

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is sent to you as a Shareholder(s) of **Constronics Infra 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. In case you have recently sold your shares in Constronics Infra Limited, please hand over this Letter of Offer to the member of the Stock Exchange through whom the said sale was affected.

OPEN OFFER ("OFFER") BY

Mr. J. Vishnu Vardhan ("Acquirer")

Residing at 59/1C, Block-A, Vaanams Primero, South Sivan Kovil Street,
Near Best Hospital, Kodambakkam, Chennai – 600024

Contact No.: +91 – 95663 55555; **Email ID:** vishnuvardhancil@gmail.com

TO

Acquire 28,85,000 (Twenty Eight Lakhs Eighty Five Thousand) Fully Paid Up Equity Shares of the face value of Rs. 10/- each, being constituting 40.02% of the Equity Share Capital of

CONSTRONICS INFRA LIMITED ("CIL" / "TARGET COMPANY")

Corporate Identification Number (CIN): L45100TN1992PLC022948

Regd. Office: No.3/2, Third Floor, Narasimmapuram, Sai Baba Colony, Mylapore, Chennai, Tamil Nadu – 600 004.

Tel No: 044 – 4858 9999; **E-mail ID:** info@constronicsinfra.com

At a price of Rs. 5.70/- (Rupees Five and Seventy Paise 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 2011").

- 1) This Offer is being made by the Acquirer pursuant to Regulations 3(1) & 4 and all other applicable provisions of the SEBI (SAST), Regulations 2011.
- 2) 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.
- 3) This Offer is subject to certain statutory, regulatory and other approvals and conditions described in paragraph 7.4.
- 4) 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.
- 5) Upward revision if any in the Offer Price and / or Size by the Acquirer at any time prior to the commencement of the last one working day before the commencement of the tendering period i.e. up to Tuesday, April 20, 2021, 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.
- 6) **If there are competing offers, the public offers under all the subsisting bids shall open and close on the same date. As per information available with the Acquirer, Target Company & Merchant Banker, no competitive bid is announced as of the date of this Letter of Offer.**
- 7) A copy of Public Announcement, Detailed Public Statement, Letter of Offer is also available on SEBI's web-site: www.sebi.gov.in
- 8) All correspondence relating to this Offer, if any, should be addressed to the Registrar to the Offer, viz. Cameo Corporate Services Limited.

MANAGER TO THE OFFER



Aryaman Financial Services Limited

(CIN.: L74899DL1994PLC059009)

60, Khatau Building, Alkesh Dinesh Modi Marg,
Opp. P J Towers (BSE building), Fort, Mumbai – 400 001.

Tel: 022 – 6216 6999.

Email: info@afsl.co.in

Website: www.afsl.co.in

Contact Person: Mr. Deepak Biyani

OFFER OPENS ON: APRIL 22, 2021

REGISTRAR TO THE OFFER



Cameo Corporate Services Limited

(CIN.: U67120TN1998PLC041613)

Subramanian Building, No. 1,
Club House Road, Chennai – 600 002.

Tel: 044 – 4002 0700 / 10.

Email: investor@cameoindia.com

Website: www.cameoindia.com

Contact Person: Ms. Sreepriya K

OFFER CLOSING ON: MAY 05, 2021

SCHEDULE OF MAJOR ACTIVITIES

| Major Activities | Schedule |
|--|----------------------------|
| Public Announcement | February 22, 2021 (Monday) |
| Publication of Detailed Public Statement | March 01, 2021 (Monday) |
| Filing of Draft Letter of Offer with SEBI | March 08, 2021 (Monday) |
| Last Date for a Competitive Bid | March 23, 2021 (Tuesday) |
| Receipt of Comments from SEBI on Draft Letter of Offer | March 31, 2021 (Wednesday) |
| Identified Date* | April 05, 2021 (Monday) |
| Date by which Letter of Offer be posted to the Shareholder | April 12, 2021 (Monday) |
| Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company | April 19, 2021 (Monday) |
| Last Day of Revision of Offer Price / Share | April 20, 2021 (Tuesday) |
| Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers | April 20, 2021 (Tuesday) |
| Date of Opening of the Offer | April 22, 2021 (Thursday) |
| Date of Closing of the Offer | May 05, 2021 (Wednesday) |
| Date of communicating the rejection / acceptance and payment of consideration for the acquired share | May 20, 2021 (Thursday) |

* 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 Acquirer, person acting in concert with Acquirer and Sellers of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.

RISK FACTORS

Given below are the risks related to the transaction, proposed Offer and those associated with the Acquirer:

1) Relating to transaction

- a) Pursuant to the acquisition of Sale Shares, the Acquirer (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 Acquirer 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 Letter of Offer are not complied with, for the reasons beyond the reasonable control of the Acquirer, the Open Offer would stand withdrawn.

2) Relating to the Offer

- a) To the best of the knowledge of the Acquirer, no statutory approvals apart from those mentioned in paragraph 7.4 of this Letter of Offer, are required by the Acquirer to complete this Offer. However, in case any other statutory approvals are required by the Acquirer at a later date, this Offer shall be subject to such approvals. While the Acquirer shall make the necessary applications for such approvals, 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 willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10 (Ten) Working Days from the date of closure of the Tendering Period, at such rate as may be specified by SEBI. Accordingly, in case of delay in receipt of any such statutory approvals, this Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders whose Shares are validly accepted in this Offer, as well as the return of Shares not validly accepted in this Offer, may be delayed. Where the statutory approvals extend to some but not all the Public Shareholders, the Acquirer will have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory approvals are required in order to complete this Offer. The Acquirer will also have the right, under Regulation 23(1) of the SEBI (SAST) Regulations to withdraw this Offer in the event any statutory approval or other

conditions precedent as mentioned in paragraph 7.4 below, as may be required, are not granted or satisfied.

- b) In the event of over-subscription to the Offer, the acceptance will be on a proportionate basis and hence there is no certainty that all the shares tendered by the shareholders in the Offer will be accepted.
- c) 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.
- d) The Public Shareholders are advised to consult their respective tax advisors for assessing the tax liability pursuant to this Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer.

3) Relating to Acquirer

- a) The Acquirer makes no assurance with respect to the 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 Acquirer makes no assurance with respect to its investment decisions relating to its proposed shareholding in the Target Company.
- c) The Acquirer 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) The Acquirer and the Manager to the Offer accept no responsibility for statements made otherwise than in the Public Announcement (PA) / Detailed Public Statement (DPS) / Letter of Offer (LoF) and anyone placing reliance on any other sources of information (not released by the Acquirer) would be doing so at his / her / its own risk.
- e) The Acquirer do not accept the responsibility with respect to the information contained in PA or DPS or LoF that pertains to the Target Company and has been compiled from publicly available resources.

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 Acquirer.

CURRENCY OF PRESENTATION

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

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1. ABBREVIATIONS / DEFINITIONS

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

| Term / Abbreviation | Description |
|--|--|
| Acquirer | Mr. J. Vishnu Vardhan |
| Board / Board of Directors | The Board of Directors of the Target Company. |
| BSE | BSE Limited, Mumbai |
| Buying Broker | Stock broker appointed by Acquirer for the purpose of this Open Offer i.e. BCB Brokerage Private Limited |
| CDSL | Central Depository Services (India) Limited |
| Companies Act | The Companies Act, 1956 / The Companies Act, 2013, as amended and as applicable |
| DLOO | Draft Letter of Offer |
| DP | Depository Participant |
| DPS / Detailed Public Statement | Detailed Public Statement which appeared in the newspaper on March 01, 2021 issued by the Manager to the Offer, on behalf of the Acquirer. |
| Eligible Persons to participate in the Offer | All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirer and existing Promoters / Promoter Group of the Target Company) are eligible to participate in the Offer any time before the closure of the Offer. |
| FEMA | Foreign Exchange Management Act, 1999 including rules and regulations formulated there under. |
| FII | Foreign Institutional Investors |
| Identified Date | April 05, 2021 (Monday) |
| IFSC | Indian Financial System Code |
| Income Tax Act | Income Tax Act, 1961, as amended from time to time |
| LoF / Letter of Offer | The Letter of Offer |
| Manager / Manager to the Offer / AFSL | Aryaman Financial Services Limited, Mumbai |
| MICR | Magnetic Ink Character Recognition |
| 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 28,85,000 (Twenty Eight Lakhs Eighty Five Thousand only) Equity Shares of the face value of Rs. 10/- each, being constituting 40.02% of the Equity Share Capital of the Target Company at a price of Rs. 5.70/- (Rupees Five and Seventy Paise 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. February 22, 2021 (Monday) to May 20, 2021 (Thursday) or the date on which open offer is withdrawn, as the case may be. |
| Offer Price | Rs. 5.70/- (Rupees Five and Seventy Paise Only) per share for each fully paid-up equity Shares payable in cash. |
| PA / Public Announcement | Public Announcement of the Offer published on Friday, February 22, 2021. |
| RBI | Reserve Bank of India |
| Registrar / Registrar to the Offer | Cameo Corporate Services 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 |
| SEBI | Securities and Exchange Board of India |
| SEBI Act | Securities and Exchange Board of India Act, 1992 |
| SEBI (LODR) Regulations, 2015 / LODR Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof. |
| SEBI (SAST) Regulations, 2011 / Regulations / Reg. | Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and subsequent amendments thereof. |
| Sellers | Mr. R. Sundara Raghavan and Mr. Sathish Kumar |
| Selling Member / Broker | Respective stock brokers of all Shareholders who desire to tender their Shares under the Open Offer |
| Share (s) | Fully paid up equity Share of Constronics Infra Limited, having face value of Rs. 10/- each. |
| Shareholders | Shareholders of Constronics Infra Limited |
| Target Company / CIL | Constronics Infra Limited, Chennai, Tamil Nadu |
| 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 April 22, 2021 (Thursday) to May 20, 2021 (Thursday). |

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 CONSTRONICS INFRA LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT ACQUIRER DULY DISCHARGE THEIR RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER ARYAMAN FINANCIAL SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED MARCH 06, 2021 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES & TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

3. DETAILS OF THE OFFER

3.1 BACKGROUND OF THE OFFER

- 3.1.1 This Open Offer is being made by the Acquirer in compliance with Regulations 3(1) & 4 and other applicable provisions of SEBI (SAST) Regulations, 2011 as amended.
- 3.1.2 As on date of this DLOO, Acquirer hold 1,24,229 Equity Shares of TC representing 1.72% Equity Share Capital of the TC.
- 3.1.3 On Monday, February 22, 2021 the Acquirer entered a Share Purchase Agreement with the Sellers ('SPA'), pursuant to which the Acquirer have agreed to acquire 9,10,533 equity shares ("**Sale Shares**") constituting 12.63% of the equity share capital of the Target Company. The Acquirer have agreed to purchase the Sale Shares at a negotiated price of Rs. 5.70/- (Rupees Five and Seventy Paise Only) per equity share aggregating to Rs. 51,90,038/- (Rupees Fifty One Lakhs Ninety Thousand and Thirty Eight Only), payable in cash.

| 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 | Mr. R. Sundara Raghavan | Yes | 79,936 | 1.11% | Nil | Nil |
| 2 | Mr. Sathish Kumar | Yes | 10,30,683 | 14.30% | 2,00,086 | 2.78% |
| Total | | Yes | 11,10,619 | 15.41% | 2,00,086 | 2.78% |

- 3.1.4 Other Promoter Group member, namely Dr Smitha Kumar who holds 85,000 Equity Shares, representing 1.18%, of the Target Company is not part of the Share Purchase Agreement.
- 3.1.5 Post completion of the Open Offer and after completion of the compliance under Reg. 31A of the SEBI (LODR) Regulations, the Sellers as well as Other Promoter Group member will be classified as Public Shareholders.
- 3.1.6 Salient features of SPA are as follows:**
- The purchase price for the Sale Shares is Rs. 5.70/- (Rupees Five and Seventy Paise Only) per fully paid up Equity Shares of the Target Company which is negotiated price between Acquirer and the Sellers. The total consideration for the Sale Shares is Rs. 51,90,038/- (Rupees Fifty One Lakhs Ninety Thousand and Thirty Eight Only).
 - Within 30 working days from the date of the Post Offer Public Announcement under SEBI (SAST) Regulations, 2011, the acquisition of said shares will be completed and the shares would be transferred into the name of the Acquirer and control over the Target Company would pass to the Acquirer in a manner as permissible by law.
- 3.1.7 Through the SPA, the Acquirer proposes 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 Acquirer will be 39,19,762 Equity Shares constituting 54.37% of the Equity Share Capital of the Target Company.
- 3.1.8 The consideration for the shares accepted under the Open Offer payable to the respective shareholders shall be paid in cash.
- 3.1.9 The Acquirer has not entered into any non-compete arrangement and/or agreement with anyone with respect to the operation of the Target Company.
- 3.1.10 There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.

- 3.1.11 The Acquirer, the Target Company, 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.
- 3.1.12 As per Regulations 26(6) and 26(7) of SEBI (SAST) Regulations 2011, 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.

3.2 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 Acquirer have made a Detailed Public Statement on March 01, 2021 pursuant to Public Announcement dated February 22, 2021 in the following newspapers:

| | |
|--|-----------------|
| Business Standard (National English Daily) | All Editions |
| Business Standard (National Hindi Daily) | All Editions |
| Makkal Kural (Regional Tamil Daily) | Chennai Edition |
| Mumbai Lakshadeep (Regional Marathi Daily) | Mumbai Edition |

A Copy of the Public Announcement & Detailed Public Statement is also available on the SEBI's website: www.sebi.gov.in

- 3.2.2 The Acquirer hereby make this Offer to the existing shareholders (other than the parties to the SPA) to acquire up to 28,85,000 (Twenty Eight Lakhs Eighty Five Thousand Only) equity shares of face value of Rs.10/- (Rupees Ten Only) constituting 40.02% 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 Rs. 5.70/- (Rupees Five and Seventy Paise Only) per equity share payable in cash, subject to the terms and conditions set out in the Public Announcement, the Detailed Public Statement and this Letter of Offer, that will be sent to the shareholders of the Target Company.
- 3.2.3 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, other than the Acquirer and the Sellers of the Target Company.
- 3.2.4 As on date of this 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.
- 3.2.5 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 Letter of Offer.
- 3.2.6 This Open Offer is not a conditional offer and not subject to any minimum level of acceptance. The Acquirer will acquire all the Equity Shares of the Target Company that are validly tendered as per terms of the Offer up to 28,85,000 (Twenty Eight Lakhs Eighty Five Thousand Only) Equity Shares constituting 40.02% of the Equity Share Capital of the Target Company.
- 3.2.7 The Acquirer has not acquired any shares of Target Company after the date of P.A. i.e. February 22, 2021 and up to the date of this Letter of Offer.
- 3.2.8 The entire Equity Shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other persons / entities propose to participate in the acquisition.
- 3.2.9 There are no 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.
- 3.2.10 The equity shares of the Target Company are listed on the BSE. As per Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Rule 19A of the

Securities Contract (Regulation) Rules, 1957 ("SCRR"), the Target Company is required to maintain at least 25% public shareholding (i.e. shares of the Target Company held by the public as determined in accordance with the SCRR), on a continuous basis for listing. Pursuant to the Existing holding, SPA and Open Offer (assuming full acceptance) the Acquirer will acquire maximum 39,19,762 Equity Shares constituting 54.37% of the Equity Share Capital of the Target Company. Thus, the public shareholding in the Target Company will not fall below 25% consequent to this Open Offer and it will be in compliance of Regulation 38 of SEBI (LODR) Regulations, 2015.

- 3.2.11 The Manager to the Offer, Aryaman Financial Services Limited does not hold any Equity Shares in the Target Company as on the date of the Public Announcement, Detailed Public Statement and this 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 Acquirer in accordance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, wherein the Acquire proposes to take substantial acquisition of shares & management control of the Target Company.
- 3.3.2 At present, the Acquirer does 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 Acquirer would support the existing business of the Target Company.
- 3.3.3 The Acquirer do not have any plans to alienate any significant assets of the Target Company 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.

4. BACKGROUND OF THE ACQUIRER – MR. J. VISHNU VARDHAN

- 4.1 Mr. J. Vishnu Vardhan, son of Mr. Jayaprakash, aged 31 years residing at 59/1C, Block-A, Vaanams Primero, South Sivan Kovil Street, Near Best Hospital, Kodambakkam, Chennai – 600024. He has done Bachelor of Science through Kapragam Arts and Science College, Coimbatore. He is a proprietor of M/s. Paramount Traders and is having around 10 years of experience. As on date of this LoF, 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. The Acquirer does not belong to any Group as such.
- 4.2 The Net worth of Mr. J. Vishnu Vardhan as on October 31, 2020 is Rs. 658.25 Lakhs as certified by CA Gayathri Karthikeyan (Membership No. 231205) partner of Gayathri Karthikeyan & Co (Firm Registration No. 015299S) Chartered Accountants, Email: ca.snkarthi@gmail.com and having its office at 21, Periya Subbannan Street, KK Pudur (Po.), Saibaba Colony, Coimbatore - 641 038.
- 4.3 As on the date of this LoF, the Acquirer holds 1,24,229 Equity Shares, representing 1.72%, of the Target Company. The entire equity shares proposed to be acquired under this Offer will be acquired by the Acquirer and no other persons / entities propose to participate in the acquisition. The Acquirer has not entered into any formal agreement with respect to the acquisition of shares through this open offer.
- 4.4 The Acquirer has confirmed that he is not 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.
- 4.5 The Acquirer has confirmed that he is not declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.6 The Acquirer is not forming part of the present Promoter group of the Target Company. As on date of this Letter of Offer, there is/are no nominee(s) of the Acquirer on the Board of Directors of the Target Company. Post completion of the Open Offer, the Acquirer will be classified as Promoter of the Target Company.

- 4.7 There are no other 'Persons Acting in Concert' within the meaning of Regulation 2(1)(q)(1) of the Regulations in relation to this Open Offer.
- 4.8 The Acquirer undertakes that he will not sell the Equity Shares of the Target Company during the "Offer Period" in terms of Regulation 25(4) of the Regulations.
- 4.9 Acquirer 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.

5. BACKGROUND OF THE TARGET COMPANY (CONSTRONICS INFRA 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 Innovation Medi Equip Limited on June 25, 1992 under the Companies Act, 1956, bearing Registration No. 022948 having its Registered Office in State of Tamil Nadu. The name of the Company change to Invicta Meditek Limited and the company obtained fresh Certificate of Incorporation on March 13, 2007. The name of the Company further change to Constronics Infra Limited and the company obtained fresh Certificate of Incorporation on November 01, 2018. Except as disclosed above, there has been no change in the name of the Target Company during the three years prior to the date of this Letter of Offer.
- 5.2 The Registered Office of the Target Company is situated at No.3/2, Third Floor, Narasimmapuram, Sai Baba Colony, Mylapore, Chennai, Tamil Nadu – 600 004. The CIN of the Target Company is L45100TN1992PLC022948.
- 5.3 The main object of the Company is to carry on business of contractors, Builders, Town planners, Infrastructure developers, Estate developers and Engineers, land developers, Land Scapers, estate agents, immovable property dealers architects, consultants civil engineers civil testers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows or civil work of every type on the land.
- 5.4 The authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 equity Shares of Rs.10/- each. As on date, the issued, subscribed and paid-up capital of the Target Company is Rs. 7,20,90,410/- (Rupees Seven Crores Twenty Lakhs Ninety Thousand Four Hundred & Ten Only) divided into 72,09,041 equity Shares of Rs. 10/- each. Out of the above 66,69,708 paid up equity capital of the Target Company is listed on BSE Limited whereas 5,39,333 paid up equity capital of the Target Company for which listing approval is pending from BSE Limited ("BSE").
- 5.5 As on date of this LOF, there are no outstanding instruments in the nature of warrants / fully 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.
- 5.6 The shares of the Target Company are presently listed on the BSE. The shares of the Target Company are not suspended for trading from BSE Limited.
- 5.7 Based on the information available on the website of BSE, the equity shares of the Target Company are not frequently traded on the BSE (within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations.
- 5.8 **Details of Directors of Constronics Infra Limited.**

As on the date of this Letter of Offer, the Board of Directors of the Target Company comprises of 5 (Five) members as given below:

| Sr. No. | Name of Directors | DIN | Designation | Date of Appointment |
|---------|-------------------------|----------|------------------------|---------------------|
| 1 | Mr. R. Sundara Raghavan | 01197824 | Managing Director | 05/01/2011 |
| 2 | Mr. K Suresh Kumar | 08547720 | Executive Director | 07/01/2020 |
| 3 | Ms. T Sharmila | 08304609 | Non-Executive Director | 08/01/2019 |

| | | | | |
|---|--------------------|----------|----------------------|------------|
| 4 | Mr. U Kapilkumar | 08791250 | Independent Director | 30/07/2020 |
| 5 | Mr R Purushothaman | 08791300 | Independent Director | 30/07/2020 |

None of the above Directors are associated with the Acquirer and are not representing the Acquirer.

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

5.10 The key financial information of the Target Company based on the audited financial statements for the financial year ended March 31, 2020, 2019 and 2018 and based on limited review report (un-audited financial statement) for the period ended December 31, 2020 are as follows:

(Rs. In Lakhs)

| Profit & Loss Account as on | 31-Mar-18 | 31-Mar-19 | 31-Mar-20 | 31-Dec-20 |
|---|----------------|---------------|-------------|---------------|
| Income from Operations | - | 54.55 | 188.30 | 101.17 |
| Other Income | 17.34 | - | 0.05 | 0.01 |
| Total Income | 17.34 | 54.55 | 188.35 | 101.18 |
| Total Expenditure | 30.21 | 56.80 | 179.01 | 108.55 |
| Profit Before Depreciation Interest and Tax | (12.87) | (2.25) | 9.34 | (7.37) |
| Depreciation | - | - | 0.02 | 0.06 |
| Finance Cost | - | - | - | - |
| Profit/(Loss) Before Tax | (12.87) | (2.25) | 9.32 | (7.43) |
| Provision for Tax | - | - | - | - |
| Profit/(Loss) After Tax | (12.87) | (2.25) | 9.32 | (7.43) |

(Rs. In Lakhs)

| Balance Sheet as on | 31-Mar-18 | 31-Mar-19 | 31-Mar-20 | 31-Dec-20 |
|--|--------------|--------------|--------------|--------------|
| Sources of Funds | | | | |
| Paid up Shares Capital | 720.90 | 720.90 | 720.90 | 720.90 |
| Reserves and Surplus (Excluding Revaluation Reserve) | (718.47) | (720.72) | (711.40) | (718.82) |
| Net Worth | 2.43 | 0.18 | 9.50 | 2.08 |
| Secured Loan | - | - | - | - |
| Unsecured Loan | 66.68 | 80.19 | 80.28 | 78.78 |
| Other Non-Current Liabilities | - | 0.51 | 0.51 | 0.51 |
| Total | 69.11 | 80.88 | 90.29 | 81.37 |
| Uses of Funds | | | | |
| Net Fixed Assets | - | - | 0.39 | 0.33 |
| Non Current Loan & Advances | 70.54 | 70.54 | 70.54 | 69.04 |
| Deferred Tax Assets | 0.53 | 0.53 | 0.53 | 0.53 |
| Other Non Current Assets | 0.02 | 0.02 | - | - |
| Net Current Assets | (1.98) | 9.79 | 18.84 | 11.47 |
| Total Miscellaneous Expenditure not written-off | - | - | - | - |
| Total | 69.11 | 80.88 | 90.29 | 81.37 |

| Other Financial Data | 31-Mar-18 | 31-Mar-19 | 31-Mar-20 | 31-Dec-20 |
|----------------------------|-----------|-----------|-----------|-----------|
| Dividend (%) | - | - | - | - |
| Earnings Per Share (Rs.) | (0.18) | (0.03) | 0.13 | (0.10) |
| Return on Net worth (%) | (530%) | (1,250%) | 98% | (358%) |
| Book Value Per Share (Rs.) | 0.03 | 0.00 | 0.13 | 0.03 |

The above financials are certified by CA S. Pattabiraman (Membership No. 014309), partner of Chandran & Raman (Firm Registration No. 00571S), Chartered Accountants, having its office at Paragon, No. 2, Dr. Radha Krishnan Road, 2nd Street, Mylapore, Chennai – 600 004. Tel No: 044 – 2847 4667 / 4204 0006, E-mail id: cnrmds@gmail.com.

5.11 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 | |
|--|---|----------------|--|-----------------|---|-----------------|--|----------------|
| | (A) | | (B) | | (C) | | (A) + (B) + (C) + (D) | |
| | No | % | No | % | No | % | No | % |
| (1) Promoters Group | | | | | | | | |
| a) Parties to Agreement, if any | 11,10,619 | 15.41% | (9,10,533) | (12.63)% | - | - | 2,00,086 | 2.78% |
| b) Other than (a) above | 85,000 | 1.18% | - | - | - | - | 85,000 | 1.18% |
| Sub Total | 11,95,619 | 16.58% | (9,10,533) | (12.63)% | - | - | 2,85,086 | 3.95% |
| (2) Acquirer and PAC | | | | | | | | |
| Mr. J. Vishnu Vardhan | 1,24,229 | 1.72% | 9,10,533 | 12.63% | 28,85,000 | 40.02% | 39,19,762 | 54.37% |
| Total | 1,24,229 | 1.72% | 9,10,533 | 12.63% | 28,85,000 | 40.02% | 39,19,762 | 54.37% |
| (3) Parties to agreement other than (1) & (2) above | - | - | - | - | - | - | - | - |
| (4) Public Shareholders (i.e. other than mentioned above) | | | | | | | | |
| a) FIs / MFs / FIIIs / Banks | - | - | - | - | | | | |
| b) Others | - | - | - | - | | | | |
| Individuals | | | | | | | | |
| Holding Share capital upto Rs. 2 lakh | 15,59,425 | 21.63% | - | - | | | | |
| Holding Share Capital more than Rs. 2 lakh | 24,32,793 | 33.75% | - | - | (28,85,000) | (40.02)% | 30,04,193 | 41.67% |
| Others | | | | | | | | |
| Bodies Corporate | 64,507 | 0.89% | - | - | | | | |
| Foreign Nation | 8,59,014 | 11.92% | - | - | | | | |
| HUF | 1,12,975 | 1.57% | - | - | | | | |
| NRIs | 8,60,479 | 11.94% | - | - | | | | |
| Total (4)(a+b) | 58,89,193 | 81.69% | - | - | (28,85,000) | (40.02)% | 30,04,193 | 41.67% |
| Grand Total (1+2+3+4) | 72,09,041 | 100.00% | - | - | - | - | 72,09,041 | 100.00% |

Notes:

- 1) Shareholding Pattern is based on Quarter ended December 31, 2020.
- 2) Total No. of Public Shareholders as on December 31, 2020 is 3,233 (Three Thousand Two Hundred and Thirty Three)
- 3) 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.

5.12 Details of Compliance Officer of the Target Company

Mr. P. Muthukumar

Constronics Infra Limited

No.3/2, Third Floor, Narasimmapuram, Sai Baba Colony, Mylapore, Chennai, Tamil Nadu – 600 004.

Tel No: 044 – 4858 9999; E-mail ID: info@constronicsinfra.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, having a Scrip ID of "CONSTRONIC" & Scrip Code of 523844 and is currently underlying in Group / Index "XT" on BSE.

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 (Feb 01, 2020 to Jan 31, 2021) 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 Shares | Annualized Trading Turnover (in terms of %) |
|----------------------------|--|------------------------|---|
| BSE | 1,84,495 | 72,09,041 | 2.56% |

(Source: www.bseindia.com)

6.1.3 As on date of this LOF, the Acquirer has no outstanding instruments in the nature of warrants / fully convertible debentures / partly convertible debentures, etc. convertible into equity shares of the Target Company on any later date.

6.1.4 Based on the information available on the website of BSE, the equity shares of the Target Company are not frequently traded on the BSE (within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations. Hence, the Offer Price of Rs. 5.70/- (Rupees Five and Seventy Paise Only) per fully paid up Equity Share has been determined and justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following:

| | | | |
|-----|--|------------------|------------------|
| (a) | Highest Negotiated Price per equity share for any acquisition under the Share Purchase Agreement ("SPA") | Rs. 5.70/- | |
| (b) | The volume-weighted average price paid or payable for acquisition during the 52 (Fifty Two) weeks immediately preceding the date of PA | Rs. 4.34/- | |
| (c) | The highest price paid or payable for any acquisition during 26 (Twenty Six) weeks period immediately preceding the date of PA | Rs. 5.66/- | |
| (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 (As the maximum volume of trading in the shares of the target company is recorded on BSE during such period) | Not Applicable | |
| (e) | The price determined by 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. | 31-Mar-20 | 31-Dec-20 |
| 1. | Book Value per Equity Share (Rs) | Rs. 0.13/- | Rs. 0.03/- |
| 2. | Earnings Per Equity Share (Rs) | Rs. 0.13/- | Rs. (0.10)/-* |
| 3. | Networth / Shareholders Funds | Rs. 9.50 Lakhs | Rs. 2.08 Lakhs |
| 4. | Return on Networth (In %) | 98% | Negative* |
| 5. | The average industry P/E for the sector in which Target Company Operates. (Source: <i>Capital Market, Volume XXXVI/01, Feb 22 – Mar 07, 2021</i>) | 38.40 | |

* Not Annualized

In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 5.70/- (Rupees Five and Seventy Paise Only) per fully paid up Equity Share is justified in terms of Regulation 8 of the SEBI (SAST) Regulations, 2011.

6.1.5 If the Acquirer, 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.

- 6.1.6 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.
- 6.1.7 As on date, there is no revision in open offer price or open offer size. In accordance with Regulations 18(4) and 18(5) of the Regulations, in case of an upward revision to the Offer Price or to the Offer Size, if any, on account of competing offers or otherwise, it will be done on or before April 20, 2021 and the Acquirer shall (i) make corresponding increases to the escrow amounts; (ii) make a public announcement in the same newspapers in which DPS has been published; and (iii) simultaneously with the issue of such announcement, inform SEBI, Stock Exchanges and the Target Company at its registered office of such revision. The revised Offer Price would be paid to all the Public Shareholders whose Equity Shares are accepted under the Open Offer.
- 6.1.8 If the Acquirer acquires 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 Acquirer 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, 2009 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 28,85,000 Equity Shares of Rs. 10/- each from the public shareholders of the Target Company at a Offer Price of Rs.5.70/- (Rupees Five and Seventy Paise Only) per Equity Share is Rs. 1,64,44,500/- (Rupees One Crore Sixty Four Lakhs Forty Four Thousand and Five Hundred Only) (the "**Offer Consideration**").
- 6.2.2 The Acquirer has adequate resources and has 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 R. Dhanabal (Membership No. 229142) partner of R. Dhanabal & Co (Firm Registration No. 016535S) Chartered Accountants, having its office at 230, Udayar Colony, Kovai Road, Kangayam, Tamil Nadu – 638701 vide certificate dated February 22, 2021 have confirmed that sufficient resources are available with the Acquirer for fulfilling the obligations under this Open Offer in full.
- 6.2.3 In terms of Reg. 17(1) of the Regulations, the Acquirer have to create an escrow for an amount equal to 25% of the "**Offer Consideration**" i.e. for Rs. Rs. 41,11,125/- (Rupees Forty One Lakhs Eleven Thousand One Hundred and Twenty Five Only).
- 6.2.4 In terms of Reg. 17(3) of the Regulations, the Acquirer, the Manager to the Offer and Kotak Mahindra Bank Limited, a banking company incorporated under the laws of India and having one of its branch offices at Mittal Court, Nariman Point, Mumbai have entered into an Escrow Agreement for the purpose of the Offer ("Escrow Agreement"). Pursuant to the Escrow Agreement, the Acquirer has deposited Rs. 45,00,000/- (Rupees Forty Five Lakhs Only) in cash in the Escrow Account which is in excess of 25% of the Offer Consideration.
- 6.2.5 The Manager to the Offer has been duly authorised by the Acquirer to realize the value of Escrow Account in terms of the SEBI (SAST) Regulations, 2011.
- 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 Acquirer to fulfill the Acquirer's obligations through verifiable means in relation to the Offer in accordance with the 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 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 Letter of Offer is being dispatched / mailed to those Shareholders of the Target Company whose names appear on the Register of Members of the Target Company and to the beneficial owners of the Equity Shares of the Target Company whose names appear as beneficiaries on the beneficial record of the respective depositories, at the close of business on the Identified Date i.e. Monday, April 05, 2021. Owners of Equity Shares who are not registered as Shareholder(s) are also eligible to participate in the Offer at any time prior to the Date of Closure of the Offer.
- 7.1.4 Accidental omission to dispatch this Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.5 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 forms from the website.
- 7.1.6 This Offer is subject to the receipt of any statutory and other approvals as mentioned under paragraph 7.4 of this Letter of Offer. In terms of Regulation 23(1) of the Regulations, if the statutory approvals are refused, the Offer would stand withdrawn.
- 7.1.7 The acceptance of the Offer must be unconditional and should be in the manner prescribed herein.
- 7.1.8 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.
- 7.1.9 The Acquirer 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

Locked-in shares shall be accepted subject to the continuation of the residual lock -in period in the hands of the Acquirer. There shall be no discrimination in the acceptance of locked-in and not locked-in shares. However as on the date of the Public Announcement, there are no locked in shares in the Target Company.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

All the Equity Shareholders registered or unregistered, (except Acquirer and existing Promoters / Promoter Group of the Target Company) who own fully paid equity shares of the Target Company anytime before the closure of the Open Offer are eligible to participate in the Open Offer. However, the Letter of Offer is being dispatched / mailed to those Shareholders whose names appear on the Register of Members of the Target Company at the close of business hours on the Identified Date i.e. Monday, April 05, 2021.

7.4 STATUTORY AND OTHER APPROVALS

- 7.4.1 As on the date of the Public Announcement, no approval is required from any bank / financial institutions for the purpose of this Offer, to the best of the knowledge of the Acquirer.
- 7.4.2 As on the date of the Public Announcement, 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 Acquirer 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, 2011. 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 Acquirer reserves 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 Acquirer 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 Acquirer 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 Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer subject to the Acquirer 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 Acquirer 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 There are no conditions stipulated in the SPA between the Acquirer and the Sellers, the meeting of which would be outside the reasonable control of the Acquirer 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 Company through Stock Exchange Mechanism made available by BSE Limited (BSE) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations and SEBI Circular CIR/CFD/POLICY/CELL/1/2015 dated April 13, 2015 read with SEBI Circular number CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and notices / guidelines issued by Designated Stock Exchange and the Clearing Corporation in relation to the mechanism / process for acquisition of shares through stock exchange pursuant to the tender offers under takeovers as amended and updated from time to time.
- 8.2 BSE shall be the Designated Stock Exchange for the purpose of tendering Shares in the Open Offer.
- 8.3 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**").
- 8.4 The Acquirer has appointed BCB Brokerage Private 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: BCB Brokerage Private Limited
Address: 1207/A, P. J. Tower, Dalal Street, Fort, Mumbai, Maharashtra – 400 001.
Contact Person: Vimal Chandak
Tel.: 022 – 2272 0000; **E-mail ID:** bbplmumbai@bcbbrokerage.com
- 8.5 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.
- 8.6 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.
- 8.7 The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by BSE/Clearing Corporation, before the opening of the Offer.

- 8.8** 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.
- 8.9** Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client.
- 8.10** In case any Seller Broker is not registered with the designated stock exchange and therefore the Public Shareholder is unable to tender equity Shares under the Offer, such Public Shareholder may approach the Buying Broker to facilitate tendering of equity Shares under the Offer.
- 8.11** 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.

8.12 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.
- b) The Equity Shareholders are required to transfer, through their respective depository participants, the Equity Shares intended to be tendered to the early pay-in account of the Indian Clearing Corporation Limited ('**Clearing Corporation**'). Such Equity Shareholders shall provide early pay-in of demat Equity Shares (except for custodian participant orders) to the Clearing Corporation using the settlement number provided in the Offer opening circular before their respective Selling Broker places the bids / orders on their behalf and the same shall be validated at the time of order entry.
- c) Shareholders will have to submit Delivery Instruction Slips ('**DIS**') duly filled in specifying market type as 'Open Offer' and execution date along with other details to their respective Stock Broker so that Equity Shares can be tendered in Open Offer.
- 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(s) shall provide Transaction Registration Slip ('**TRS**') generated by the Exchange Bidding System to the Shareholders. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No of Shares tendered, etc.
- f) In case of receipt of Equity Shares in the Special Account of the Clearing Corporation and a valid bid in the exchange bidding system, the Open Offer shall be deemed to have been accepted, for demat Shareholders.
- g) The Equity Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorata acceptance in the Open Offer.
- h) The Equity Shareholders holding Equity Shares in Demat mode are not required to fill any Form of Acceptance.

8.13 Procedure for tendering Equity Shares held in Physical Form:

As per the provisions of Regulation 40(1) of the Listing Regulations and SEBI's press release dated December 03, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository with effect from April 01, 2019. However, in accordance with the circular issued by SEBI bearing reference number SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.

The procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

- a) Public Shareholders who are holding physical Equity Shares and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of

documents for verification procedures to be carried out, including the (a) original share certificate(s), (b) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place authorizing the transfer in favour of Mr. J Vishnu Vardhan, (c) self-attested copy of the shareholder's PAN card (in case of joint holders, PAN card copy of all transferors, and (d) 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. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (a) valid Aadhar card, (b) voter identity card; or (c) passport.

- b) Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of the Stock Exchanges. Upon placing the bid, the Selling Broker shall provide a TRS generated by the stock exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, certificate number, distinctive number of Equity Shares tendered etc.
- c) The Selling Broker/ Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post or courier or hand delivery to the Registrar to the Offer i.e. Cameo Corporate Services Limited, Subramanian Building No. 1, Club House Road, Chennai – 600 002; within 2 days of bidding by the Selling Broker i.e. last date for receipt of documents by Registrar is the Offer Closing Date (by 5.00 p.m.(IST)). The envelope should be super scribed as "Constronics Infra Limited – Open Offer". 1 copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker / Public Shareholder. **For any reason, if the aforesaid documents are not received by the Registrar within the specified timelines, the bids for such Equity Shares will be rejected and the Acquirer, Manager to the Offer and Registrar will not be responsible in any manner.**
- d) The 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 as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.
- e) In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.

The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance.

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

- a) Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, 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.
- b) 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.
- c) The Letter of Offer along with Form of Acceptance will be 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@cameoindia.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.

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

8.15 Acceptance of Shares:

- a) Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- b) In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Public Shareholders on a proportionate basis in consultation with the Manager to the Offer, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Public Shareholder shall not be less than the minimum marketable lot.
- c) In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Acquirer and/ or the PAC(s) 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.

8.16 Settlement Process:

- a) On closure of the Tendering Period, reconciliation for acceptances shall be conducted by the Manager and the Registrar to the Offer and the final list shall be provided to BSE to facilitate settlement on the basis of the shares transferred to the 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) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds pay-out 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.
- d) 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
- e) 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.
- f) The Public Shareholders will have to ensure that they keep the depository participant account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non -acceptance of the shares under the Offer.
- g) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Public Shareholders would be returned to them by the Clearing Corporation. 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.
- h) In case of partial or non-acceptance of orders, the balance demat Equity Shares shall be returned directly to the demat accounts of the Public Shareholders. However, in the event of any rejection of transfer to the demat account of the Public Shareholder for any reason, the demat Equity Shares 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.

- i) 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.
- j) 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 Acquirer and the Manager accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Public Shareholders.
- k) 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.
- l) Buying Brokers would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.
- m) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- n) The Acquirer 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.

9. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of the Target Company at the Office of Aryaman Financial Services Limited at 60, Khatau Building, Alkesh Dinesh Modi Marg, Opp. P J Towers (BSE building) Fort, Mumbai – 400 001 on Monday to Friday except bank holidays till the Offer Closing date (i.e. Wednesday, May 05, 2021) from 11.00 a.m. to 4.00 p.m.

- 9.1 Certificate of Incorporation, Memorandum and Articles of Association of Constronics Infra Limited.
- 9.2 Certificate issued by CA S. Pattabiraman (Membership No. 014309), partner of Chandran & Raman (Firm Registration No. 00571S), Chartered Accountants, certifying the financials of Constronics Infra Limited.
- 9.3 Firm Arrangement certificate issued by CA R. Dhanabal (Membership No. 229142) partner of R. Dhanabal & Co (Firm Registration No. 016535S) Chartered Accountants, certifying the adequacy of financial resources with the Acquirer to fulfill their part of Open Offer obligations.
- 9.4 Network certificate issued by CA Gayathri Karthikeyan (Membership No. 231205) partner of Gayathri Karthikeyan & Co (Firm Registration No. 015299S) Chartered Accountants, certifying the Network of the Mr. J. Vishnu Vardhan ("Acquirer").
- 9.5 Certificate issued by Kotak Mahindra Bank Limited confirming the amount of Rs. 45,00,000/- (Rupees Forty Five Lakhs Only) kept in the Escrow Account.
- 9.6 Copies of the Public Announcement dated February 22, 2021, published copy of the Detailed Public Statement, which appeared in the Newspapers on March 01, 2021.
- 9.7 Audited Annual Reports / Accounts of the Target Company for the last 3 years.
- 9.8 Copy of the Share Purchase Agreement dated February 22, 2021.
- 9.9 A copy of the recommendation dated [●] made by the Committee of Independent Directors (IDC) of the Target Company.
- 9.10 Memorandum of Understanding between the Acquirer and Aryaman Financial Services Limited (Manager to the Offer).

- 9.11 Copy of the Memorandum of Understanding between the Acquirer and Cameo Corporate Services Limited (Registrar to the Offer).
- 9.12 Observation letter bearing reference number [●] dated [●] received from SEBI in terms of Regulation 16(4) of the Regulations.

10. DECLARATION BY THE ACQUIRER

I have made all reasonable inquiries, accept responsibility for, and confirm that this 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.

I am responsible for the information contained in this Letter of Offer and also for the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof. The Acquirer would be responsible for ensuring compliance with the concerned Regulations. All information contained in this Letter of Offer is as on date of the Public Announcement, unless stated otherwise.

I hereby declare and confirm that all the relevant provisions of the Companies Act, 2013 as amended and applicable and all the provisions of SEBI (SAST) Regulations, 2011 have been complied with and no statements in the Offer document is contrary to the provisions of the Companies Act, 2013 as amended and applicable and SEBI (SAST) Regulations.

Signed by the Acquirer:

**Sd/-
Mr. J Vishnu Vardhan**

Date: March 06, 2021
Place: Chennai