

DRAFT LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is sent to you as a Shareholder(s) of Scarnose International 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 Scarnose International Limited, please hand over Letter of Offer to the member of the Stock Exchange through whom the said sale was affected.

OPEN OFFER (“OFFER”) BY

Ms. Devi Dineshbhai Pandya (“ACQUIRER NO. 1”)
residing at A-104, Pradhyuman Royal Heights Near A.G. Chowk, Kalavad Road, VTS Rajkot Gujarat 360005;

Mr. Dev Dineshbhai Pandya (“ACQUIRER NO. 2”)
residing at A 104, Pradhyuman Royal Heights, Kalavad Road Rajkot Gujarat, India 360005;

AND

Mr. Jigar Dineshkumar Pandya (“ACQUIRER NO. 3”)
residing at A 104, Pradhyuman Royal Heights, Kalavad Road Rajkot Gujarat, India 360005;

TO THE SHAREHOLDERS OF SCARNOSE INTERNATIONAL LIMITED (“SIL” / “TARGET COMPANY”)

Corporate Identification Number (CIN): U15400GJ2011PLC064911

Registered Office: 503, Sun Square, NR. Hotel nest, Off. C.G. Road, Navrangpura Ahmedabad Gujarat 380006 India

Contact No.: 079-48975503; **Email Id:** compliance@scarnose.com **Website:** www.scarnose.com

For the acquisition of 8,20,000 (Eight Lakhs Twenty Thousand) Fully Paid-Up Equity Shares of the face value of Rs. 10/- each, representing 26.03% of the total Equity and voting Share Capital of the Target Company, at a price of Rs. 73.00/- (Rupees Seventy-Three 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 & 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) 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.
- 4) This Offer is subject to certain statutory, regulatory and other approvals and conditions described in paragraph 7.4.
- 5) 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.
- 6) 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 Thursday, January 04, 2024 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.
- 7) There is no competing offer as on the date of this Draft Letter of Offer.
- 8) **If there are competing offer at any time hereafter, the offers under all subsisting bids will open and close on the same date.**
- 9) A copy of Public Announcement, Detailed Public Statement and Draft Letter of Offer is also available on SEBI’s website: www.sebi.gov.in.

MANAGER TO THE OFFER

REGISTRAR TO THE OFFER



Beeline Capital Advisors Private Limited
CIN: U67190GJ2020PTC114322
Address: B/1311-1314, Shilp Corporate Park
Near Rajpath Club, Rajpath Rangoli Road,
Sarkhej - Gandhinagar Hwy,
Ahmedabad, Gujarat 380054
Email: mb@beelinemb.com
Website: www.beelinemb.com
Contact Person: Mr. Nikhil Shah
SEBI Registration No.: INM000012917
SEBI Registration Validity: Perpetual



Cameo Corporate Services Limited
CIN.: U67120TN1998PLC041613
Address: 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
SEBI Registration No.: INR000003753

OFFER OPENS ON: Friday, January 05, 2024

OFFER CLOSES ON: Thursday, January 18, 2024

SCHEDULE OF MAJOR ACTIVITIES

Major Activities	Schedule
Public Announcement	Friday, November 10, 2023
Publication of Detail Public Statement	Monday, November 20, 2023
Last Date of Filing of Draft Letter of Offer with SEBI	Tuesday, November 28, 2023
Last Date for a Competing Offer	Tuesday, December 12, 2023
Receipt of Comments from SEBI on Draft Letter of Offer	Tuesday, December 19, 2023
Identified Date*	Thursday, December 21, 2023
Date by which Letter of Offer will be dispatched to the Shareholder	Friday, December 29, 2023
Last date by which a Committee of Independent Directors constituted by the BODs of the Target Company shall give its recommendations	Wednesday, January 03, 2024
Last Day of Revision of Offer Price / Share	Thursday, January 04, 2024
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Thursday, January 04, 2024
Date of Opening of the Offer	Friday, January 05, 2024
Date of Closing of the Offer	Thursday, January 18, 2024
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Friday, February 02, 2024

** 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.*

RISK FACTORS

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

1) Relating to transaction

- The Offer is subject to the compliance of terms and conditions as mentioned under Share Purchase Agreement (“SPA”) dated November 10, 2023. In terms of Regulation 23(1) of the SEBI Takeover Regulations if such conditions are not satisfactorily complied with, the Offer would stand withdrawn.

2) Relating to the Offer

- a) To the best of the knowledge of the Acquirers, no statutory approvals apart from those mentioned in paragraph 7.4 of this Draft Letter of Offer, are required by the Acquirers to complete this Offer. However, in case any other statutory approvals are required by the Acquirers at a later date, this Offer shall be subject to such approvals. While the Acquirers 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 Acquirers to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Offer, subject to the Acquirers 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 Draft 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 Acquirers 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 Acquirers 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 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.

3) Relating to Acquirers

- a) The Acquirers make 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 Acquirers make no assurance with respect to its investment 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) 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 (DLoF) and Letter of Offer (LoF) 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.

CURRENCY OF PRESENTATION

In this Draft Letter of Offer, all references to “Rs.” are to the reference of Indian National Rupees (“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.

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1. ABBREVIATIONS / DEFINITIONS

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

Term / Abbreviation	Description
Acquirer(s)	Ms. Devi Dineshbhai Pandya, Mr. Dev Dineshbhai Pandya and Mr. Jigar Dineshkumar Pandya
Board / Board of Directors	The Board of Directors of the Target Company.
BSE	BSE Limited, Mumbai
Buying Broker	Stock broker appointed by Acquirers for the purpose of this Open Offer i.e. Sunflower Broking Private Limited
CDSL	Central Depository Services (India) Limited
Companies Act	The Companies Act, 1956 / The Companies Act, 2013, as amended and as applicable
DLoF / DLOO	Draft Letter of Offer
DP	Depository Participant
DPS / Detailed Public Statement	Detailed Public Statement which appeared in the newspaper on November 20, 2023 issued by the Manager to the Offer, on behalf of the Acquirers.
Eligible Persons to participate in the Offer	All owners (registered or unregistered) of Equity Shares of the Target Company (except Acquirers 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	December 21, 2023 (Thursday)
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961, as amended from time to time
LOO / LoF	Letter of Offer
Manager / Manager to the Offer / BCAPL	Beeline Capital Advisors Private Limited
NBFC	Non-Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Funds Transfer
NRI(s)	Non – Resident Indians
NSDL	National Securities Depository Limited
OCB(s)	Overseas Corporate Bodies
Offer	Open Offer for acquisition of 8,20,000 (Eight Lakhs Twenty Thousand) Equity Shares of the face value of Rs. 10/- each, representing 26.03% of the Equity Share Capital of the Target Company at a price of Rs. 73.00/- (Rupees Seventy-Three 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. January 05, 2024 (Friday) to January 18, 2023 (Thursday) or the date on which open offer is withdrawn, as the case may be.
Offer Price	Rs. 73.00/- (Rupees Seventy-Three Only) per share for each fully paid-up Equity Shares payable in cash.
PA / Public Announcement	Public Announcement of the Offer published on Friday, November 10, 2023.
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 (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.
SEBI Act	Securities and Exchange Board of India Act, 1992
Seller(s)	Mr. Vimalkumar Mishrilal Shah and Mr. Hitesh Surendrakumar Loonia
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 Scarnose International Limited, having face value of Rs. 10/- each.
Shareholders	Shareholders of Scarnose International Limited
Target Company / SIL	Scarnose International Limited, Ahmedabad.
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 January 05, 2024 (Friday) to January 18, 2024 (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 SCARNOSE INTERNATIONAL 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 THE 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, BEELINE CAPITAL ADVISORS PRIVATE LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 28, 2023 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 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 This Open Offer is being made by the Acquirers in compliance with Regulations 3 & 4 and other applicable provisions of SEBI (SAST) Regulations, as amended.

3.1.2 As on date of this DLoF, Acquirers do not hold any Equity Share of the Target Company.

3.1.3 On November 10, 2023, the Acquirers entered into a Share Purchase Agreement with the Sellers (‘SPA’), to which the Acquirers have agreed to acquire 19,50,000 Equity Shares (“Sale Shares”) constituting 61.90% of the Equity Share Capital of the Target Company. The Acquirers have agreed to purchase the Sale Shares at a negotiated price of Rs. 30.00/- (Rupees Thirty Only) per Equity Share aggregating to ₹ 5,85,00,000/- (Rupees Five Crore Eighty-Five lakhs 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. Vimalkumar Mishrilal Shah	Yes	9,75,000	30.95%	Nil	Nil
2	Mr. Hitesh Surendrakumar Loonia	Yes	9,75,000	30.95%	Nil	Nil
Total		Yes	19,50,000	61.90%	Nil	Nil

* Including 6,30,030 Equity Shares are lock in upto June 30, 2025.

3.1.4 Salient features of SPA are as follows:

- The purchase price for the Sale Shares is Rs. 30.00/- (Rupees Thirty Only) per fully paid-up Equity Shares of the Target Company which is negotiated price between Acquirers and the Sellers. The total consideration for the Sale Shares is Rs 5,85,00,000/- (Rupees Five Crore Eighty-Five lakhs only).
- The acquisition of Sale Shares shall be completed and shall be transferred into the name of the Acquirers and control over the Target Company shall be passed to the Acquirers after expiry of 21 working days from the date of Detailed Public Statement, subject to depositing of entire consideration payable under the open offer in the escrow account, cash of an amount equal to the entire consideration payable under the open offer assuming full acceptance of the open offer.

3.1.5 Further, Acquirer has made a cash deposit of Rs. 2,01,00,000/- (Rupees Two Crore One Lakh Only) aggregating 33.58% of the Maximum Consideration of Rs. 5,98,60,000/- (Rupees Five Crore Ninety-Eight Lakh Sixty Thousand Only) in the Offer Escrow Account as more specifically detailed in Point 6.2 (Financial Arrangement) below, in accordance with Regulation 22(2) of the 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 27,70,000 Equity Shares constituting 87.93% of the Equity Share Capital of the Target Company.
- 3.1.7 The Equity Shares of the Target Company are listed on the SME Platform of BSE Limited. On completion of this Open Offer, assuming full acceptances, the shareholding of the Public Shareholders in the Target Company may fall below minimum public shareholding requirement as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Acquirers will ensure compliance with the minimum public shareholding requirements in such manner and timelines prescribed under applicable law.
- 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 Acquirers have not entered into any non-compete arrangement and/or agreement with anyone with respect to the operation of the Target Company.
- 3.1.10 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.
- 3.1.11 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.
- 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.

3.2 DETAILS OF THE PROPOSED OFFER

- 3.2.1 In accordance with the Regulation 14(3) and pursuant to Regulations 3 & 4 of SEBI (SAST) Regulation, the Acquirers have made a Detailed Public Statement on Monday, November 20, 2023 pursuant to Public Announcement dated Friday, November 10, 2023 in the following newspapers:

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

A Copy of the Public Announcement dated November 10, 2023 and Detailed Public Statement published on November 20, 2023 is also available on the SEBI’s website at www.sebi.gov.in.

- 3.2.2 The Acquirers hereby make this Offer to the existing shareholders (other than the parties to the SPA) to acquire up to 8,20,000 (Eight Lakh Twenty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each constituting 26.03% 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. 73.00/- (Rupees Seventy-Three 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.
- 3.2.3 As on date of this DLoF, 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.
- 3.2.4 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 DLoF. Total 6,30,030 Equity Shares are under lock in up to June 30, 2025 and the same will be continued to be under lock in in the hand of Acquirers.
- 3.2.5 This Open Offer is not a conditional offer and not subject to any minimum level of acceptance. The Acquirers will acquire all the Equity Shares of the Target Company that are validly tendered as per terms of the Offer up to 8,20,000 (Eight Lakh Twenty Thousand) Equity Shares constituting 26.03% of the Equity Share Capital of the Target Company.

- 3.2.6 The Acquirers have not acquired any shares of Target Company after the date of P.A. i.e. November 10, 2023 and up to the date of this DLoF.
- 3.2.7 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.
- 3.2.8 The Equity Shares of the Target Company are listed on the SME Platform of BSE Limited. On completion of this Open Offer, assuming full acceptances, the shareholding of the Public Shareholders in the Target Company may fall below minimum public shareholding requirement as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Acquirers will ensure compliance with the minimum public shareholding requirements in such manner and timelines prescribed under applicable law
- 3.2.9 The Manager to the Offer, Beeline 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 DLoF. 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 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 and may also diversify into other business with prior consent of the shareholders and in accordance with the laws applicable.
- 3.3.3 At present, the Acquirers 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.
- 3.3.4 The Acquirers intends to seek a reconstitution of the Board of Directors of the Target Company in compliance with Regulation 24(1) of the SEBI (SAST) Regulations and SEBI (LODR) Regulations, 2018, as amended.

4. BACKGROUND OF THE ACQUIRERS

4.1 MS. DEVI DINESHBHAI PANDYA – ACQUIRER NO. 1

- 4.1.1 Ms. Devi Dineshbhai Pandya, D/o Dineshbhai Bhanubhai Pandya, aged 29 years, Indian Resident, bearing Permanent Account Number 'CALPP1418E' under the Income Tax Act, 1961, residing at A-104, Pradhyuman royal Heights near A.G. Chowk, Kalawad Road, VTS Rajkot Gujarat 360005. She holds master degree in Arts (Phycology) from Saurashtra University. She is having experience of more than 5 years in the field of Pharmaceutical, Ayurvedic Medicine, Organics Fertiliser, Herbal Cosmetic, animal food supplements. As on date of this DLoF, she is Director of Dadaji Lifescience Private Limited. She is not acting as a Whole Time Director in any public limited company and she is not on the Board of any listed company.
- 4.1.2 She is Sister of Mr. Dev Dineshbhai Pandya (Acquirer No. 2) and Mr. Jigar Dineshkumar Pandya (Acquirer No. 3).
- 4.1.3 The Net worth of Ms. Devi Dineshbhai Pandya as on November 09, 2023 is Rs 2,33,11,479/- (Two Crore Thirty-Three Lakhs Eleven Thousand Four Hundred Seventy-Nine Only) as certified vide certificate dated November 10, 2023 by CA Jimi Shah (Membership No. 145335), Jimi Shah & Associates (Proprietor) Chartered Accountants, having its office at 510, Star Chamber, 5th Floor, Harihar Chowk, Panchnath Plot, Rajkot, 360001, Contact: M-98254 48779.
- 4.1.4 Ms. Devi Dineshbhai Pandya is not categorized as a “willful defaulter” and “Fugitive Economic Offender” in terms of Regulation 2(1)(ze) and Regulation 2(1)(ja) of the SEBI (SAST) Regulations, respectively.

4.2 MR. DEV DINESHBHAI PANDYA – ACQUIRER NO. 2

- 4.2.1 Mr. Dev Dineshbhai Pandya, S/o Dineshbhai Bhanubhai Pandya, aged 29 years, Indian Resident, bearing Permanent Account Number 'CALPP1419F' under the Income Tax Act, 1961, residing at A 104, Pradhyuman Royal Heights, Kalawad Road Rajkot Gujarat, India 360005. He holds a degree of Registered Pharmacist from Gujarat State Pharmacy Council. He is having total experience of more than 5 years in the field of Pharmaceutical, Ayurvedic Medicine, Organics Fertilizers, Herbal Cosmetic, animal food supplements. As on date of this DLoF, he is Director in Dadaji Lifescience Private Limited. 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 brother of Ms. Devi Dineshbhai Pandya (Acquirer No. 1) and Mr. Jigar Dineshkumar Pandya (Acquirer No. 3).
- 4.2.3 The Net worth of Mr. Dev Dineshbhai Pandya as on November 09, 2023 is Rs. 2,34,23,434/- (Two Crore Thirty-Four Lakh Twenty-Three Thousand Four Hundred Thirty-Four Only) as certified vide certificate dated November 10, 2023 by CA Jimi Shah (Membership No. 145335), Jimi Shah & Associates (Proprietor) Chartered Accountants having its office at 510, Star Chamber, 5th Floor, Harihar Chowk, Panchnath Plot, Rajkot, 360001, Contact: M-98254 48779.
- 4.2.4 Mr. Dev Dineshbhai Pandya is not categorized as a “willful defaulter” and “Fugitive Economic Offender” in terms of Regulation 2(1)(ze) and Regulation 2(1)(ja) of the SEBI (SAST) Regulations, respectively.

4.3 MR. JIGAR DINESHKUMAR PANDYA – ACQUIRER NO. 3

- 4.3.1 Mr. Jigar Dineshkumar Pandya, s/o Dineshkumar Pandya, aged 26 years, Indian Resident, bearing Permanent Account Number ‘AVBPP2051Q’ under the Income Tax Act, 1961, residing at A 104, Pradhyuman Royal Heights, Kalavad Road Rajkot Gujarat, India 360005. He has completed first year in B. Com from Gujarat Ayurved University. He is having total experience of more than 5 years in the field of Pharmaceutical, Ayurvedic Medicine, Organics Fertiliser, Herbal Cosmetic, animal food supplements. As on date of this DLoF, he is Director in Dadaji Lifescience Private Limited. 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.
- 4.3.2 He is Brother of Ms. Devi Dineshbhai Pandya (Acquirer No. 1) and Mr. Dev Dineshbhai Pandya (Acquirer No. 2).
- 4.3.3 The Jigar Dineshkumar Pandya as on November 09, 2023 is Rs. 2,38,62,987/- (Two Crore Thirty-Eight Lakh Sixty-Two Thousand Nine Hundred Eighty-Seven Only) as certified vide certificate dated November 10, 2023 by CA Jimi Shah (Membership No. 145335), Jimi Shah & Associates (Proprietor) Chartered Accountants having its office at 510, Star Chamber, 5th Floor, Harihar Chowk, Panchnath Plot, Rajkot, 360001, Contact: M-98254 48779.
- 4.3.4 Mr. Jigar Dineshkumar Pandya is not categorized as a “willful defaulter” and “Fugitive Economic Offender” in terms of Regulation 2(1)(ze) and Regulation 2(1)(ja) of the SEBI (SAST) Regulations, respectively.

4.4 OTHER DETAILS OF THE ACQUIRERS:

- Except as mentioned above, Acquirers are not related in any other manner.
- The Acquirers do not belong to any Group as such.
- As on the date of this DLoF, the Acquirers do not hold any Equity Shares of the Target Company.
- 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.
- 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.
- 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.
- 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.

5. BACKGROUND OF THE TARGET COMPANY (SCARNOSE INTERNATIONAL 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 under the provisions of the Companies Act, 1956 on “**Chordia Agro Products Private Limited**” on April 12, 2011. The Corporate Identification Number of Target Company is U15400GJ2011PLC064911. The name of company changed to “Scarnose International Private Limited” vide a fresh certificate of incorporation dated July 26, 2018 issued by Registrar of Companies – Ahmedabad. Consequently, company was converted into public limited company and name was changed to “Scarnose International Limited” vide a fresh certificate of incorporation dated June 21, 2021. Except, this there has been no change in name of the Target Company in the last 3 (three) years. The registered office of the Target Company is situated at 503, Sun Square, NR. Hotel Nest, OFF. C.G. Road, Navrangpura Ahmedabad Gujarat 380006 India.

5.2 Share Capital Structure of the Target Company

The Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- each. As on date, the issued, subscribed and paid-up capital of the Target Company is Rs 3,15,01,500/- (Rupees Three Crore Fifteen Lakhs One Thousand Five Hundred Only) and divided

into 31,50,150 (Thirty-One Lakh Fifty Thousands One Hundred and Fifty) Equity Shares having face value of Rs 10/- (Rupees Ten Only) each.

5.3 **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	31,50,150	100.00
Partly Paid-up Equity Shares	-	-
Total Paid-up Equity Shares	31,50,150	100.00
Total Voting Rights in the Target Company	31,50,150	100.00

As on date of this DLoF, 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. Out of 31,50,150 Equity Shares of the Target Company, 6,30,030 Equity Shares are continued to be lock in upto June 30, 2025 in the hands of acquirers.

5.4 The entire issued, subscribed, paid up and voting equity capital of the Target Company is listed at SME platform of BSE ("BSE SME") having INE0IXR01019, since June 27, 2022. The shares of the Target Company are not suspended for trading from BSE SME.

5.5 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 Regulation 2(1)(j) of the SEBI (SAST) Regulations.

5.6 *The Target Company is non-compliant to the Structured Digital Database to be maintained under Regulations 3(5) r.w. 5C(7) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.*

5.7 **Details of Directors of Scarnose International Limited:**

As on the date of this DLoF, the Board of Directors of the Target Company comprises of 4 (FOUR) members as given below:

Sr. No.	Name of Directors	DIN	Designation	Date of Appointment
1.	Shah Mishrilal	03011067	Managing Director	25/09/2018
2.	Dakshita Dadhich	09356713	Director	12/10/2021
3.	Kunjal Jayantkumar Soni	08160838	Director	06/05/2021
4.	Hemal Patel	09344746	Director	02/10/2021

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

5.9 The key financial information of the Target Company based on the limited reviewed financials for the period ended September 30, 2023 and audited financial statements for the financial year ended March 31, 2023, 2022 and 2021 are as follows:

(Rs. in Lakhs)

Profit & Loss Account for	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Income from Operations	1345.07	4,106.93	9,564.58	3,254.90
Other Income	21.67	18.08	28.45	0.83
Total Income	1366.74	4,125.01	9,593.02	3,255.73
Total Expenditure	1370.14	4,114.62	9,548.36	3,225.64
Profit Before Depreciation, Interest and Tax	(3.40)	10.39	56.89	30.09
Depreciation.	0.49	2.97	2.07	0
Interest	0.00	1.73	10.15	0
Profit/(Loss) Before Tax	(3.89)	5.70	44.67	30.09
Extraordinary Items	0.00			
Tax Expenses	0.00	1.36	11.24	7.58
Profit/(Loss) After Tax	(3.89)	4.34	33.43	22.51
Other Comprehensive Income / Loss	-	-	-	-
Total Comprehensive Income / Loss	(3.89)	4.34	33.43	22.51

(Rs. in Lakhs)

Balance Sheet as on	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Sources of Funds				
Paid up Shares Capital	315.02	315.02	195.02	42.00
Reserves and Surplus (Excluding Revaluation Reserve)	684.40	688.33	143.99	148.55
Total	999.46	1003.35	339.01	190.55
Networth	950.33	954.22	339.01	190.55
Non-Current Liabilities				
Other Long Term Liabilities	-	-	1.35	-
Deferred Tax Liability	0.58	0.58	1.39	-
Current Liabilities				
Short Term Borrowings	1.60	0.32	289.44	1.00
Trade Payables	943.39	304.68	553.56	185.79
Other Current Liabilities	2.57	197.62	36.57	54.42
Short-term Provisions	3.29	3.82	20.94	26.03
Total	1,950.89	1,510.37	1,242.25	457.81
Uses of Funds				
Non-Current Assets				
Property, Plant and Equipment	5.67	6.16	73.92	-
Non- Current Investments	10.63	10.63	10.63	-
Long Term Loans	106.45	148.99	39.66	37.77
Other Non-Current Assets	49.13	49.13	-	-
Current Assets				
Financial Assets				
- Inventories	-	-	20.11	-
- Trade Receivables	1624.46	1,040.95	969.37	368.04
- Cash and Cash Equivalents	14.01	45.28	11.10	31.13
- Short Term Loans and Advances	108.50	208.98	117.22	20.40
- Other Current Assets	32.04	0.25	0.25	0.47
Total	1,950.89	1,510.37	1,242.25	457.81

Other Financial Data	September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Dividend (%)	-	-	-	-
Earnings Per Share (Rs.)*	(0.12)	0.15	1.76	41.04
Return on Net worth (%)**	-0.41%	0.45%	9.86%	11.81%
Book Value Per Share (Rs.)***	30.17	30.29	17.38	45.37

*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: Unaudited Financial for the Period Ended 30/09/2023 and Audited Annual Accounts as certified by the Statutory Auditor of SIL.

5.10 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	%
(I) Promoters Group								
a) Parties to SPA, namely - Mr. Vimalkumar Mishrilal Shah - Mr. Hitesh Surendrakumar Loonia	1950000	61.90%	(1950000)	(61.90%)	-	-	-	-

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	%
b) Other than (a) above	-	-	-	-	-	-	-	-
Sub Total (1)	1950000	61.90%	(1950000)	(61.90%)	-	-	-	-
(2) Acquirers								
- Ms. Devi Dineshbhai Pandya	-	-	650000	20.63%	820000	26.03%	2770000	87.93%
- Mr. Dev Dineshbhai Pandya	-	-	650000	20.63%				
- Mr. Jigar Dineshkumar Pandya	-	-	650000	20.64%				
Sub Total (2)	-	-	1950000	61.90%	820000	26.03%	2770000	87.93%
(3) Parties to agreement other than (1) & (2) above								
-	-	-	-	-	-	-	-	-
(4) Public Shareholders (i.e. other than mentioned above)								
a) FIs / MFs / FIIs / Banks	-	-	-	-	(820000)	(26.03%)	380150	12.07%
b) Others								
Individuals								
Holding Share capital upto Rs. 2 lakhs	272150	8.64%						
Holding Share Capital more than Rs. 2 lakhs	578000	18.35%						
Others								
Bodies Corporate	294000	9.33%						
Clearing Members	0	0.00%						
NRIs	2000	0.06%						
HUF	54000	1.71%						
(Indicate the total number of shareholders in "Public category")	101	-	-	-	-	-	-	-
Total (4)(a+b)	1200150	38.10%	-	-	(820000)	(26.03%)	380150	12.07%
Grand Total (1+2+3+4)	3150150	100.00	0	0.00	0	0.00	3150150	100.00

Notes:

- 1) Shareholding Pattern is based on half year ended September 30, 2023.
- 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) The Acquirers have not entered into any formal agreement with respect to the acquisition of shares through this open offer.
- 4) Subject to completion of this offer, existing Promoters and Promoters' Group shall be reclassified from "Promoter and Promoter Group" Category to "Public" Category as per Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5.11 Details of Compliance Officer of the Target Company

Ms. Ankita Vivekkumar Shah
Scarnose International Limited
503, Sun Square, Nr Hotel Nest, Off C. G. Road, Navrangpura,
Ahmedabad - 380006, Gujarat, India
Ph No.: 079 – 4897 5503
Email: compliance@scarnose.com / scarnose13@gmail.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 SME Platform of BSE Limited (“BSE SME”), having a Scrip ID of “SCARNOSE” & Scrip Code of “543537”.

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 (November 1, 2022 to October 31, 2023) 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 SME	1178000	3150150	37.40%

(Source: www.bseindia.com)

6.1.3 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 Regulation 2(1)(j) of the SEBI (SAST) Regulations. Hence, the Offer Price of Rs. 73.00/- (Rupees Seventy-Three Only) per fully paid up Equity Share has been determined in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the higher than the following:

(a)	Highest Negotiated Price per equity share for any acquisition under the Share Purchase Agreement (“SPA”)	Rs. 30.00/-
(b)	The volume-weighted average price paid or payable for acquisition during the 52 (Fifty-Two) weeks immediately preceding the date of PA	N.A.
(c)	The highest price paid or payable for any acquisition during 26 (Twenty-Six) weeks period immediately preceding the date of PA	N.A.
(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	Rs. 72.61/-

6.1.4 In view of the parameters considered and presented in table above, in the opinion of the Acquirers and Manager to the Offer, the Offer Price of Rs. 73.00/- (Rupees Seventy-Three Only) per fully paid-up Equity Share is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations.

6.1.5 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.

6.1.6 As on date, there is no revision in open offer price or open offer size. In case of any revision in the open offer price or open offer size, the Acquirers 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.

6.1.7 If there is any revision in the offer price on account of future purchases / competing offers, it will be done on or before Thursday, January 4, 2024 and would be notified to the shareholders.

6.1.8 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 or open market purchases made in the ordinary course on the Stock Exchanges, not being negotiated acquisition of Equity Shares in any form.

6.1.9 The Acquirers shall disclose during the offer period, every acquisition made by them of any equity shares of the Target Company, to the Stock Exchange and to the Target Company at its registered office within twenty-four hours of such acquisition in accordance with Regulation 18(6) of the SEBI (SAST) Regulations.

6.2 FINANCIAL ARRANGEMENT

6.2.1 The total funding requirement for the Offer (assuming full acceptances) i.e. for the acquisition of 8,20,000 (Eight Lakh Twenty Thousand) Equity Shares of Rs. 10/- each from the public shareholders of the Target Company at Offer Price of Rs. 73.00/- (Rupees Seventy-Three Only) per Equity Share is Rs. 5,98,60,000/- (Rupees Five Crore Ninety-Eight Lakh Sixty Thousand 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 Jimi Shah (Membership No. 145335), Proprietor of M/s Jimi Shah & Associates (Firm Registration No. 137704W) Chartered Accountants, having its office at 510, Star Chamber, 5th Floor, Harihar Chowk, Panchnath Plot, Rajkot, 360001, Contact: M-98254 48779 vide certificate dated November 10, 2023 have confirmed that sufficient resources are available with the Acquirers for fulfilling the obligations under this Open Offer in full.
- 6.2.3 In terms of Reg. 17(1) of the Regulations, the Acquirers have to create an escrow for an amount equal to 25% of the “**Offer Consideration**” i.e. for Rs. 1,49,65,000/- (Rupees One Crore Forty-Nine Lakh Sixty-Five Thousand Only).
- 6.2.4 In terms of Reg. 17(3) and 22(2) of the Regulations, the Acquirers, the Manager to the Offer and Axis Bank Limited, a banking company incorporated under the laws of India and having its registered office at Trishul, 3rd Floor, Opp. Samartheshwar Temple, Law Garden, Ellisbridge, Ahmedabad, Gujarat, India – 380006 have entered into an Escrow Agreement for the purpose of the Offer (“**Escrow Agreement**”). Pursuant to the Escrow Agreement, the Acquirers have deposited Rs. 2,01,00,000/- (Rupees Two Crore One Lakh Only) in cash in the Escrow Account which is 33.58% of the Offer Consideration.
- 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.
- 6.2.7 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 17(2) of the SEBI (SAST) Regulations, prior to effecting such revision.
- 6.2.8 In terms of Regulation 22(2) of the SEBI (SAST) Regulations, the Acquirers may, after the expiry of 21 workings days from date of Detailed Public Statement, complete the acquisition of Equity Shares acquired pursuant to the SPA and other acquisitions during the Offer period, if any, subject to depositing of entire consideration payable under the open offer in the escrow account, cash of an amount equal to the entire consideration payable under the open offer assuming full acceptance of the open offer.

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 DLoF, 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 will be 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. Thursday, December 21, 2023. 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 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.
- 7.1.5 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 at www.sebi.gov.in, and shareholders can also apply by downloading such documents 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 DLoF. In terms of Regulation 23(1) of the SEBI (SAST) 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 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

Pursuant to SPA dated November 10, 2023, total 19,50,000 (Nineteen Lakhs Fifty Thousand only) equity shares which constitutes 61.90% agreed to be acquired by Acquirers from Sellers, out of which 6,30,030 Equity Shares constituting 20.00% of the issued, paid up and subscribed equity share capital of the Target Company are Lock-In upto June 30, 2025 and will continue to be locked-in in the hands of Acquirers (New Promoters) as per Regulation 243 of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018. Therefore 6,30,030 Equity Shares constituting 20.00% of the issued, paid up and subscribed equity share capital of the Target Company transferred to the Acquirers are subject to the continuation of the residual lock-in period in the hands of the Acquirers, as may be permitted under applicable law.

Except as stated above there are no equity shares are under lock-in in the Target Company.

7.3 ELIGIBILITY FOR ACCEPTING THE OFFER

All the Equity Shareholders registered or unregistered, (except Acquirers and existing Promoters / Promoter Group of the Target Company) who own fully paid Equity Shares of the Target Company any time before the closure of the Open Offer are eligible to participate in the Open Offer. However, the Letter of Offer will be 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. Thursday, December 21, 2023.

7.4 STATUTORY AND OTHER APPROVALS

7.4.1 As on the date of this DLoF, 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 this DLoF, 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 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 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 Limited 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 Acquirers has appointed Sunflower Broking 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: Sunflower Broking Private Limited

CIN: U65923GJ1988PTC011203

Address: 5th Floor, Sunflower House, Near Bhaktinagar Circle, Bhaktinagar, Rajkot, Gujarat - 360002

Contact Person: Mr. Bhavik Vora

Tel.: 0281-2361935

E-mail ID: info@sunflowerbroking.com

Website: www.sunflowerbroking.com

SEBI Reg. No.: INZ000195131

Membership Code:3288

- 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 the stock exchange to facilitate placing of sell orders. The Selling Brokers can enter orders for demat Shares.
- 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 Modification/cancellation of Orders will not be allowed during the tendering period of the Open Offer.
- 8.9 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.
- 8.10 Public Shareholders can tender their shares only through a broker with whom the shareholder is registered as client.
- 8.11 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.
- 8.12 **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:

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 "**SIL 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.

8.14 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.

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 8.12 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 8.13 above.

8.15 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.

8.16 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.
- c) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the demat account which will be provided by the Acquirers.
- d) Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Equity Shareholders would be returned to them by the Clearing Corporation.
- e) 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.
- f) The Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the shares under the Offer.

8.17 Settlement of Funds / Payment Consideration

- a) The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- b) The funds received from Buyer Broker by the Clearing Corporation will be released to the Shareholder/Selling Broker(s) as per secondary market pay out mechanism.
- c) For Equity Shares accepted under the Open Offer, Clearing Corporation will make direct funds pay-out to respective Equity Shareholders. If shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders. The Equity Shareholders will be required to independently settle fees, dues, statutory levies or other charges (if any) with their Selling Brokers.
- d) The payment will be made to the Buying Broker for settlement. For Equity Shares accepted under the Open Offer, the Equity Shareholder / Selling Broker / custodian participant will receive funds payout in their settlement bank account.

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

9. DOCUMENTS FOR INSPECTION

The following documents will be available for inspection to the Shareholders of the Target Company at the Office of Beeline Capital Advisors Private Limited at B/1311-1314, Shilp Corporate Park Near Rajpath Club, Rajpath Rangoli Road, Sarkhej - Gandhinagar Hwy, Ahmedabad, Gujarat – 380 054 on Monday to Friday except bank holidays till the Offer Closing date (i.e. Thursday, January 18, 2024) from 11.00 a.m. to 5.00 p.m.

1. Certificate of Incorporation, Memorandum and Articles of Association of Scarnose International Limited.
2. Firm Arrangement certificate issued by CA Jimi Shah (Membership No. 145335), Proprietor of M/s Jimi Shah & Associates (Firm Registration No. 137704W) Chartered Accountants, certifying the adequacy of financial resources with the Acquirers to fulfil their part of Open Offer obligations.

Networth certificate issued by CA Jimi Shah (Membership No. 145335), Proprietor of M/s Jimi Shah & Associates (Firm Registration No. 137704W) Chartered Accountants, certifying the Networth of the Ms. Devi Dineshbhai Pandya (“Acquirer No. 1”).

Networth certificate issued by CA Jimi Shah (Membership No. 145335), Proprietor of M/s Jimi Shah & Associates (Firm Registration No. 137704W) Chartered Accountants, certifying the Networth of the Mr. Dev Dineshbhai Pandya (“Acquirer No. 2”).

Networth certificate issued by CA Jimi Shah (Membership No. 145335), Proprietor of M/s Jimi Shah & Associates (Firm Registration No. 137704W) Chartered Accountants, certifying the Networth of the Mr. Jigar Dineshbhai Pandya (“Acquirer No. 3”).

3. Certificate issued by Axis Bank Limited confirming the amount of Rs. 2,01,00,000/- (Rupees Two Crore One Lakh Only) kept in the Escrow Account.
4. Copies of the Public Announcement dated Friday, November 10, 2023 and published copy of the Detailed Public Statement, which appeared in the Newspapers on Monday, November 20, 2023.
5. Limited Reviewed financials for the period ended September 30, 2023 and Audited Annual Reports / Accounts of the Target Company for the last 3 financial years.
6. Copy of the Share Purchase Agreement dated Friday, November 10, 2023.
7. A copy of the recommendation dated [●] made by the Committee of Independent Directors (IDC) of the Target Company.
8. Memorandum of Understanding between the Acquirers and Beeline Capital Advisors Private Limited (Manager to the Offer).
9. Copy of the Memorandum of Understanding between the Acquirers and Cameo Corporate Services Limited (Registrar to the Offer).
10. Observation letter bearing reference number [●] dated [●] received from SEBI in terms of Regulation 16(4) of the SEBI (SAST) Regulations.

10. DECLARATION BY THE ACQUIRERS

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

Signed by the Acquirers:

Acquirer No. 1

Sd/-

Ms. Devi Dineshbhai Pandya

Acquirer No. 2

Sd/-

Mr. Dev Dineshbhai Pandya

Acquirer No. 3

Sd/-

Mr. Jigar Dineshbhai Pandya

Date: Tuesday, November 28, 2023

Place: Ahmedabad