on date of this Draft Letter of Offer. If there is a competitive offer, then the Offer under all subsisting bids shall open and close on the same date.**
- 10) The procedure for acceptance is set out in Paragraph 08 titled as ‘Procedure for Acceptance and Settlement of the Offer’ at page 24 of this Draft Letter of Offer
- 11) The Offer Documents would also be available on SEBI’s website accessible at www.sebi.gov.in , BSE’s website accessible at www.bseindia.com, Manager’s website accessible at www.gyrcapitaladvisors.com, and Registrar’s website accessible at www.bigshareonline.com

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>GYR Capital Advisors CLARITY TRUST GROWTH</p>	 <p>Bigshare Services Pvt. Ltd.</p>
<p>GYR Capital Advisors Private Limited (CIN.: U67200GJ2017PTC096908) 428, Gala Empire, Near J B tower, Drive in Road, Thaltej, Ahmedabad, Gujarat – 380 054. Tel: +91-8777564648 Email: info@gyrcapitaladvisors.com Website: www.gyrcapitaladvisors.com Contact Person: Mr. Mohit Baid SEBI Registration No.: INM000012810 SEBI Registration Validity: Perpetual</p>	<p>Bigshare Services Private Limited (CIN.: U67120TN1998PLC041613) S6-2,6th Floor, Pinnacle Business Park, Nextto Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400 093, Maharashtra Tel: 022 6263 8200 Fax: 022- 62638299 Email: : openoffer@bigshareonline.com Investor Grievance Email: investor@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Maruti Eate SEBI Registration No.: INR000001385 SEBI Registration Validity: Perpetual</p>
OFFER OPENS ON: TUESDAY, FEBRUARY 04, 2025	OFFER CLOSES ON: MONDAY, FEBRUARY 17, 2025

SCHEDULE OF MAJOR ACTIVITIES

Major Activities	Schedule
Public Announcement	Thursday, December 12, 2024
Publication of Detailed Public Statement	Thursday, December 19, 2024
Filing of Draft Letter of Offer with SEBI	Friday, December 27, 2024
Last Date for a public announcement for competing offer(s)	Friday, January 10, 2025
Last date for receipt of Comments from SEBI on Draft Letter of Offer	Friday, January 17, 2025
Identified Date*	Tuesday, January 21, 2025
Date by which Letter of Offer will be dispatched to the Shareholder	Tuesday, January 28, 2025
Last date by which a Committee of Independent Directors constituted by the BODs of the Target Company shall give its recommendations	Thursday, January 30, 2025
Last Day of Revision of Offer Price / Share	Monday, February 03, 2025
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Monday, February 03, 2025
Date of commencement of tendering period	Tuesday, February 04, 2025
Date of Closing of tendering period	Monday, February 17, 2025
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Wednesday, March 05, 2025
Post Offer Advertisement	Wednesday, March 12, 2025
Post Offer report	Wednesday, March 12, 2025

**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 owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and Sellers of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.*

***Note:** The above timelines are tentative (prepared on the basis of timelines provided under the Takeover Regulations) and are subject to change for any reason, including, but not limited, delays in receipt of approvals or comments from regulatory authorities.*

RISK FACTORS

Given below are the risks related to the transaction, proposed offer and those associated with the Acquirers:

1) Relating to Underlying transaction

- a) Pursuant to the acquisition of Sale Shares, the Acquirers (i) will appoint its directors on the Board of Directors of the Target Company; (ii) shall acquire control of the Target Company and (iii) the Sellers will resign from the Board of Directors of the Target Company, which will result in a change in ownership, control and management of the Target Company, which may have a significant effect on the business, financial condition and the results of operations of the Target Company.
- b) In accordance with the SPA, the acquisition of the Sale Shares shall be completed upon the fulfillment of conditions agreed between the Acquirers and the Sellers. In terms of and in accordance with Regulation 23(1) of the SEBI (SAST) Regulations, if the conditions as stated in paragraph 7.4 of this Draft Letter of Offer are not complied with, for the reasons beyond the reasonable control of the Acquirers, the Acquirers shall have the right to withdraw the Open Offer.
- c) The Underlying Transaction is subject to completion risks as would be applicable to similar transactions.

2) Relating to the Offer

- a) As on the date of this Draft Letter of Offer, to the best of knowledge and belief of the Acquirer, no statutory approvals are required by the Acquirer to acquire the equity shares that are validly tendered pursuant to this Offer. However, in case of any other statutory approvals are required or become applicable at a later date before the completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals and the Acquirer shall make the necessary applications for such approvals. In the event of non-receipt of any of the statutory approvals, which may become applicable for acquisition of equity shares the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011.

The following conditions under which the Acquirers can withdraw the Open Offer, as provided in Regulation 23(1) of the SEBI (SAST) Regulations, 2011 are:

- i. 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;
- ii. the Acquirer(s), being a natural person, has died;
- iii. 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, provided that an acquirer shall not withdraw an open offer pursuant to a public announcement made under clause (g) of sub regulation (2) of regulation 13, even if the proposed acquisition through the preferential issue is not successful.; or
- iv. such circumstances as in the opinion of the Board, merit withdrawal

In the event of such a withdrawal of the Offer, the Acquirer shall through the Manager to the Offer, within 2 (two) Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for such withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.

- b) In case Equity Shares tendered by the Public Shareholders under this Open Offer is more than the Offer Size, acceptance would be determined on a proportionate basis, subject to acquisition of a maximum of 15,98,948 (Fifteen Lakhs Ninety-Eight Thousand Nine Hundred and Forty-Eight) Equity Shares and hence there is no certainty that all the Equity Shares tendered by the Public Shareholders in the Open Offer will be accepted. The unaccepted Equity Shares will be returned to the Public Shareholders in accordance with the schedule of activities for the Open Offer.
- c) In case of delay in receipt of any such statutory approvals, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied that non-receipt of such approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirers and/or the PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirers and/or the PACs agreeing to pay interest to the Eligible Public Shareholders for delay, at the rate of 10% as specified in Regulation 18(11A) of the SEBI (SAST) Regulations. Provided that in case the delay is not attributable to any act of omission or commission of the Acquirers and/or the PACs, or due to the reasons or circumstances beyond the control of Acquirers and/or the PACs, SEBI may grant waiver from the payment of interest. Where the statutory approvals extend to some but not all the Eligible Public Shareholders, the Acquirers and the PACs will have the option to make payment of the consideration to such Eligible Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer.
- d) NRIs, OCBs and other non-resident holders of the Equity Shares, if any, must obtain all approvals required to tender the Equity Shares held by them in this Offer (including without limitation, the approval from the RBI, if

applicable) and submit such approvals along with the Form of Acceptance cum-Acknowledgement and other documents required to accept this Offer. In the event such approvals are not submitted, the Acquirers and/or the PACs shall 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 and FPIs) had required any approvals (including from the RBI or any other regulatory body, if applicable) in respect of the Equity Shares held by them, they will be required to submit such previous approvals that they would have obtained for holding the Equity Shares, along with the other documents required to be tendered to accept this Offer. If such previous approvals and/or relevant documents are not submitted, the Acquirers and/or the PACs shall reject such Equity Shares tendered in this Offer. If the Equity Shares are held under general permission of the RBI, the non-resident Eligible Public Shareholder should state that such Equity Shares are held under general permission, furnish a copy of the relevant notification / circular pursuant to which the Equity Shares are held and clarify whether the Equity Shares are held on repatriable basis or non-repatriable basis.

- e) In the event that either: (a) there is any order of a governmental authority and regulatory approvals are not received within time or litigation leading to a stay or injunction on the Offer or that restricts or restrains the Acquirer from performing their obligations hereunder; or (b) SEBI instructing the Acquirer not to proceed with this Offer, then this Offer process may be delayed beyond the schedule of activities indicated in this Draft Letter of Offer. Consequently, the payment of consideration to the Public Shareholders, whose Equity Shares are validly accepted in this Offer as well as the return of the Equity Shares not accepted in this Offer, may be delayed beyond the schedule of activities as indicated in this Draft Letter of Offer.
- f) Shareholders should note that the Shareholders who tender the Equity Shares in acceptance of the Offer shall not be entitled to withdraw such acceptances during the tendering period even if the acceptance of Equity Shares under the Offer and dispatch of consideration gets delayed. The tendered shares and documents would be held in trust by the Registrar to the Offer / Custodian to the Offer, till such time as the process of acceptance of tenders and the payment of consideration is completed. During such period, there may be fluctuations in the market price of the Equity Shares and the Public Shareholders will not be able to trade in such Equity Shares which are in the custody of the Registrar to the Offer / Custodian to the Offer, thereby restricting the ability of such Public Shareholders to take advantage of any favorable price movements.
- g) This DLOF has not been filed, registered or approved in any jurisdiction outside India. Recipients of the LOF residing in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirers, the PAC or the Manager to the Offer to any new or additional registration requirements. This DLOF does not in any way constitute an offer to purchase or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation.
- h) The Eligible Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirers and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Draft Letter of Offer.
- i) In relation to the Open Offer, the Acquirer, and the Manager to the Offer accept responsibility only for statements made by them in the PA, DPS, DLOF, LOF or in the post Open Offer advertisement or any corrigenda or any materials issued by or at the instance of the Acquirer, or the Manager to the Offer in relation to the Open Offer (other than information pertaining to the Target Company which have been obtained from publicly available sources or provided by the Target Company). Anyone placing reliance on any sources of information (other than as mentioned in this paragraph) would be doing so at his/her/its own risk.
- j) None of the Acquirers, the Manager or the Registrar to the Offer accept any responsibility for any loss of documents during transit (including but not limited to Open Offer acceptance forms, etc.), and Public Shareholders are advised to adequately safeguard their interest in this regard.

3) Relating to Acquirers

- a) The Acquirers make no assurance with respect to the future financial performance of the Target Company and disclaims any responsibility with respect to any decision by the Shareholders on whether or not to participate in the Offer.
- b) The Acquirers make no assurance with respect to its investment/divestment decisions relating to its proposed shareholding in the Target Company.
- c) The Acquirers do not provide any assurance with respect to the market price of the Equity Shares of the Target Company before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required by applicable law) with respect to any decision by any shareholder on whether to participate or not to participate in the Offer.

- d) For the purpose of disclosures in the DLOF, all information relating to the Target Company has been obtained from publicly available sources or from the Target Company. The accuracy of such details of the Target Company has not been independently verified by the Acquirers and the Manager to the Offer.
- e) As per Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), the Target Company is required to maintain at least 25% (twenty five percent) public shareholding as determined in accordance with SCRR, on a continuous basis for listing. Pursuant to completion of this Open Offer, the Underlying Transaction and the bulk deal transaction (as defined below), the public shareholding in the Target Company will fall below the Minimum Public Shareholding (“MPS”) requirement as per Rule 19A of SCRR read with SEBI (LODR) Regulations, 2015 and the Acquirers will ensure that the Target Company satisfies the Minimum Public Shareholding set out in Rule 19A of the SCRR in compliance with applicable laws, within the prescribed time, and in a manner acceptable to the Acquirers.
- f) The Acquirers and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement (PA) / Detailed Public Statement (DPS)/ Draft Letter of Offer (DLOO) and Letter of Offer (LOO) and anyone placing reliance on any other sources of information (not released by the Acquires) would be doing so at his / her / its own risk.

The risk factors set forth above, pertain to the Offer and are not in relation to the present or future business or operations of the Target Company or any 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. Each Shareholder of the Target Company is hereby advised to consult with legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for further risks with respect to each such Shareholder’s participation in the Offer and related sale and transfer of Equity Shares of the Target Company to the Acquirers.

NOTICE TO SHAREHOLDERS IN OTHER COUNTRIES

This DLOF does not in any way constitute an offer to sell or an invitation to sell, any securities in any jurisdiction in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. The Potential users of the information contained in this DLOF are requested to inform themselves about and to observe any such restrictions. The Open Offer described in this DLOF 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 DLOF 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 DLOF 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 DLOF 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.

CURRENCY OF PRESENTATION

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

TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1	Abbreviations / Definitions	6
2	Disclaimer Clause	9
3	Details of the Offer	9
4	Background of the Acquirers	14
5	Background of the Target Company	16
6	Offer Price and Financial Arrangements	21
7	Terms and Conditions of the Offer	23
8	Procedure for Acceptance and Settlement of the Offer	24
9	Notes on Taxation	31
10	Documents for Inspection	37
11	Declaration by the Acquirers	38

1. ABBREVIATIONS / DEFINITIONS

The following abbreviations / definitions apply throughout this document, unless the context requires otherwise:

Term / Abbreviation	Description
Acquirer-1	Aikyam Sampati Management LLP
Acquirer-2	Mr. Pranav Chandrakant Bhalara
Acquirers	Aikyam Sampati Management LLP (Acquirer No. 1), and, Mr. Pranav Chandrakant Bhalara (Acquirer No. 2) (Hereinafter Collectively referred to as “Acquirers”)
Acquisition Window	The facility for acquisition of Equity Shares through stock exchange mechanism pursuant to this Offer shall be available on the BSE, in the form of a separate window
Acquisition Window Circulars	Stock exchange mechanism as provided under SEBI (SAST) Regulations and the SEBI circulars bearing reference number ‘CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015’, ‘CFD/DCR2/CIR/P/2016/131 dated December 09, 2016’ and ‘SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021’ and on such terms and conditions as may be permitted by law from time to time
AoA	Articles of Association
Board / Board of Directors	The Board of Directors of the Target Company.
BSE/Stock Exchange	BSE Limited, Mumbai
Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. SMC Global Securities Limited
CDSL	Central Depository Services (India) Limited
CKYC	Central know your client
CIN	Corporate Identification Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	The Companies Act, 1956 / The Companies Act, 2013, as amended and as applicable
Depositories	CDSL and NSDL
DIN	Director Identification Number issued and allotted under the Companies Act 1956/ Companies Act, 2013, and the rules made thereunder
DLOO / DLoF	Draft Letter of Offer
DP	Depository Participant
DPS / Detailed Public Statement	Detailed Public Statement which appeared in the newspaper on Thursday, December 19, 2024 issued by the Manager to the Offer, on behalf of the Acquirers, in relation to the Offer and published in all the editions of Financial Express (National English Daily: All Editions), Janasatta (National Hindi Daily: All Editions), Financial Express (Regional Gujrati Daily: Gujrati Editions (Ahmedabad edition where registered office of the Target Company is situated) and Mumbai Lakshadweep (Regional Marathi Daily: Mumbai Edition) (Mumbai Edition place where the Stock Exchange at which the Equity Shares of the Target Company are listed) on December 19, 2024, in accordance with the Regulations 3(1) and 4 read with Regulations 13(4), 14 and 15(2) and other applicable regulations of the SEBI (SAST) Regulations, 2011.
Eligible Persons to participate in the Offer	shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except the Acquirers, other member forming part of the Promoter and Promoter Group who are not parties to the Share Purchase Agreement, the parties to the Share Purchase Agreement and any person deemed to be acting in concert with them, pursuant to and in compliance with the provisions of regulation 7(6) of the SEBI (SAST) Regulations, 2011.

ECS	Electronic Clearing Service
EPS	Earnings per share
Escrow Agreement	Escrow Agreement dated Saturday, December 07, 2024 entered among the Acquirers, Escrow Bank and Manager to the Offer
Escrow Account	Escrow Account opened in accordance with Regulation 17 of the SEBI (SAST) Regulations, under the name and style of “AIKYAM SAMPATI MANAGEMENT LLP Escrow Account” with ICICI Bank Limited, the Escrow banker.
Escrow Bank	ICICI Bank Limited (“Escrow Agent”), a banking corporation incorporated under the laws of India, acting through its branch office at ICICI Bank Limited, Capital Markets Division, 5th Floor, HT Parekh Marg, Backbay Reclamation, Church gate, Mumbai – 400020.
Equity Shares	The fully paid-up equity shares of the Target Company of face value of ₹10.00/- each.
Equity Share Capital	The paid-up share capital of Target Company is ₹6,14,98,000/- comprising of 61,49,800 Equity Shares of ₹10.00/- each fully paid-up.
Voting Share Capital	Voting Share Capital means the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th Working Day from the closure of the tendering period of the Open Offer
Finance Act	The Finance Act, 2021
FATCA	Foreign Account Tax Compliance Act.
FEMA	Foreign Exchange Management Act, 1999 including rules and regulations formulated there under.
FI	Financial Institutions
FIIs	Erstwhile Foreign Institutional Investor(s), as defined under Section 2(1)(f) of the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended and modified from time to time.
FIPB	Erstwhile Foreign Investment Promotion Board or the Foreign Investment Facilitation Portal, and which shall include the erstwhile Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and which shall include the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
FPIs	Foreign Portfolio Investor(s), as defined under Regulation 2(1)(j) of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended and modified from time to time.
Form of Acceptance	Form of Acceptance-cum-Acknowledgement.
Identified Date	The date falling on the 10th (Tenth) Working Day prior to the commencement of Tendering Period, for the purposes of determining eligible shareholders to whom the Letter of Offer will be sent i.e Tuesday, January 21, 2025
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
ISIN	International Securities Identification Number
LOO / LoF	Letter of Offer
Manager / Manager to the Offer / GYR	GYR Capital Advisors Private Limited, Ahmedabad
MICR	Magnetic Ink Character Recognition
MF	Mutual Funds
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Funds Transfer
NSDL	National Securities Depository Limited
NRI(s)	Non – Resident Indians
OCB(s)	Overseas Corporate Bodies
Offer	Open Offer for acquisition of 15,98,948 (Fifteen Lakh Ninety Eight Thousand Nine Hundred Forty Eight) Equity Shares of the face value of ₹ 10/- each, representing 26.00% of the Equity Share Capital of the Target Company at a price of ₹ 213/- (Rupees Two Hundred Thirteen Only) per fully paid up Equity Share payable in cash.
Offer Period	Period between the date of entering into an agreement, formal or informal, to acquire shares, voting rights in, or control over a target company requiring a public announcement, or the date of the public announcement, as the case may be, and the

	date on which the payment of consideration to shareholders who have accepted the open offer is made i.e. December 12, 2024 (Thursday) to March 05, 2025 (Wednesday) or the date on which open offer is withdrawn, as the case may be.
Offer Price	₹ 213/- (Rupees Two Hundred and Thirteen Only) per share for each fully paid-up Equity Shares payable in cash.
Offer Shares	Open offer being made by the Acquirers for acquisition of up to 15,98,948 Offer Shares, representing 26.00% of the Voting Share Capital of the Target Company
PAN	Permanent Account Number
PA / Public Announcement	Public Announcement of the Offer published on Thursday, December 12, 2024.
PAC/PACs	Person(s) acting in concert
Public Shareholders	shall mean all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Open Offer, except the Acquirers, other member forming part of the Promoter and Promoter Group who are not parties to the Share Purchase Agreement, the parties to the Share Purchase Agreement and any person deemed to be acting in concert with them, pursuant to and in compliance with the provisions of regulation 7(6) of the SEBI (SAST) Regulations, 2011.
RBI	Reserve Bank of India
Registrar / Registrar to the Offer	Bigshare Services Private Limited, an entity registered with SEBI under the SEBI (Registrar to Issue and Share Transfer Agents) Regulations, 1993, as amended or modified from time to time.
Rs. / INR	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SCRR	Securities Contract (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (LODR) Regulation / LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof.
SEBI (SAST) Regulations / Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof.
Sellers/Promoters Sellers	Mr. Gajanan Vamanrao Bhavsar/ Mrs.Sangita Gajanan Bhavsar, Mr. Atul Manilal Vinchhi,Mr. Ambar Jayantilal Patel/ Mrs.Amita Ambar Patel, Mr.Narendra Ramkrishna Patil/ Mrs. Chhaya Narendra Patil, Mr. Neil Roshan Shah/Mr. Roshan Harshvadan Shah, Mr. Roshan Harshvadan Shah/Mrs. Arati Roshan Shah,Mr. Siddharth Narendra Patil,Mr. Jay Roshan Shah/Mr. Roshan Harshvadan Shah, Mrs. Amita Ambar Patel/Mr. Ambar Jayantilal Patel, Mrs. Chhaya Naraendra Patil/Mr. Naraendra Ramkrishna Patil, Mr. Deval Ambarbhai Patel/ Mrs. Amita Ambar Patel , M/s. Patil Narendra Ramkrishna H.U.F.,Mrs. Sangita Gajanan Bhavsar /Mr. Gajanan Vamanrao Bhavsar , Mr. Priyank Gajanan Bhavsar , Mr. Rachit Gajanan Bhavsar / Mr.Gajanan Vamanrao Bhavsar,Mr. Sundeep Harshvadan Shah/Mrs. Shefali Sundeep Shah, Mrs. Arati Roshan Shah/ Mr. Roshan Harshvadan Shah, Mrs. Kumudben H Shah/Mr. Sundeep Harshvadan Shah, Mr. Satish V Patil, Mr. Ravindra Ramkrishna Patil/Mrs. Sunanda Ravindra Patil, Mr. Patil Sumit Ravindra, M/s. Ambar Jayantilal Patel H.U.F., Mrs. Anal Nandan Patel, Mr. Dasratbhai Vithaldas Patel, Mr. Sumanbhai Vithaldas Patel, Mr. Vishnubhai Vithadas Patel and Mr. Baldev Vithaldas Patel (collectively referred to as “Sellers”)
Selling Member / Broker	Respective stock brokers of all Shareholders who desire to tender their Shares under the Open Offer
Share Purchase Agreement/ SPA / Agreement	Share purchase agreement dated Thursday, December 12, 2024 executed between the Acquirers and the Sellers
STT	Securities Transaction Tax
Target Company / TC	Shilp Gravures Limited
Tendering Period	Period within which Shareholders of the Target Company may tender their Equity Shares in acceptance to the Offer i.e. the period between and including Tuesday, February 04, 2025 to Monday, February 17, 2025.
TRS	Transaction Registration Slip generated by the Designated Stock Exchange bidding system
Underlying Transaction	The acquisition of Sale Shares under the Share Purchase Agreement
Working Day	A working day of SEBI, as defined under the SEBI (SAST) Regulations, 2011

2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF DRAFT LETTER OF OFFER WITH SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE DLOO 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 SHILP GRAVURES LIMITED 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/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT 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 DRAFT LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRERS DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER GYR CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED DECEMBER 27, 2024 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THIS DRAFT 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 BACKGROUND OF THE OFFER

3.1.1 On December 12, 2024 the Acquirers entered into a Share Purchase Agreement with the Sellers (‘SPA’), to which the Acquirers have agreed to acquire 37,36,207 Equity Shares (“Sale Shares”) constituting 60.75% of the Equity Share Capital of the Target Company. The Acquirers have agreed to purchase the Sale Shares at a negotiated price of ₹ 159.35/- (Rupees One Hundred Fifty Nine and Thirty Five Paise Only) per Equity Share aggregating to ₹ 59,53,64,585.45/- (Rupees Fifty Nine Crores Fifty Three Lakhs Sixty Four Thousand Five Hundred Eighty Five and Forty Five Paise only), (“Maximum Consideration”) payable in cash subject to the terms and conditions as set out in the SPA

3.1.2 This Open Offer is being made by the Acquirers in compliance with Regulations 3(1) & 4 and other applicable provisions of SEBI (SAST) Regulations, as amended.

3.1.3 As on date of this DLOO, the Acquirers do not hold any Equity Shares of the Target Company.

3.1.4 The details of the Promoters/Promoter Group Sellers are as under:

Sr. No.	Name of Sellers	Part of Promoter Group (Yes / No)	Details of shares held by the Sellers			
			Pre Transaction		Post Transaction	
			Number of Equity Shares	% of Equity Share Capital of the Target Company	Number of Equity Shares	% of Equity Share Capital of the Target Company
1	Gajanan Vamanrao Bhavsar/ Sangita Gajanan Bhavsar (Joint Holder) PAN: AAVPB6232E/ AETPB0688Q Address: Both residing at Bunglow No- 11, Saket-3, Near S P Ring Road, Ambali, Bopal, Ahmedabad, Gujarat 380058	Yes	3,09,410	5.03%	Nil	Nil

2	Atul Manilal Vinchhi PAN: ABGPV4709A Address: NR, Madhur Hall Anand Nagar, Satellite 33, Shivalik Bunglows, Ahmadabad City, Ambawadi Vistar, Ahmadabad, Gujarat – 380015	Yes	3,68,277	5.99%	Nil	Nil
3	Ambar Jayantilal Patel/ Amita Ambar Patel (Joint Holder) PAN: AEFPP2699H/ AAMPP7376E Address: Both residing at 15, Sagar Society, Near Shakti Enclave, Judges Bungalow Road, Ahmedabad City, PO: Bodakdev, Ahmedabad, Gujarat -380054	Yes	2,46,219	4.00%	Nil	Nil
4	Narendra Ramkrishna Patil/ Chhaya Narendra Patil (Joint Holder) PAN: AFAPP2468N/ ACPPP9117J Address: Both residing at 4, Amarkunj Society, Near Gordhanwadi Tekra, Kankariya, Ahmedabad City, Ahmedabad, Gujarat, 380028	Yes	1,82,500	2.97%	Nil	Nil
5	Neil Roshan Shah/ Roshan Harshvadan Shah (Joint Holder) PAN: DHYPS2024G/ AAWPR9164L Address: Both residing at 401 Shailin Bellevue, Gulabi Tekra, Manekbag, Ahmadabad City, Ahmedabad, Gujarat – 380015	Yes	1,22,981	2.00%	Nil	Nil
6	Roshan Harshvadan Shah/ Arati Roshan Shah (Joint Holder) PAN: AAWPR9164L/ ALQPS7274M Address: Both residing at 401, Shalin Bellevue, Opp Gulbai Tekra Municipal Garden, Gulbai Tekra, Ahmadabad City, Manekbag, Ahmedabad, Gujarat, 380015	Yes	1,13,404	1.84%	Nil	Nil
7	Siddharth Narendra Patil PAN: AJGPP6100M Address: 4, Amarkunj Society, Near Gordhanwadi Tekra, Kankariya, Ahmedabad City, Shah Alam Roza, Ahmedabad, Gujarat, 380028	Yes	1,05,700	1.72%	Nil	Nil
8	Jay Roshan Shah/ Roshan Harshvadan Shah (Joint Holder) PAN: GCBPS9091A/ AAWPR9164L Address: Both residing at 401, Shalin Bellevue, Opp Gulbai Tekra Municipal Garden, Gulbai Tekra, Ahmadabad City, Manekbag, Ahmedabad, Gujarat - 380015	Yes	1,00,000	1.63%	Nil	Nil
9	Amita Ambar Patel/ Ambar Jayantilal Patel (Joint Holder) PAN: AAMPP7376E/ AEFPP2699H Address: Both residing at 15, Sagar Society, Near Shakti Enclave, Judges Bungalow Road, Ahmedabad City, PO: Bodakdev, Ahmedabad, Gujarat -380054	Yes	86,991	1.41%	Nil	Nil
10	Chhaya Narendra Patil/ Narendra Ramkrishna Patil (Joint Holder) PAN: ACPPP9117J/ AFAPP2468N Address: Both residing at 4, Amarkunj Society, Near Gordhanwadi Tekra, Kankariya, Ahmedabad City, Ahmedabad, Gujarat, 380028	Yes	75,000	1.22%	Nil	Nil

11	Deval Ambarbhai Patel/ Amita Ambar Patel (Joint Holder) PAN: AHCPP9547Q/ AAMPP7376E Address: Both residing at 15, Sagar Society, Opp. Shakti Enclave, Ahmedabad City, Ahmedabad Bodakdev, Gujarat, 380054.	Yes	64,781	1.05%	Nil	Nil
12	Patil Narendra Ramkrishna H.U.F. (acting through its Karta i.e Mr. Patil Narendra Ramkrishna) PAN: AAFHP3178K Address: 4, Amarkunj Society, Near Gordhanwadi Tekra, Kankariya, Ahmedabad, Gujarat, 380028	Yes	46,300	0.75%	Nil	Nil
13	Sangita Gajanan Bhavsar/ Gajanan Vamanrao Bhavsar (Joint Holder) PAN: AETPB0688Q/ AAVPB6232E Address: Both residing Bunglow No- 11, Saket-3, S P Ring Road, Ambali, Bopal, Ahmedabad, Gujarat-380058.	Yes	39,441	0.64%	Nil	Nil
14	Priyank Gajanan Bhavsar PAN: AXXPB2560L Address: Bunglow No- 11, Saket-3, Near S P Ring Road, Ambali, Bopal, Bopal Daskroi Ahmedabad, Gujarat- 380058	Yes	36,455	0.59%	Nil	Nil
15	Rachit Gajanan Bhavsar/ Gajanan Vamanrao Bhavsar (Joint Holder) PAN: AKWPB8589M/ AAVPB6232E Address: Both residing at Bungalows No 11, Saket -3 Near S P Ring Road, Ambli, Bopal, Ahmedabad, Gujarat – 380058.	Yes	26,502	0.43%	Nil	Nil
16	Sundeep Harshvadan Shah/ Shefali Sundeep Shah (Joint Holder) PAN: ADKPS6333F/ AIRPS9378J Address: Both residing at 202, Maurya Grace, B/S Kirtiman Complex, Nr. Patidar Hostel, Off C.G. Road, Gulbai Tekra, Ahmedabad, Gujarat – 380006.	Yes	13,400	0.22%	Nil	Nil
17	Arati Roshan Shah/ Roshan Harshvadan Shah (Joint Holder) PAN: ALQPS7274M/ AAWPR9164L Address:Both residing at 401, Shalin Bellevue, Opp Gulbai Tekra Municipal Garden, Gulbai Tekra, Ahmadabad City, Manekbag, Ahmedabad, Gujarat, 380015.	Yes	11,155	0.18%	Nil	Nil
18	Kumudben H Shah/ Sundeep Harshvadan Shah (Joint Holder) PAN: AADPH1601H/ ADKPS6333F Address: Kumudben h Shah residing at 401, Shalin Belleview, Gulbai Tekra, Municipal Garden, Manekbag, Ahmedabad, Gujarat -380015 and Sundeep Harshvadan Shah residing at 202 Maurya Grace, Off C.G. Road, B/S Kirtiman Complex Nr. Iscon House, Ellisbridge, Ahmedabad, Gujarat 380006	Yes	7,000	0.11%	Nil	Nil
19	Satish V Patil PAN: AOFPP4305N Address: 5-Bansari Avenue, 8-Devang Co-op. Housing Society, Bhairavnath Road, Opp Vallabh Wadi Bus Stop, Maninagar, Ahmedabad, Gujarat - 380008	Yes	6,200	0.10%	Nil	Nil
20	Ravindra Ramkrishna Patil/ Sunanda Ravindra Patil (Joint Holder)					

	PAN: ABEP8925A/ ACTPP9367J Address: Both residing at 8 Amarkunj Society, Gordhanwadi Tekra Kankaria, Shah Alam Roza, Ahmedabad, Gujarat 380028	Yes	1,500	0.02%	Nil	Nil
21	Patil Sumit Ravindra PAN: ALNPP6153B Address: 8, Amarkunj Society, Gordhanwadi Tekra, Kankaria, Shah Alam Roza, Ahmedabad, Gujarat - 380028	Yes	1,000	0.02%	Nil	Nil
22	Patel Ambar Jayantilal H.U.F. (acting through its Karta i.e Mr. Patel Ambar Jayantilal) PAN: AABHP8723N Address: 15, Sagar Society, Nr. Shakti Enclave, Bodekdev, Ahmedabad, Gujarat 380054	Yes	901	0.01%	Nil	Nil
23	Anal Nandan Patel PAN: ACOPP8563B Address: 10 Natraj Society, B/H Polytechnic, Gulbai Tekra, Ambawadi, Ahmedabad, Gujarat 380015	Yes	650	0.01%	Nil	Nil
24	Dasratbhai Vithaldas Patel PAN: ABIPP9418N Address: 306 Raff Ave Carle Place, NY 11514(Foreign Resident)	Yes	3,33,228	5.42%	Nil	Nil
25	Sumanbhai Vithaldas Patel PAN: ABBPP4900G Address: 21 Old Farm Rd, Norwood, MA 02062- 5513(Foreign Resident)	Yes	3,33,228	5.42%	Nil	Nil
26	Vishnubhai Vithaldas Patel PAN: ABBPP4901H Address: 214 White Ave New Hyde Park, NY 11040(Foreign Resident)	Yes	3,33,228	5.42%	Nil	Nil
27	Baldev Vitthaldas Patel PAN: ABBPP2978E Address: 17914 Saint Croix Isle DR Tampa, FL 33647 (Foreign Resident)	Yes	7,70,756	12.53%	Nil	Nil
	Total		37,36,207	60.75%	Nil	Nil

Note: Pursuant to this Offer and the transactions contemplated in the SPA, the Acquirers shall become the Promoters of the Target Company and, the Selling Promoter Shareholders will cease to be the promoter of the Target Company and shall be classified as a public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

3.1.5 Salient features of SPA are as follows:

- The Sellers agree to sell and transfer to the Acquirers a total of **37,36,207** (Thirty-Seven Lakh Thirty-Six Thousand Two Hundred and Seven) Equity Shares having face value of ₹10/- each at an offer price of ₹ **159.35/- (Rupees One Hundred Fifty-Nine and paise Thirty-Five Only)** per fully paid-up Equity Shares of the said Target Company along with the control of the Target Company in terms of the Takeover Regulation.
- It is agreed that sale proceeds of ₹ **59,53,64,585.45 (Rupees Fifty-Nine Crores Fifty-Three Lakh Sixty-Four Thousand Five Hundred Eighty-Five Paise Forty-Five Only)** shall be the full and final consideration payable by the Purchaser to the sellers for the purchase of sale shares.
- The Sale Shares held by the Sellers are in dematerialised form and are free from any lien, claim, pledge, charge, mortgage, and encumbrance as on the date of the Agreement.
- The sale and purchase of the Sale Shares shall be subject to compliance with the provisions of SEBI (SAST) Regulations.

- The Sellers and Acquirers shall cause the Company to comply with the provisions of SEBI (SAST) Regulations.
- 3.1.6 Through the SPA, the Acquirers propose to take substantial acquisition of shares & management control of the Target Company. Post Open Offer, assuming full acceptance in the Offer, existing shareholding and acquisition of shares under SPA, the shareholding of the Acquirers will be 53,35,155 Equity Shares constituting 86.75% of the Equity Share Capital of the Target Company.
- 3.1.7 The consideration for the shares accepted under the Open Offer payable to the respective shareholders shall be paid in cash.
- 3.1.8 The Acquirers have not entered into any non-compete arrangement and/or agreement with anyone with respect to the operation of the Target Company.
- 3.1.9 There is no ‘Persons Acting in Concert’ within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations in relation to this Open Offer.
- 3.1.10 As of the date of this DLOF, the Acquirers do not have any nominee directors or representatives on the board of directors of the Target Company
- 3.1.11 The Acquirers, the Target Company and the Sellers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI Act. Further the Acquirers have not been declared as Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.1.12 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations, the Board of the Target Company is required to constitute a committee of Independent Directors who would provide its written reasoned recommendation on the Offer to the Shareholders of the Target Company and such recommendations shall be published at least two working days before the commencement of the Tendering Period in the same newspaper where the DPS of the Offer was published. A copy whereof shall be sent to SEBI, BSE and Manager to the Offer and in case of a competing offers to the Managers to the Open Offer for every competing offer.
- 3.1.13 The Acquirers have not been categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations. It has further confirmed that it is not appearing in the wilful defaulters list of the Reserve Bank of India appearing on the website of MCA [www.mca.gov.in].
- 3.1.14 There are no directions subsisting or proceedings pending against the Acquirers, Target Company, Manager to the Open Offer under SEBI Act, 1992 and regulations made there under.

3.2 DETAILS OF THE PROPOSED OFFER

- 3.2.1 In accordance with the Regulation 14(3) and pursuant to Regulations 3(1) & 4 of SEBI (SAST) Regulation, the Acquirers have made a Detailed Public Statement on December 19, 2024 pursuant to Public Announcement dated December 12, 2024 in the following newspapers:

Financial Express (National English Daily)	All Editions
Jansatta (National Hindi Daily)	All Editions
Mumbai Lakshadweep (Regional Marathi Daily)	Mumbai Edition
Financial Express (Regional Gujarati Daily)	Gujarat Edition

A Copy of the Public Announcement (PA) and the Detailed Public Statement (DPS) are/will be available on the SEBI’s website: www.sebi.gov.in, , BSE at www.bseindia.com and on the website of the Manager to the Open offer at <https://gyrcapitaladvisors.com/>. Simultaneously with the publication of DPS in the newspaper, a copy of the DPS was filed through the Manager to the Offer with SEBI, BSE and the Target Company at its registered office.

- 3.2.2 This is a Triggered Offer, being made by the Acquirers in accordance with Regulations 3(1) & 4 of the SEBI (SAST) Regulations pursuant to the execution of the Share Purchase Agreements .
- 3.2.3 The Acquirers hereby make this Offer to the existing shareholders (other than the parties to the SPA) to acquire up to 15,98,948 (Fifteen Lakh Ninety Eight Thousand Nine Hundred Forty Eight) Equity Shares of face value of ₹10/- (Rupees Ten Only) constituting 26.00% of the Equity Share capital of the Target Company

on the 10th (Tenth) working day from the closure of the Tendering Period (“**Offer Size**”) at a price of ₹ 213/- (**Rupees Two Hundred Thirteen Only**) per Equity Share payable in cash, subject to the terms and conditions set out in the Public Announcement, the Detailed Public Statement, and the Letter of Offer, that will be sent to the shareholders of the Target Company.

- 3.2.4 The Equity Shares of the Target Company acquired by the Acquirers shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.5 This Open Offer is made under SEBI (SAST) Regulations, 2011 to all the shareholders of the Target Company, in term of the Regulation 7(6) of the Regulations, except the Acquirers, existing Promoters/Promoter Group, Deemed PACs with the Acquirer and the parties to the SPA.
- 3.2.6 As on date of this Draft Letter of Offer, all the Equity Shares of the Target Company are fully paid up and there are no partly paid up Equity Shares in the Target Company. There are no outstanding convertible instruments (debentures/warrants/FCDs/PCDs) etc. into Equity Shares on any later date.
- 3.2.7 This is not a competitive bid. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of shares of the Target Company. Further there is no competitive bid in this Offer as on the date of this Draft Letter of Offer.
- 3.2.8 This Open Offer is not a conditional offer and not subject to any minimum level of acceptance.
- 3.2.9 The Acquirers have not acquired any shares of Target Company after the date of P.A. i.e. December 12, 2024 and up to the date of this Draft Letter of Offer i.e., December 27, 2024.
- 3.2.10 The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers under this Offer as fully paid up, free from all lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof.
- 3.2.11 As per Regulation 38 of SEBI (LODR) Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Target Company is required to maintain at least 25% public shareholding, on continuous basis for listing. If, as a result of the acquisition of Equity Shares in this Open Offer and the Underlying Transaction, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR read with SEBI (LODR) Regulations, 2015, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with other applicable laws.
- 3.2.12 The Manager to the Offer, GYR Capital Advisors Private Limited does not hold any Equity Shares in the Target Company as on the date of the Public Announcement, Detailed Public Statement and this Draft Letter of Offer. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the Equity Shares of the Target Company during the Offer Period.

3.3 OBJECT OF THE ACQUISITION / THE OFFER

- 3.3.1 Pursuant to existing shareholding & the SPA, this Open Offer is being made by the Acquirers in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, wherein Acquirers propose to take substantial acquisition of shares & management control of the Target Company.
- 3.3.2 At present, the Acquirers do not have any plans to make major change to the existing line of business of the Target Company except in the ordinary course of business. The Acquirers would support the existing business of the Target Company.
- 3.3.3 The Acquirers do not have any plans to alienate any significant assets of the Target Company or any of its subsidiaries (if any) whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. Target Company’s future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through special resolution passed by way of postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations.
- 3.3.4 Pursuant to this Offer and the transactions contemplated in the Share Purchase Agreements, the Acquirers shall become the promoters of the Target Company and, the Promoters will cease to be the promoters of the Target Company in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

4. BACKGROUND OF THE ACQUIRERS

4.1 M/s AIKYAM SAMPATI MANAGEMENT LLP – ACQUIRER NO. 1

4.1.1 **Aikyam Sampati Management LLP** is a Limited Liability Partnership, incorporated on October 09, 2024 pursuant to the provisions of Section 12(1) of the Limited Liability Partnership Act, 2008 and rules made thereunder. The LLP Identification Number of Acquirer 1 is ACJ-8444. The Registered office of the Acquirer 1 is situated at Om Decora 9 Square Wing-A, 504 Office 5th Floor, Nana Mava Circle, Rajkot, Gujarat, India, 360001. Telephone No.: +91-9909988953; E-mail: compliancesaikyam@gmail.com. There has been no change in the name of Acquirer 1 since its incorporation.

4.1.2 Acquirer 1 is primarily engaged in the business of providing all kinds of corporate advisory and consultancy services in the areas of wealth management, portfolio management, financial planning, asset allocation, risk profiling, cash budgeting, estate/ will planning and taxation issues and to invest in securities and provide execute, undertake and provide services in the areas of investment research, institutional equity and fixed income investment planning and wealth management solutions, consultancy for investments including mutual funds, bonds, small savings investment plans, retirement plans.

4.1.3 The Acquirer 1 is Limited Liability Partnership and is not listed on any stock exchanges in India or outside India.

4.1.4 The Designated Partners of the Acquirer 1 as on date of this DLOF is as under:

Sr. No	Name	Designation	Date of appointment	DPIN	Capital Contribution	
					(in ₹)	%
1.	Pranav Chandrakant Bhalara	Designated Partner	09/10/2024	03299470	14,50,00,000	25.00%
2.	Pratik Rajendrabhai Kothari	Designated Partner	09/10/2024	03550736	5,00,000	0.09%

4.1.5 Profile of Designated Partners of the Acquirer 1 is as under:

- a) Mr. Pranav Chandrakant Bhalara, aged 41 years, resides at Vivan, Tanti Park Corner, Behind Imperial Height, 150 ft Road, Rajkot, Gujarat, India, 360005. He holds a diploma in International Hotel Management with Events from the Swiss Hotel Management School, Switzerland. He is a second-generation industrialist with a business background and 18 years of experience in the flexible packaging industry.
- b) Mr. Pratik Rajendrabhai Kothari, aged 36 years, resides at D-7, Balaji Society, Dhoraji Road, Jetpur, Gujarat, 360370. He holds a Bachelor of Commerce degree from Saurashtra University, Rajkot, Gujarat. With 13 years of experience in the plastic industry, he has expertise in the manufacturing of flexible packaging and the trading of polymers, chemicals, and inks.

4.1.6 The Networth of Acquirer 1 as on December 06, 2024 is ₹ 22 Crores and the same is certified by CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number : 120662W), having their office at 609-610, A-Wing, 9 square, Nana Mava Main Road, Rajkot, Gujarat - 360005; Mobile Number: +91- 7211148115; vide certificate dated December 06, 2024 bearing Unique Document Identification Number (UDIN) – 24126601BKAMBZ9927.

4.1.7 Acquirer 1 was incorporated on October 09, 2024 and has not completed a financial year. Hence the financial information (interim or full year) is not available.

4.1.8 Acquirer 1 is not holding any Equity Shares of the Target Company prior to the execution of the SPA.

4.1.9 Acquirer 2 is one of the Designated Partner in Acquirer no. 1.

4.2 MR. PRANAV CHANDRAKANT BHALARA- ACQUIRER NO. 2

4.2.1 Mr. Pranav Chandrakant Bhalara, aged 41 years, resides at Vivan, Tanti Park Corner, Behind Imperial Height, 150 ft Road, Rajkot, Gujarat, India, 360005. He holds a diploma in International Hotel Management with Events from the Swiss Hotel Management School, Switzerland. He is a second-generation industrialist with a business background and 18 years of experience in the flexible packaging industry. As on date of this DPS, he is not acting as a Whole Time Director in any public limited company and he is not on the Board of any listed company.

4.2.2 He is one of the Designated Partner in Acquirer no. 1

4.2.3 As on the date of this DPS, Acquirer 2 does not hold any Equity shares directly or indirectly of the target company and has not acquired any Equity shares of the Target Company during the 12 (Twelve) months period prior to the date of the Public Announcement.

4.2.4 The Net worth of Mr. Pranav Chandrakant Bhalaria as on November 30, 2024 is ₹ 76.65/- Crores and the same is certified by CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number : 120662W), having their office at 609-610, A-Wing, 9 square, Nana Mava Main Road, Rajkot, Gujarat - 360005; Mobile Number: +91- 7211148115 vide certificate dated December 12, 2024 bearing Unique Document Identification Number (UDIN) – 24126601BKAMCE9077.

4.3 OTHER DETAILS OF THE ACQUIRERS:

- 4.3.1 The Acquirers do not belong to any Group as such.
- 4.3.2 The Acquirers do not have any relationship with the Sellers.
- 4.3.3 The Acquirers do not hold any Equity Shares of the Target Company.
- 4.3.4 The Acquirers are not related directly or indirectly with the Target Company or its Promoters and Directors.
- 4.3.5 The Acquirers have confirmed that, there are no directors representing the Acquirer and the PACs on the board of the Target Company.
- 4.3.6 There are no persons acting in concert in relation to this Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
- 4.3.7 The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirers and no other persons / entities propose to participate in the acquisition.
- 4.3.8 The Acquirers undertake that they will not sell the Equity Shares of the Target Company, if any, during the “Offer Period” in terms of Regulation 25(4) of the SEBI (SAST) Regulations.
- 4.3.9 The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of direction issued under section 11B of SEBI Act, 1992, as amended (the “SEBI Act”) or under any other Regulation made under the SEBI.
- 4.3.10 None of the Acquirers have been categorized as a “wilful defaulter” in terms of Regulation 2(1)(ze) of the SEBI (SAST) Regulations.
- 4.3.11 None of the Acquirers have been declared as Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.3.12 As on date of the DLOF, the Acquirers are in compliance with Regulation 6A & Regulation 6B of the Takeover Regulations, 2011
- 4.3.13 Pursuant to the consummation of this Underlying Transactions and subject to compliance with the SEBI (SAST) Regulations, the Acquirers will acquire control over the Target Company and the Acquirers shall make an application to BSE Limited in accordance with the provisions of Regulation 31A(10) of SEBI (LODR) Regulations for classification of themselves as the promoters of the Target Company subject to the compliance of the SEBI (LODR) Regulations.
- 4.3.14 The Acquirers do not have an intention to delist the Target Company pursuant to this Offer.

5 BACKGROUND OF THE TARGET COMPANY (SHILP GRAVURES LIMITED)

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

- 5.1 The Target Company was incorporated as “Shilp Gravures Limited” under the provisions of the Companies Act, 1956 on October 29, 1993 and registered with the Registrar of Companies, in Ahmedabad, Gujarat.
- 5.2 The registered office of the Target Company is situated at 778/6 Pramukh Industrial Estate, Sola - Santej Road, Village: Rakanpur, Kalol, Gujarat, India, 382721, Tel: +91 99252 46511; Email: cs@shilpgravures.com; Website: www.shilpgravures.com CIN No.: L27100GJ1993PLC020552.
- 5.3 The Target Company is an Indian manufacturer of gravure rollers used in printing and packaging. Listed on the BSE Limited (“BSE”), the company specializes in electronically engraved copper and chrome-plated rollers, serving industries like packaging and textiles. Shilp Gravures exports globally and is an ISO 9001 certified, focusing on quality and sustainable solutions.
- 5.4 The Equity Shares of the Target Company are listed on BSE Limited (Scrip ID: SHILGRAVQ, Scrip Code: 513709). The ISIN of the Equity Shares is INE960A01017.
- 5.5 **Share Capital Structure of the Target Company**

The Authorized Share Capital of the Company is ₹ 6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of ₹ 10/- each. As on date, the issued, subscribed and paid-up capital of the Target Company is ₹ 6,14,98,000/- (Rupees Six Crores Fourteen Lakhs Ninety Eight Thousand Only) divided into 61,49,800 (Sixty One Lakh Forty Nine Thousand Eight Hundred) Equity Shares of ₹ 10/- each. The entire issued, subscribed, paid up and voting equity capital of the Target Company is listed at BSE Limited (“BSE”) only.

5.6 **The Share Capital of the Target Company is as follows:**

Particulars	No. of Shares / Voting Rights	% of Shares / Voting Rights
Fully Paid-up Equity Shares	61,49,800	100.00
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	61,49,800	100.00
Total Voting Rights in the Target Company	61,49,800	100.00

5.7 As on date of this DLOO, there are no outstanding instruments in the nature of warrants / compulsorily convertible debentures / partly convertible debentures, etc. convertible into Equity Shares on any later date. There are no partly paid up shares in the Target Company.

5.8 The shares of the Target Company are presently listed on the BSE Limited. The shares of the Target Company are not suspended for trading from BSE Limited.

5.9 Target Company is in compliance of all listing requirements / SEBI (LODR) Regulations and there were no punitive actions including penalties levied by stock exchanges against the Target Company. However there have been instances of non-compliance by the Promoters & Promoter group of the Target Company under Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, pertaining to inter-se transfer among the Promoters and Promoter Group during the financial years 2018-19 and 2019-20. As of the date of this DLOF, the Target Company has not received any communication or action from the Securities and Exchange Board of India (SEBI) in this regard. However, it should be noted that SEBI reserves the right to take appropriate action against the Promoters/Promoter Group of the Target Company for such non-compliance under the SEBI (SAST) Regulations, 2011, and the applicable provisions of the SEBI Act, 1992.

5.10 Based on the information available on the website of BSE, the Equity Shares of the Target Company are frequently traded on BSE (within the meaning of explanation provided in 2(j) of the SEBI (SAST) Regulations).

5.11 **Details of Directors of Shilp Gravures Limited:**

As on the date of this Draft Letter of Offer, the Board of Directors of the Target Company comprises of 6 (Six) members as given below:

S No.	Name of Directors	DIN	Designation	Date of Appointment
1	Mr. Ambar Jayantilal Patel	00050042	Managing Director	29/10/1993
2	Mrs. Monica Hemal Kanuga	06919996	Non Executive-Non Independent Director	26/07/2014
3	Mr. Baldevbhai Vithaldas Patel	00107161	Non Executive-Non Independent Director	31/01/2020
4	Mr. Padmin Hasikant Buch	03411816	Independent Director	31/01/2020
5	Mr. Shailesh Krushnalal Shah	00349722	Independent Director	10/08/2024
6	Mr. Shailesh Manilal Patel	01567689	Independent Director	10/08/2024
7	Mr. Jayantilal T Jhalavadia	01754051	Additional Independent Director	12/12/2024

5.12 As of the date of this DLOF, there are no directors representing the Acquirers on the board of the Target Company.

5.13 There has not been any merger / demerger or spin-off in the Target Company during the past 3 (three) years.

5.14 The key financial information of the Target Company based on the audited consolidated financial statements for the financial year ended March 31, 2024, 2023 and 2022 and for the period ended 30 September, 2024 as per the unaudited consolidated limited reviewed financials, are as follows:

(₹ in Lakhs)

Profit & Loss Account as on	30-Sept-2024	31-Mar-24	31-Mar-23	31-Mar-22
	Unaudited	Audited	Audited	Audited
Income from Operations	4680.84	8,747.97	8,719.97	7,479.04
Other Income	480.81	842.90	127.72	372.20
Total Income	5161.65	9,590.87	8,847.69	7,851.24
Total Expenditure	4129.95	7,587.68	7,258.24	6,297.02
Profit Before Depreciation Interest and Tax	1031.7	2,003.19	1,589.45	1,554.22
Depreciation	268.21	483.63	479.09	494.87
Interest	27.61	36.40	41.13	52.81
Profit/(Loss) Before Tax	735.88	1,483.16	1,069.23	1,006.54
Tax Expenses	102.71	341.32	288.31	215.36
Profit/(Loss) After Tax	633.17	1141.84	780.92	791.18

(₹ in Lakhs except for per share data)

Balance Sheet as on	30-Sept-2024	31-Mar-24	31-Mar-23	31-Mar-22
	Unaudited	Audited	Audited	Audited
Sources of Funds				
Paid up Shares Capital	614.98	614.98	614.98	614.98
Reserves and Surplus (Excluding Revaluation Reserve)	9,587.41	9,080.49	8,075.34	7,399.85
Networth	10,202.39	9,695.47	8,690.32	8,014.83
Secured Loans	370.26	330.95	172.03	391.91
Unsecured Loans	-	-	-	-
Other Non- Current Liabilities	522.21	540.76	458.65	342.27
Total	11,094.86	10,567.18	9,321.00	8,749.01
Uses of Funds				
Net fixed assets	5,156.82	5,262.19	4,812.76	5,103.69
Investments	3,295.59	3,056.89	2,339.00	1,682.68
Other Non- Current Assets	664.53	653.90	752.58	529.07
Net current assets	1,977.92	1,594.20	1,416.66	1,433.57
Total miscellaneous expenditure not written off	-	-	-	-
Total	11,094.86	10,567.18	9,321.00	8,749.01

Other Financial Data	30-Sept-2024	31-Mar-24	31-Mar-23	31-Mar-22
Dividend (%)	0%	21%	21%	18%
Earnings Per Share (₹)*	10.30	18.57	12.70	12.87
Return on Net worth (%)**	6.21%	11.70%	9.05%	10.04%
Book Value Per Share (₹)***	165.90	157.66	141.31	130.33

*EPS = Profit after tax / number of outstanding Equity Shares at the close of the year/ period.

**Return on Net Worth = Profit / Net Worth.

***Book Value per Share = Net Worth / No. of Equity Shares.

Source: Audited/Unaudited Annual Accounts as certified by the Statutory Auditor of Target Company.

(the remaining page was intentionally left blank)

5.15 Pre and Post Offer Shareholding Pattern of the Target Company is as follows:

Shareholders' Category	Shares / voting rights prior to the agreement / acquisition and the Offer		Shares / voting rights agreed to be acquired through SPA		Shares / voting rights to be acquired in open offer (assuming full acceptances)		Shareholding / voting rights after the acquisition and offer (assuming full acceptance)	
	(A)		(B)		(C)		(A) + (B) + (C) = (D)	
	No.	%	No.	%	No.	%	No.	%
(1) Promoters Group								
a) Parties to SPA, namely Gajanan Vamanrao Bhavsar/ Sangita Gajanan Bhavsar Atul Manilal Vinchhi Ambar Jayantilal Patel/ Amita Ambar Patel Narendra Ramkrishna Patil/ Chhaya Narendra Patil Neil Roshan Shah/ Roshan Harshvadan Shah Roshan Harshvadan Shah/ Arati Roshan Shah Siddharth Narendra Patil Jay Roshan Shah/ Roshan Harshvadan Shah Amita Ambar Patel/ Ambar Jayantilal Patel Chhaya Narendra Patil/ Narendra Ramkrishna Patil Deval Ambarbhai Patel/ Amita Ambar Patel Patil Narendra Ramkrishna H.U.F. Sangita Gajanan Bhavsar/ Gajanan Vamanrao Bhavsar Priyank Gajanan Bhavsar Rachit Gajanan Bhavsar/ Gajanan Vamanrao Bhavsar Sundeep Harshvadan Shah/ Shefali Sundeep Shah Arati Roshan Shah/ Roshan Harshvadan Shah Kumudben H Shah/ Sundeep Harshvadan Shah Satish V Patil Ravindra Ramkrishna Patil/ Sunanda Ravindra Patil Patil Sumit Ravindra Patel Ambar Jayantilal H.U.F. Anal Nandan Patel Dasratbhai Vitthaldas Patel Sumanbhai Vitthaldas Patel Vishnubhai Vitthaldas Patel Baldev Vitthaldas Patel	37,36,207	60.75%	(37,36,207)	(60.75)%	-	-	-	-
b) Promoter group other than (a) above	4,100	0.07%	-	-	-	-	4,100	0.07%
Sub Total (1)	37,40,307	60.82%	(37,36,207)	(60.75)%	-	-	4,100	0.07%
(2) Acquirers								
Aikyam Sampati Management LLP	-	-	37,31,207	60.67%	15,98,948	26.00%	53,35,155	86.75%
Mr. Pranav Chandrakant Bhalara	-	-	5,000	0.08%	-	-	-	-
Sub Total (2)	-	-	37,36,207	60.75%	15,98,948	26.00%	53,35,155	86.75%
(3) Parties to agreement other than (1) & (2) above	-	-	-	-	-	-	-	-
(4) Public Shareholders (i.e. other than mentioned above)								
a) FIs / MFs / FIIs / Banks/NII/IEPF	94,913	1.54	-	-	(15,98,948)	(26.00)%	8,10,545	13.18%
b) Others	-	-	-	-	-	-	-	-

Individuals			-	-				
Holding Share capital upto ₹ 2 lakhs	17,74,181	28.85%						
Holding Share Capital more than ₹ 2 lakhs	3,10,308	5.05%						
Others								
Bodies Corporate	48,460	0.79%						
NRIs	1,03,180	1.68%						
Any others	78,451	1.28%						
Total No. of shareholders in public category i.e. Sub Total (4)	24,09,493	39.18%	-	-	(15,98,948)	(26.00)%	8,10,545	13.18%
Grand Total (1+2+3+4)	61,49,800	100.00%	-	-	-	-	61,49,800	100.00%

Notes:

- 1) Shareholding Pattern is based on Quarter ended September 30, 2024.
- 2) All percentages are calculated on the Total Equity Paid up Shares Capital of the Target Company, as on 10th working day after closing of tendering period.
- 3) Pursuant to this Offer and the transactions contemplated in the SPA, the Acquirers shall become the Promoter of the Target Company and, the Selling Promoter Shareholders will cease to be the promoter of the Target Company and shall be classified as a public shareholder in accordance with the provisions of Regulation 31A (10) of the SEBI (LODR) Regulations.

5.16 Details of Compliance Officer of the Target Company

Mr. Harsh Rameshbhai Hirpara
Shilp Gravures Limited
778/6 Pramukh Industrial Estate, Sola - Santej Road,
Village: Rakanpur, Kalol, Gujarat, India, 382721.
Tel No: +91 9925246511;
E-mail ID: cs@shilpgravures.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 BSE Limited only, having a Scrip ID of "SHILPGRAVQ" & Scrip Code of 513709 and is currently underlying in Group "X" on BSE Limited.

6.1.2 The annualized trading turnover in the Equity Shares of the Target Company on BSE based on trading volume during the 12 (twelve) calendar months prior to the month of Public Announcement (December 01, 2023 to November 30, 2024) is as given below:

Name of the Stock Exchange	Total number of Equity Shares traded during the 12 (Twelve) calendar months prior to the month of PA	Total Number of Listed Shares	Annualized Trading Turnover (in terms of % to Total Listed Shares)
BSE	30,89,721	61,49,800	50.24%

(Source: www.bseindia.com)

6.1.3 The shares of the Target Company are listed on BSE. The closing share price of the Target Company as on the date of the PA was ₹ 295.35/- on BSE. The trading of shares of the Target Company are not suspended on BSE.

6.1.4 As on date of this DLoF, Target Company has no outstanding instruments in the nature of warrants / compulsorily convertible debentures / partly convertible debentures, etc. convertible into equity shares of the Target Company on any later date.

6.1.5 Based on the information available on the website of BSE, the equity shares of the Target Company are frequently traded on the BSE (within the meaning of explanation provided in 2(j) of the SEBI (SAST) Regulations). Hence, the Offer Price of ₹ 213/- (**Rupees Two Hundred Thirteen Only**) per fully paid up Equity Share has been determined as per the parameters as set out in terms of Regulation 8(1) and 8(2) of the SEBI (SAST) Regulations, being highest of the followings:

(a)	The highest negotiated price per Equity Share of the Target Company for any acquisition under the agreement attracting the obligation to make a public announcement of an open offer	₹ 159.35/-
(b)	The volume-weighted average price paid or payable for acquisition during the 52 (Fifty Two) weeks immediately preceding the date of PA	NA
(c)	The highest price paid or payable for any acquisition during 26 (Twenty Six) weeks period immediately preceding the date of PA	NA
(d)	In case of frequently traded shares, the volume-weighted average market price for a period of 60 trading days immediately preceding the date of PA on BSE	₹ 212.05/-
(e)	Where the shares are not frequently traded, the price determined by the acquirer and the manager to the open 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	NA ⁽¹⁾
(f)	The per Equity Share value computed under Regulation 8(5) of the SEBI (SAST) Regulations, if applicable	NA ⁽²⁾

Source: Certificate dated December 12, 2024, issued by CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number : 120662W).

Notes:

(1) Not applicable as the Equity Shares are frequently traded.

(2) Not applicable since the acquisition is not an indirect acquisition

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 ₹ 213/- (**Rupees Two Hundred Thirteen Only**) per fully paid up Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations.

- 6.1.6 Pursuant to regulation 8 (17) of the SEBI (SAST) Regulations, there has been no confirmation for any reported event or information provided by the Target Company due to any material price movement as per the framework specified under sub-regulation (11) of Regulation 30 of the SEBI (LODR) Regulations and thus no exclusion or adjustment has been made for determination of offer price under the SEBI (SAST) Regulations.
- 6.1.7 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
- 6.1.8 If the Acquirers, acquires or agrees to acquire any Equity Shares or Voting Rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price shall stand revised to the highest price paid or payable for any such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations, 2011. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.
- 6.1.9 As on date of this DLOF, 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 acquirer 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 exchanges on which the shares of the target company are listed, and the target company at its registered office.
- 6.1.10 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 BSE.
- 6.1.11 If the Acquirers acquire Equity Shares 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 the Public Shareholders whose Equity Shares have been accepted in this Open 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 SEBI (SAST) Regulations or pursuant to SEBI (Delisting of Equity Shares) Regulations, 2021 as amended or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares in any form.

6.2 FINANCIAL ARRANGEMENT

- 6.2.1 The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of **15,98,948** of ₹ 10/- each from the public shareholders of the Target Company at Offer Price of **₹ 213/-** (Rupees Two Hundred Thirteen Only) per Equity Share is **₹ 34,05,75,924/-** (Rupees Thirty Four Crores Five Lakhs Seventy Five Thousand Nine Hundred Twenty Four only) (the “**Offer Consideration**”).
- 6.2.2 The Acquirers have adequate resources and have made firm financial arrangements for financing the acquisition of the Equity Shares under the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations. The acquisition will be financed through internal resources and no funds are borrowed from banks or financial institution for the purpose of this Open Offer. CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number : 120662W), having their office at 609-610, A-Wing, 9 square, Nana Mava Main Road, Rajkot, Gujarat - 360005; Mobile Number: +91-7211148115 vide certificate dated December 06, 2024 bearing Unique Document Identification Number (UDIN) – 24126601BKAMCB5341 have confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this Open Offer in full.
- 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 December 13, 2024 have deposited cash of an amount of **₹ 851.44** Lacs in an escrow account opened with ICICI Bank Limited, named: **AIKYAM SAMPATI MANAGEMENT LLP ESROW ACCOUNT** bearing Account Number **000405161764** which is 25% of the Offer Consideration. The cash deposit has been confirmed by the Escrow Agent by way of a confirmation letter dated December 17, 2024.
- 6.2.4 In case of upward revision of the Offer Price and/or the Offer Size, the Acquirers would deposit appropriate

additional amount into an Escrow Account to ensure compliance with Regulation 18(5) of the SEBI (SAST) Regulations, prior to effecting such revision.

6.2.5 The Manager to the Offer has been duly authorised by the Acquirers to realize the value of Escrow Account in terms of the SEBI (SAST) Regulations.

6.2.6 Based on the above and in the light of the Escrow Arrangement, the Manager to the Offer is satisfied that firm arrangements have been put in place by the Acquirers to fulfill the Acquirers' obligations through verifiable means in relation to the Offer in accordance with the SEBI (SAST) Regulations.

7 TERMS AND CONDITIONS OF THE OFFER

7.1 OPERATIONAL TERMS AND CONDITIONS

7.1.1 This Offer is not conditional upon any minimum level of acceptance i.e it is not a conditional offer.

7.1.2 The Offer is subject to the terms and conditions set out in this Draft Letter of Offer, the PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.

7.1.3 The Draft Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those public shareholders of the Target Company (except the Acquirers, Existing Promoters & Sellers) whose name appear on the Register of Members, at the close of business hours on January 21, 2025 ("**Identified Date**").

7.1.4 The Target Company has signed agreements with both the Depositories for offering Shares in dematerialized form. The ISIN Number is INE960A01017. [Source: www.bseindia.com]

7.1.5 The Marketable lot for the Equity Shares of the Target Company for the purpose of this Offer shall be 1(one).

7.1.6 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.

7.1.7 The eligible persons can write to the Registrar / Manager to the Offer requesting for the Letter of Offer. Alternatively, the Letter of Offer would also be available at SEBI's website, www.sebi.gov.in, and shareholders can also apply by downloading such documents from the website.

7.1.8 This Offer is subject to the receipt of any statutory and other approvals as mentioned under paragraph 7.4 of this Draft Letter of Offer. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.

7.1.9 The acceptance of the Offer must be unconditional and should be in the manner prescribed herein.

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

7.1.11 The Acquirers will not be responsible in any manner for any loss of Equity Share certificate(s) and Offer acceptance documents during transit. The Equity shareholders of the Target Company are advised to adequately safeguard their interest in this regard.

7.2 LOCKED IN SHARES

As on date of this Draft Letter of Offer, as per the shareholding pattern filed for the quarter ended September 30, 2024, none of the Equity Shares of the Target Company are subject to lock-in.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

7.3.1 The Offer is made to all the public shareholders (except the Acquirers, Existing Promoters & Sellers) whose names appeared in the register of shareholders on January 21, 2025 and also to those persons who own shares any time prior to the closure of the Offer, but are not registered shareholders(s).

7.4 STATUTORY AND OTHER APPROVALS

7.4.1 As on the date of the Draft Letter of offer, no approval is required from any bank / financial institutions for the

purpose of this Offer, to the best of the knowledge of the Acquirers.

- 7.4.2 As on the date of the Draft Letter of Offer, there are no other statutory approvals required to acquire the Equity Shares tendered pursuant to this Open Offer. If any other statutory approvals are required or become applicable, the Open Offer would be subject to the receipt of such other statutory approvals also. The Acquirers will not proceed with the Open Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. This Open Offer is subject to all other statutory approvals that may become applicable at a later date before the completion of the Open Offer. In the event of withdrawal, a public announcement will be made within 2 (Two) working days of such withdrawal, in the same newspapers in which the DPS has been published and such public announcement will also be sent to SEBI, BSE and the registered office of the Target Company.
- 7.4.3 Shareholders of the Target Company who are either non-resident Indians (“NRIs”) or overseas corporate bodies (“OCBs”) and wish to tender their Equity shareholding in this Open Offer shall be required to submit all the applicable approvals of RBI which have been obtained at the time of acquisition of 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 by such shareholders in the Open Offer. This Open Offer is subject to receipt of the requisite RBI approvals, if any, for acquisition of Equity Shares by the Acquirers from NRIs and OCBs.
- 7.4.4 In case of delay in receipt of any statutory approvals as disclosed above or which may be required by the Acquirers at a later date, as per Regulation 18(11) of the SEBI (SAST) Regulations, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any willful default, failure or neglect on the part of the Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer subject to the Acquirers agreeing to pay interest to the Public Shareholders for the delay. Provided where the statutory approvals extend to some but not all holders of the Equity Shares, the Acquirers has the option to make payment to such holders of the Equity Shares in respect of whom no statutory approvals are required in order to complete this Open Offer.
- 7.4.5 In terms of Regulation 23 of the SEBI (SAST) Regulations, 2011, in the event that the approvals specified in paragraph VIII (B) (Statutory and Other Approvals) of this DLOF or those which become applicable prior to completion of the Open Offer are not received, for reasons outside the reasonable control of the Acquirer, then the Acquirer shall have the right to withdraw the Open Offer. The following conditions under which the Acquirers can withdraw the Open Offer, as provided in Regulation 23(1) of the SEBI (SAST) Regulations, 2011 are:
- 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;
 - the acquirer, being a natural person, has died;
 - 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 acquirer, and such agreement is rescinded, subject to such conditions having been specifically disclosed in the detailed public statement and the letter of offer; or
 - such circumstances as in the opinion of the Board, merit withdrawal.
- 7.4.6 There are no conditions stipulated in the SPA between the Acquirers and the Sellers, the meeting of which would be outside the reasonable control of the Acquirers and in view of which the Offer might be withdrawn under Regulation 23 of the SEBI (SAST) Regulations.

8 PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

- 8.1 The Open Offer will be implemented by the Acquirer through stock exchange mechanism made available by the Stock Exchanges in the form of 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 vide SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 as amended from time to time, and SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021. As per SEBI Circular bearing number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalisation 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 to the said circular.
- 8.2 BSE shall be the Designated Stock Exchange for the purpose of tendering Shares in the Open Offer.

- 8.3 The Letter of Offer with the Form of Acceptance-cum-Acknowledgement will be sent to the Public Shareholders whose names appear on the register of members of the Target Company and to the beneficial owners of the Equity Shares whose names appear in the beneficial records of the respective depositories, as of the close of business on the Identified Date.
- 8.4 The Public Announcement, the Detailed Public Statement, the Draft Letter of Offer, the Letter of Offer and the Form of Acceptance-cum-Acknowledgement will also be available on the website of SEBI at www.sebi.gov.in. In case of non-receipt of the Letter of Offer, all Public Shareholders including those who have acquired Equity Shares of the Target Company after the Identified Date, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgement from the website of SEBI or obtain a copy of the same from the Registrar to the Open Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company for applying in the Offer. The Letter of Offer and the Form of Acceptance-cum-Acknowledgment shall also be available on the website of the Manager to the Open Offer at www.gyrcapitaladvisors.com and Registrar to the Open Offer at www.bigshareonline.com
- 8.5 The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available on the Stock Exchange in the form of a separate window (Acquisition Window).
- 8.6 The Acquirers has appointed **SMC Global Securities Limited** ("Buying Broker") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the tendering period. The Contact details of the buying broker are as mentioned below:

Name: SMC Global Securities Limited

Address: 11/6B, Shanti Chambers, Pusa Road, New Delhi 110005

Contact Person: Mr. Nishant Agarwal

Website: www.smctradeonline.com

Tel.: +91 11 30111333

E-mail ID: smc.care@smcindiaonline.com

Investor Grievance Email ID: igc@smcindiaonline.com

SEBI Reg. No.: INZ000199438

- 8.7 All Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during tendering period.
- 8.8 Public Shareholders have to ensure that their Equity Shares are made available to their Selling Brokers, before the closure of the Tendering Period..
- 8.9 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary 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.
- 8.10 The Registrar to the Offer will hold in trust the Form of Acceptance, Equity Shares, and/or other documents on behalf of the Public Shareholders of the Target Company who have accepted the Offer, until the warrants/cheques/drafts/e-payment for the consideration are dispatched and unaccepted share certificate/Equity Shares, if any, are dispatched/returned to the relevant Public Shareholders.
- 8.11 A Separate Acquisition Window will be provided by BSE to facilitate the placing of orders. The Selling Broker can enter orders for physical and dematerialized shares. Before placing the bid, the concerned Public Shareholder/ Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number and the procedure prescribed by the Clearing Corporation.
- 8.12 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the opening of the Offer.
- 8.13 The cumulative quantity tendered shall be displayed on the exchange website throughout the trading session at specific intervals by the stock exchange during tendering period.
- 8.14 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client.
- 8.15 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client (KYC Compliant). In the event Selling Broker(s) are not registered with BSE or NSE if the Shareholder does not have any stock broker then that Shareholder can approach any BSE or NSE registered stock broker and can make a bid by using quick unique client code ("**UCC**") facility through that BSE or NSE registered stock broker after submitting the details as may be required by 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 BSE or NSE registered stock broker then the Public Shareholder may approach Buying Broker, to

bid by using quick UCC facility. The Shareholder approaching BSE or NSE registered stock broker (with whom he does not have an account) may have to submit following details:

8.16 In case of Shareholder being an individual

- a) If Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:
- i. Central Know Your Client (CKYC) form including Foreign Account Tax Compliance Act (FATCA), In Person Verification (IPV), Original Seen and Verified (OSV) if applicable.
 - ii. Know Your Client (KYC) form Documents required (all documents self-attested):
 - iii. Bank details (cancelled cheque)
 - iv. Demat details (Demat Master /Latest Demat statement).
- b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. KYC form Documents required (all documents self-attested):
PAN card copy
Address Proof
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

8.17 In case of Shareholder is HUF:

- a) If Shareholder is registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable.
 - ii. Know Your Client (KYC) form Documents required (all documents self-attested): Bank details (cancelled cheque)
 - iii. Demat details (Demat Master /Latest Demat statement).
- b) If Shareholder is not registered with KRA: Forms required:
- i. CKYC form of KARTA including FATCA, IPV, OSV if applicable
 - ii. KRA form
 - iii. KYC form Documents required (all documents self-attested):
PAN card copy of HUF & KARTA
Address Proof of HUF & KARTA
Bank details (cancelled cheque)
 - iv. Demat details (Demat master /Latest Demat statement)

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

8.18 In case of Shareholder other than Individual and HUF:

- a) If Shareholder is registered with KYC Registration Agency (“KRA”): Forms required:
- i. Know Your Client (KYC) form Documents required (all documents certified true copy): Bank details (cancelled cheque)
 - ii. Demat details (Demat Master /Latest Demat statement).
 - iii. FATCA, IPV, OSV if applicable
 - iv. Latest list of directors/authorised signatories/partners/trustees
 - v. Latest shareholding pattern
 - vi. Board resolution
 - vii. Details of ultimate beneficial owner along with PAN card and address proof
 - viii. Last 2 years financial statements

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

- i. KRA form
- ii. KYC form Documents required (all documents certified true copy):
PAN card copy of company/ firm/trust
Address Proof of company/ firm/trust
Bank details (cancelled cheque)
- iii. Demat details (Demat master /Latest Demat statement)
- iv. FATCA, IPV, OSV if applicable
- v. Latest list of directors/authorised signatories /partners/trustees
- vi. PAN card copies & address proof of directors/authorised signatories/partners/trustees
- vii. Latest shareholding pattern
- viii. Board resolution/partnership declaration
- ix. Details of ultimate beneficial owner along with PAN card and address proof
- x. Last 2 years financial statements
- xi. MOA/Partnership deed /trust deed

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

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

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

8.20 The reporting requirements for non-resident shareholders under FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Public Shareholder and/ or their Selling Broker

8.21 Procedure for tendering Equity Shares held in Dematerialised Form:

- a) The Equity Shareholders who are holding the Equity Shares in electronic / dematerialized form and who desire to tender their Equity Shares in this Offer shall approach their respective Stock Broker (**'Selling Broker'**) indicating details of Shares they wish to tender in the Open Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
- b) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Open Offer using the Acquisition Window of 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. Inter depository tender offer ("IDT") instructions shall be initiated by the Public Shareholders at the Source Depository to the clearing member/Clearing Corporation account at Recipient Depository. Source Depository shall block the Public Shareholders' 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 to the Clearing Corporation.
- c) The Public Shareholders shall earmark/provide such early pay-in of the dematerialized Equity Shares to be tendered in the Offer (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular which will be issued by the Stock Exchange/Clearing Corporation before the opening of the Offer, before any orders/bids are placed on their behalf by their respective Selling Brokers.
- d) For Custodian participant order for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected.

For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

- e) Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (“TRS”) generated by the stock exchange bidding system to the Public Shareholder. TRS will contain details of order/bid submitted like bid identification number, depository participant identification, client identification number, number of Equity Shares tendered, etc. In case of non-receipt of the completed tender form and other documents, but where lien is marked on Equity Shares and a valid bid has been placed in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- f) On receipt of TRS from the respective Selling Broker, the Public Shareholder has successfully placed the bid in the Open Offer. Modification/cancellation of orders will not be allowed during the tendering period of the Offer.
- g) The duly filled in delivery instruction slips (“DIS”) specifying the appropriate market type in relation to the Open Offer, and execution date along with all other details should be submitted by the Public Shareholders to their respective depository participant/Selling Broker so as to ensure that the Equity Shares are tendered in the Offer. For resident Public Shareholders holding Equity Shares in dematerialized form, submission of Form of Acceptance and TRS is not mandatory, but are advised to retain the acknowledged copies of the DIS and TRS with them until the expiry of the Offer Period. After lien is marked on Equity Shares and a valid bid is placed in the exchange bidding system, the bid shall be deemed to have been accepted for the Public Shareholders holding Equity Shares in dematerialized form.
- h) 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 “**Shilp Gravures Limited – Open Offer**”.
- i) 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
- j) The Equity Shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance.

8.22 Procedure for tendering Equity Shares held in Physical Form:

In accordance with the Frequently Asked Questions issued by SEBI, “FAQs – Tendering of physical shares in buyback offer /open offer/exit offer/delisting” dated February 20, 2020, and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, issued by SEBI Shareholders holding securities in physical form are allowed to tender shares in Open Offer through Tender Offer route. However, such tendering shall be as per the provisions of respective regulations.

Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer shall approach Selling Broker. The Selling Broker should place bids on the Designated Stock Exchange platform with relevant details as mentioned on physical share certificate(s). The Selling Broker(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc.

After placement of order, the Selling Broker(s)/ Eligible Shareholders must ensure delivery of the Form of Acceptance cum Acknowledgement duly completed and signed in accordance with the instructions contained therein the along with the complete set of documents for verification procedures to be carried out (a) original share certificate(s), (b) valid share transfer form(s) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Target Company, (c) self-attested copy of the shareholder’s PAN Card, and (d) TRS, any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable either by registered post or courier or hand delivery to the Registrar to the Offer (at the address mentioned on the cover page not later than 2 (two) days from the Offer Closing Date (by 5 PM). The envelope should be superscripted as “**SHILP GRAVURES LIMITED- OPEN OFFER**”. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Selling Broker.

In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Target Company, the relevant Public Shareholder would be required to submit a

self-attested copy of address proof consisting of any one of the following documents: (a) Aadhar Card; (b) Voter Identity Card; or (c) Passport.

Public Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Open Offer shall be subject to verification by the RTA. On receipt of the confirmation from the RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.

Public Shareholders who have sent the Equity Shares held by them for dematerialization need to ensure that the process of dematerialization is completed in time for the credit in the Escrow Demat Account, to be received on or before the closure of the Tendering Period or else their application will be rejected.

Shareholders should also provide all relevant documents, which are necessary to ensure transferability of shares in respect of which the application is being sent failing which the tender would be considered invalid and would be liable to be rejected. Such documents may include (but not be limited to):

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

8.23 Procedure for tendering the shares in case of non receipt of Letter of Offer:

Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.

Public Shareholder may participate in the Open Offer by approaching their broker/ Selling Broker and tender the Equity Shares in the Open Offer as per the procedure mentioned in the LoF and the Form of Acceptance

In case the Equity Shares are in dematerialised form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in point 8.21 above.

In case the Equity Shares are in physical form: An Eligible Person may participate in the Offer by approaching their Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in point 8.22 above.

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

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

Physical share certificates and other relevant documents should not be sent to Acquirers, Target Company, or the Manager.

8.24 Acceptance of 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 validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirers shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.

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

8.25 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 Exchanges to facilitate settlement on the basis of Shares transferred to the account of Clearing Corporation.
- b) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. Selling Broker(s) should use the settlement number to be provided by the Clearing Corporation to transfer the Equity Shares in favour of the Clearing Corporation.
- c) The Public Shareholders holding shares in dematerialized form will have to ensure that they update their bank account details with their correct account number used in core banking and IFSC codes, keep their depository participant (“DP”) account active and unblocked to successfully facilitate the tendering of the Equity Shares and to receive credit in case of return of Equity Shares due to rejection or due to prorated acceptance.
- d) For the Public Shareholder(s) holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Broker’s settlement bank accounts for releasing the same to the respective Public Shareholder’s account.
- e) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective Public Shareholders. If the relevant Public Shareholder’s bank account details are not available or if the funds transfer instruction is rejected by RBI / relevant bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- f) In case of certain client types viz. NRIs, non-resident 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 onwards releasing the same to their respective Public Shareholder’s account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- g) Details in respect of acceptance for Open Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Open Offer. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations
- h) In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Open Offer. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder’s demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- i) The Public Shareholders will have to ensure that they keep the Depository Participant account active and unblocked.
- j) In the event of any rejection of transfer to the Demat account of the Public Shareholder for any reason, the Demat Equity Shares shall be released to the securities pool account of their respective Selling Broker, and the Selling Broker will thereafter transfer the balance Equity Shares to the respective Public Shareholders.
- k) The Target Company is authorized to split the share certificate and issue a new consolidated share certificate for the unaccepted Equity Shares, in case the Equity Shares accepted are less than the Equity Shares tendered in the Open Offer by the Public Shareholders holding Equity Shares in the physical form. Any excess Equity Shares, in physical form, pursuant to proportionate acceptance/ rejection will be returned to the Public Shareholders directly by the Registrar to the Offer.
- l) Any excess physical Equity Shares, including to the extent tendered but not accepted, will be returned by registered post back to the Public Shareholder(s) directly by Registrar to the Offer. Unaccepted share certificate(s), transfer deed(s) and other documents, if any, will be returned by registered post at the registered Public Shareholders/ unregistered owners' sole risk to the sole/ first Public Shareholder / unregistered owner.

- m) The direct credit of Equity Shares shall be given to the demat account of the Acquirers as indicated by the Buying Broker.
- n) Once the basis of acceptance is finalised, the lien marked against unaccepted shares shall be released. Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Open Offer. Further, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account of the Acquirers. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's Bank account as per the prescribed schedule.
- o) Any Equity Shares that are subject matter of litigation or are held in abeyance due to pending court cases/ attachment orders/ restriction from other statutory authorities wherein the Public Shareholder may be precluded from transferring the Equity Shares during pendency of the said litigation are liable to be rejected if directions/ orders regarding these Equity Shares are not received together with the Equity Shares tendered under the Offer.
- p) Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Public Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirers and the Manager accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- q) The Acquirers intend to complete all formalities, including the payment of consideration to the Public Shareholders whose Equity Shares have been accepted in the Offer, within a period of 10 Working Days from the Offer Closure Date, and for this purpose, a Special Escrow Account in compliance with Regulation 21(1) of the SEBI (SAST) Regulations has been opened.
- r) In case of delay in receipt of any statutory approval(s), SEBI has the power to grant extension of time to the Acquirers for payment of consideration to the Public Shareholders who have accepted the Open Offer within such period, subject to the Acquirers agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulations 18 (11) and 18(11A) of the SEBI (SAST) Regulations, 2011

9 NOTE ON TAXATION

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE IT ACT (AS AMENDED BY FINANCE ACT, 2024) AND THE REGULATIONS THEREUNDER.

THE LEGISLATIONS, THEIR JUDICIAL INTERPRETATION AND THE POLICIES OF THE REGULATORY AUTHORITIES ARE SUBJECT TO CHANGE FROM TIME TO TIME, AND THESE MAY HAVE A BEARING ON THE IMPLICATIONS LISTED BELOW. ACCORDINGLY, ANY CHANGE OR AMENDMENTS IN THE LAW OR RELEVANT REGULATIONS WOULD NECESSITATE A REVIEW OF THE BELOW.

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

THIS NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES.

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

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

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

GENERAL

- a) As the tendering of Equity Shares is being undertaken on the stock exchange, such transaction will be chargeable to STT. STT is payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian stock exchange. Currently, the STT rate applicable on the purchase and sale of shares on the stock exchange is 0.1% of the value of security transacted.
- b) The basis of charge of Indian Income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to income-tax in India on his worldwide income, subject to certain tax exemptions, which are provided under the IT Act.
- c) A person who is treated as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person's India-sourced income (i.e., income which is received or deemed to be received or accrues or arises or deemed to accrue or arise in India). In case of shares of a company, the source of income from shares would depend on the "situs" of such shares. As per judicial precedents, generally the "situs" of the shares is where a company is "incorporated" and where its shares can be transferred.
- d) Accordingly, since the Target Company is incorporated in India, the Target Company's shares should be deemed to be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the IT Act.
- e) Further, the non-resident shareholder can avail beneficial treatment under the Double Taxation Avoidance Agreement ("DTAA") between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions including but not limited to (a) conditions (if any) present in the said DTAA read with the relevant provisions of the MLI as ratified by India with the respective country of which the said shareholder is a tax resident and (b) non-applicability of GAAR and (c) providing and maintaining necessary information and documents as prescribed under the IT Act.
- f) The IT Act also provides for different income-tax regimes/ rates applicable to the gains arising from the tendering of shares under the Offer, based on the period of holding, residential status, classification of the shareholder and nature of the income earned, etc.
- g) The shareholders may be required to undertake compliances such as filing an annual income tax return, as may be applicable to different categories of persons, with the income tax authorities, reporting their income for the relevant year.
- h) The summary of income-tax implications on tendering of listed Equity Shares on the recognised stock exchange in India is set out in the succeeding paras. All references to Equity Shares herein refer to listed Equity Shares unless stated otherwise.

Classification of Shareholders

Public Shareholders can be classified under the following categories:

Resident Shareholders being:

1. Individuals, Hindu Undivided Family ("HUF"), Association of Persons ("AOP") and Body of Individuals ("BOI")
2. Others
 - a. Company

b. Other than company

Non-Resident Shareholders being:

1. Non-Resident Indians (“NRIs”)
2. Foreign Institution Investors (FIIs)/ Foreign Portfolio Investors (FPIs)
3. Others:
 - a. Company
 - b. Other than company

Classification of Shares:

Shares can be classified under the following two categories:

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

Shares held as investment: As per the provisions of the IT Act, where the shares are held as investments (i.e., capital asset), income arising from the transfer of such shares is taxable under the head “Capital Gains”.

Further, Section 2(14) of the IT Act has provided for deemed characterization of securities held by FPIs as capital assets, whether or not such assets have been held as a capital asset; and therefore, the gains arising in the hands of FPIs will be taxable in India as capital gains.

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

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

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

Tendering of Shares in the Offer through a Recognized Stock Exchange in India:

Where a transaction for transfer of such Equity Shares (i.e., acceptance under the Open offer) is transacted through a Recognized Stock Exchange and is chargeable to STT, then the taxability will be as under (for all categories of shareholders):

- a) As per the current provisions of the IT Act, under Section 112A of the IT Act, LTCG arising from transfer of Equity Shares exceeding 1,25,000 (Rupees one lakh Twenty Five Thousand) will be taxed at a rate of 12.5% (twelve point five) percent without allowing benefit of indexation for resident shareholders and at a rate of 12.5% (twelve point five) percent without allowing benefit of indexation and foreign exchange fluctuation for non-resident shareholders, provided the same has been subjected to STT, upon acquisition and sale.

If no STT is paid on acquisition, then mode of such acquisition should be exempted under the notification issued by CBDT vide Notification No. 60/2018 dated October 1, 2018 in order to get benefit of taxation at 10% (ten percent) under Section 112A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing LTCG subject to tax under Section 112A of the IT Act.

- b) LTCG that arise on shares purchased prior to February 1, 2018 shall be grandfathered for the notional gains earned on such shares till January 31, 2018 as per Section 55 of IT Act.

For computing capital gains under the grandfathering regime, the cost of acquisition for the long-term capital asset acquired on or before January 31, 2018 will be the actual cost. However, if the actual cost is less than the

fair market value of such asset as on January 31, 2018, the fair market value will be deemed to be the cost of acquisition.

Further, if the full value of consideration on transfer is less than the fair market value, then such full value of consideration or the actual cost, whichever is higher, will be deemed to be the cost of acquisition.

- c) LTCG, as computed u/s. 112A, will not be liable to tax to the extent not exceeding ₹ 1,25,000 (Rupees One lakh Twenty Five Thousand only).
- d) Where provisions of section 112A of the IT Act are not applicable (for example where STT was not paid at the time of acquisition of the Equity Shares):
 - I. LTCG will be chargeable to tax at the rate of 20% (plus applicable surcharge and health and education cess) or 12.5% (plus applicable surcharge and health and education cess) without allowing benefit of indexation, in the case of a non-resident Public Shareholder (other than a FPI/FII, or a NRI who is governed by the provisions of Chapter XII-A of the IT Act) in accordance with provisions of section 112 of the IT Act.
 - II. In the case of FIIs/FPIs, LTCG would be taxable at 12.5% (plus applicable surcharge and health and education cess) in accordance with provisions of section 115AD of the IT Act (without benefit of indexation and foreign exchange fluctuation).
 - III. For a NRI who is governed by the provisions of Chapter XII-A of the IT Act, LTCG would be taxable at 12.5% (plus applicable surcharge and health and education cess) under Section 115E of the IT Act on meeting certain conditions. While computing the LTCG, the benefit of indexation of cost shall not be available.
 - IV. For a resident Public Shareholder, an option is available to pay tax on such LTCG at either 20% (plus applicable surcharge and cess) with indexation or 12.5% (plus applicable surcharge and health and education cess) without indexation. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is to be considered while computing the income-tax on such LTCG.
 - V. Long term capital loss computed for a given year is allowed to be set-off only against LTCG computed for the said year, in terms of Section 70 of the IT Act. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set off only against subsequent years' LTCG, in terms of Section 74 of the IT Act.
- e) As per the current provisions of the IT Act, STCG arising from such transaction, which is subject to STT, would be subject to tax @ 20% under section 111A of the IT Act. Further, no deduction under Chapter VI-A would be allowed in computing STCG subject to tax under Section 111A of the IT Act.
- f) In case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the income-tax on such STCG taxable under section 111A of the IT Act.
- g) Under Section 115AD(1)(ii) of the IT Act, STCG arising to a FII on transfer of shares (STT paid) will be chargeable at the rate of 20%.
- h) As per Section 70 of the IT Act, short term capital loss computed for a given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years, for being set-off against subsequent years' STCG as well as LTCG, in terms of Section 74 of the IT Act.
- i) Non-resident shareholder can avail benefits of the DTAA between India and the respective country of which the said shareholder is tax resident subject to satisfying relevant conditions as prescribed under the relevant DTAA read with MLI as may be in effect, and non-applicability of GAAR and providing and maintaining necessary information and documents as prescribed under the IT Act.
- j) As per the current provisions of the IT Act, in addition to the above STCG and LTCG tax, surcharge and health and education cess are leviable.

Investment Funds

Under Section 10(23FBA) of the IT Act, any income of an Investment Fund, other than the income chargeable under the head "Profits and gains of business or profession" would be exempt from income-tax on fulfilment of certain conditions specified therein. For this purpose, an "Investment Fund" means a fund registered as Category

I or Category II Alternative Investment Fund and is regulated under the Securities and Exchange Board of India (Alternate Investment Fund) Regulations, 2012.

Mutual Funds

Under Section 10(23D) of the IT Act, any income of mutual funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made thereunder or mutual funds set up by public sector banks or public financial institutions or mutual funds authorised by the Reserve Bank of India and subject to the conditions specified therein, is exempt from tax subject to such conditions as the Central Government may by notification in the Official Gazette, specify in this behalf.

Shares held as Stock-in-Trade:

a) If the shares are held as stock-in-trade by any of the shareholders of the Target Company, then the gains would be characterized as business income and taxable under the head “Profits and Gains from Business or Profession.”

b) Resident Shareholders

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

Profits of:

c) Non-Resident Shareholders: Non-resident shareholders can avail beneficial provisions of the applicable DTAA, read with the MLI, entered into between India and the respective country of which the said shareholder is tax resident, subject to satisfying relevant conditions (including non-applicability of GAAR) and providing and maintaining necessary information and documents as prescribed under the IT Act.

d) Where DTAA provisions are not applicable:

- i. No benefit of indexation by virtue of period of holding will be available in any case.
- ii. For non-resident individuals, HUF, AOP, BOI, profits would be taxable at applicable slab rates.
- iii. For foreign companies, profits would be taxed in India @ 40%.
- iv. For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, surcharge and health and education cess are leviable for resident and non-resident shareholders.

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

Tax Deduction at Source

a) Resident Shareholders: In absence of any specific provision under the IT Act, the Acquirer is not required to deduct tax on the consideration payable to the shareholders pursuant to Tendering of the listed Equity Shares under the Offer on recognized stock exchange in India.

b) Non-Resident Shareholders:

i. **In case of FIIs:**

Section 196D of the IT Act provides for specific exemption from withholding tax in case of capital gains arising in hands of FIIs. Thus, no withholding of tax is required in case of consideration payable to FIIs/FPIs, subject to fulfilment of the following conditions.

ii. **In case of non-resident tax payer (other than FIIs):**

- FIIs/FPIs furnishing the copy of the registration certificate issued by SEBI (including for subaccount of FII/FPI, if any);
- FIIs/FPIs declaring that they have invested in the Equity Shares in accordance with the applicable SEBI regulations and will be liable to pay tax on their income as per the provisions of the IT Act.
- If the above conditions are not satisfied, FIIs/FPIs may submit a valid and effective certificate for deduction of tax at a nil/lower rate issued by the income tax authorities under the IT Act (“TDC”), along with the Form of Acceptance-cum-Acknowledgement, indicating the amount of tax to be deducted by the Acquirer before remitting the consideration. The Acquirer shall deduct tax in accordance with such TDC.

In case of non-resident tax payer (other than FIIs):

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

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

Since the tendering of the Equity Shares under the Offer is through the stock exchange, the responsibility to discharge tax due on the gains (if any) is primarily on the non-resident shareholder given that practically it is very difficult to withhold taxes. The Acquirer believes that the responsibility of withholding/ discharge of the taxes due on such gains (if any) on sale of Equity Shares is solely on the non-resident shareholders. It is therefore important for the non-resident shareholders to suitably compute such gains (if any) on this transaction and immediately pay taxes in India in consultation with their custodians, authorized dealers and/or tax advisors, as appropriate. The non-resident shareholders must file their tax return in India inter-alia considering gains arising pursuant to this Offer in consultation with their tax advisors.

In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer is entitled to be indemnified. The non-resident shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

Remittance/Payment of Interest:

- a) In case of interest, if any, paid by the Acquirer to resident and non-resident shareholder for delay in receipt of statutory approvals as per Regulation 18(11) of the SEBI (SAST) Regulations or in accordance with Regulation 18(11A) of the SEBI (SAST) Regulations, the final decision to deduct tax or the quantum of taxes to be deducted rests solely with the Acquirer depending on the settlement mechanism for such interest payments. In the event, the Acquirer decides to withhold tax, the same shall be basis the documents submitted along with the form of acceptance or such additional documents as may be called for by the Acquirer. It is recommended that the shareholders consult their custodians/ authorized dealers/ tax advisors appropriately with respect to the taxability of such interest amount (including on the categorization of the interest, whether as capital gains or as other income). In the event the Acquirer is held liable for the tax liability of the shareholder, the same shall be to the account of the shareholder and to that extent the Acquirer should be indemnified.
- b) The shareholders must file their tax return in India inter alia considering the interest (in addition to the gains on the sale of shares), if any, arising pursuant to this Open Offer. The shareholders also undertake to provide the Acquirer, on demand, the relevant details in respect of the taxability/ non-taxability of the proceeds pursuant to this Open Offer, copy of tax return filed in India, evidence of the tax paid etc.

Rate of Surcharge and Cess:

As per the current provisions of the IT Act, in addition to the basic tax rate, surcharge, health and education cess are leviable. Summary of the same is provided below:

Surcharge:

i. In case of domestic companies: Surcharge @ 12% is leviable where the total income exceeds ₹ 10 crore and @ 7% where the total income exceeds ₹ 1 crore but less than ₹ 10 crore for companies not opting for tax regime u/s. 115BAA and 115BAB.

In case of domestic companies which are liable to pay tax under section 115BAA or section 115BAB: Surcharge @ 10% is leviable.

ii. In case of companies other than domestic companies:

Surcharge @ 5% is leviable where the total income exceeds ₹ 10 crores.
Surcharge @ 2% where the total income exceeds ₹ 1 crore but less than ₹ 10 crores.

iii. In case of individuals, HUF, AOP, BOI:

Surcharge at the rate of 10% is leviable where the total income exceeds ₹ 50 lakhs but does not exceed ₹ 1 crore.
Surcharge at the rate of 15% is leviable where the total income exceeds ₹ 1 crore but does not exceed ₹ 2 crores.
Surcharge at the rate of 25% is leviable where the total income exceeds ₹ 2 crores but does not exceed ₹ 5 crores.
Surcharge at the rate of 37% is leviable where the total income exceeds ₹ 5 crores. However, for the purpose of income chargeable under section 111A, 112, 112A and 115AD(1)(b) (for income chargeable to tax under the head capital gains), the surcharge rate shall not exceed 15%.

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

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

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

Note: The CBDT has vide Notification No. 9/2014 dated January 22, 2014 notified Foreign Portfolio Investors registered under the Securities and Exchange Board of India (FPI) Regulations, 2014 as FII for the purpose of Section 115AD of the IT Act.

10 DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of the Target Company at the Office of GYR Capital Advisors Private Limited at 428, Gala Empire, Near J B Tower, Drive in Road, Thaltej, Ahmedabad, Gujarat – 380 054 on Monday to Friday except bank holidays from 11.00 a.m. to 5.00 p.m. during the Tendering Period commencing from Tuesday, February 04, 2025, to Monday, February 17, 2025. Further, in light of SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020, read with SEBI Circular SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020, copies of the following documents will be available for inspection to the Public Shareholders electronically during the Tendering Period. The Public Shareholders interested to inspect any of the following documents can send an email from their registered email addresses (including shareholding details and authority letter in the event the Public Shareholder is a corporate body) with a subject line [“Documents for Inspection – SGL Open Offer”], to the Manager to the Open Offer at info@gyrcapitaladvisors.com; and upon receipt and processing of the received request, access can be provided to the respective Public Shareholders for electronic inspection of documents.

- Certificate of Incorporation, Memorandum and Articles of Association of Shilp Gravures Limited.
- Firm Arrangement certificate issued by CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number: 120662W), certifying the adequacy of financial resources with the Acquirers to fulfill their part of Open Offer obligations.
- Networth certificates issued by CA Paras C. Savjani (Membership No. 126601), Partner of Dodiya Mehta & Co., Chartered Accountants (Firm Registration Number: 120662W), certifying the Networth of all the Acquirers.
- Escrow Agreement dated December 07, 2024 executed between Acquirers, ICICI Bank Limited and GYR Capital Advisors Private Limited.
- Letter from ICICI Bank Limited confirming the opening of the Escrow account.

- Bank Statement of ICICI Bank Limited confirming the amount kept in Escrow Account opened as per SEBI (SAST) Regulation.
- Copies of the Public Announcement dated December 12, 2024, published copy of the Detailed Public Statement, which appeared in the Newspapers on December 19, 2024.
- Audited Annual Reports / Accounts of the Target Company for the last 3 years.
- Unaudited Limited Reviewed Financial Statement for the quarter ended September 30, 2024, of the Target Company
- Copy of the Share Purchase Agreement dated December 12, 2024.
- A copy of the recommendation dated [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- Memorandum of Understanding between the Acquirers and GYR Capital Advisors Private Limited (Manager to the Offer).
- Copy of the Agreement between the Acquirers and Bigshare Services Private Limited (Registrar to the Offer).
- Copy of Due Diligence certificate given by the Manager to the offer dated December 27, 2024
- Observation letter bearing reference number [●] dated [●] received from SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations.

11 DECLARATION BY THE ACQUIRERS

We have made all reasonable inquiries, accept responsibility for, and confirm that this Draft Letter of Offer contains all information with regard to the Offer, which is material in the context of the issue. Further we confirm that the information contained in the Public Announcement, Detailed Public Statement and this Draft Letter of Offer 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.

We, the Acquirers are severally and jointly responsible for the information contained in this Draft Letter of Offer and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations and subsequent amendments made thereof. The Acquirers would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Draft Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

We hereby declare and confirm that all the relevant provisions of Companies Act, 1956 / the Companies Act, 2013 as amended and applicable and all the provisions of SEBI (SAST) Regulations have been complied with and no statements in the Offer document is contrary to the provisions of the Companies Act, 1956 / Companies Act, 2013 as amended and applicable and SEBI (SAST) Regulations.

The information pertaining to the Target Company contained in the Public Announcement or the Detailed Public Statement or the Draft Letter of Offer or any other advertisement/publications made in connection with the Open Offer has been compiled from information published or provided by the Target Company or publicly available sources which has not been independently verified by Acquirers or the Manager to the Offer. Acquirers, and the Manager to the Open Offer do not accept any responsibility with respect to such information relating to the Target Company.

Issued by the Manager to the Open Offer for and on behalf of the Acquirers:

Aikyam Sampati Management LLP (Acquirer No. 1)	Mr. Pranav Chandrakant Bhalara (Acquirer No. 2)
Sd/- Authorised Signatory	Sd/-

Date: December 27, 2024

Place: Ahmedabad

This page has intentionally been left blank