

## ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

### FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated Thursday, March 14, 2024 ("Letter of Offer") which is available on the websites of the Registrar, our Company, the Lead Manager and the stock exchange where the Equity Shares of our Company are listed, i.e., BSE Limited ("BSE" or "Stock Exchange"). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

Our Company has made available on the Registrar's website at [www.bigshareonline.com](http://www.bigshareonline.com) and the Company's website at [www.sawacabusiness.com](http://www.sawacabusiness.com), this Abridged Letter of Offer and the Application Form to the Eligible Equity Shareholders.

# **SAWACA**

**BUSINESS MACHINES LTD.**

**SAWACA BUSINESS MACHINES LIMITED**

**Registered Office:** 45, Chinubhai Tower, Opp. Handloom House, Ashram Road, Ahmedabad-380 009, Gujarat, India

**Telephone:** +91 079 460 23912; **Email:** [sawaca.business@yahoo.com](mailto:sawaca.business@yahoo.com)

**Contact Person:** Saurabh Shah, Company Secretary and Compliance Officer;

**Email:** [sawaca.business@yahoo.com](mailto:sawaca.business@yahoo.com) ; **Website:** [www.sawacabusiness.com](http://www.sawacabusiness.com)

**Corporate Identification Number:** L74110GJ1994PLC023926

**OUR PROMOTERS: MR. SATISH RAMANLAL SHAH, MRS. JYOTSNA SATISHKUMAR SHAH, MR. VISHAL SATISHKUMAR SHAH, MR. SHETAL SATISHKUMAR SHAH AND MR. YATIN GIRISHBHAI SHAH**

### ISSUE DETAILS, LISTING AND PROCEDURE

**ISSUE OF UP TO 457639600 EQUITY SHARES OF FACE VALUE OF ₹1/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹1 EACH INCLUDING A SHARE PREMIUM OF NIL PER RIGHTS EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO AN AMOUNT OF UP TO ₹4576.396 LAKHS\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 4 (FOUR) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON THURSDAY, MARCH 07, 2024 (THE "ISSUE"). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS EQUAL TO FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 117 OF THE LETTER OF OFFER.**

\*Assuming full subscription

**Listing:** The existing Equity Shares of our Company are listed on BSE Limited ("BSE"/"Stock Exchange"). Our Company has received an "in-principle" approval from BSE for listing of the Rights Equity Shares to be allotted pursuant to this Issue vide letter dated February 12, 2024. Our Company will also make an application to the Stock Exchange to obtain the trading approval for the Rights Entitlements as required under the SEBI Master Circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 ("SEBI ICDR Master Circular"). BSE shall be the Designated Stock Exchange for the purpose of this Issue.

**Procedure:** If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled "Terms of the Issue" on page 117 of the Letter of Offer. You may also download the Letter of Offer from the websites of the Company, BSE & the Registrar. You can also request the Lead Manager to the Issue or BSE to provide a hard copy of Letter of Offer. Please note that in terms of Regulation 72(5) of the SEBI ICDR Regulations, the Lead Manager and the Stock Exchange may charge a reasonable amount for providing hard copy of the Letter of Offer.

### ELIGIBILITY FOR THE ISSUE

Our Company is a listed company and has been incorporated under the Companies Act, 1956. Presently, the Equity Shares of the Company are listed on BSE. We are eligible to undertake the Issue in terms of Issue in terms of Chapter III and other applicable provisions of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI to the SEBI ICDR Regulations.

**Compliance with Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations:** As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in the Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

**Minimum Subscription:** In accordance with Regulation 86 of the SEBI ICDR Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, our Company shall refund the entire subscription amount received within 4 (Four) days from the Issue Closing Date in accordance with SEBI ICDR Master Circular. If there is any delay in the refund of the subscription amount beyond such period as prescribed by applicable laws, our Company and Directors who are "officers in defaults" shall pay interest for the delayed period, at such rates as prescribed under the applicable laws.

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INDICATIVE TIMETABLE			
Issue Opening Date	Tuesday, 02 <sup>nd</sup> April, 2024	Date of Allotment/ Intimation of Refunds (on or about)	Friday, April 19 <sup>th</sup> , 2024
Last Date for On Market Renunciation of Rights Entitlements*	Monday, 08 <sup>th</sup> April, 2024	Date of credit of Equity Shares to demat account of Allottees (on or about)	Wednesday, April 24 <sup>th</sup> , 2024
Issue Closing Date#	Friday, 12 <sup>th</sup> April, 2024	Date of listing / Commencement of trading of Equity Shares on the Stock Exchanges (on or about)	Friday, April 26 <sup>th</sup> , 2024
Finalisation of Basis of Allotment (on or about)	Thursday, 18 <sup>th</sup> , 2024		

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

#Our Board or a Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

### NOTICE TO INVESTORS

The distribution of the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter, the Application Form (collectively "Issue Material") and the issue of Rights Equity Shares, to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Entitlement Letter or the Application Form may come are required to inform themselves about and observe such restrictions and other related legal requirements.

In accordance with the SEBI ICDR Regulations, Issue Material will be sent/dispatched by email and by courier to only to the Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company. In case such Eligible Equity Shareholders who have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue Material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their email address, then Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Shareholders, who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to e-mail or send a physical copy of the Issue Material, shall not be sent the Issue Material.

#### NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF ("UNITED STATES"), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THE ISSUE MATERIAL SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

### GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and Investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, Investors shall rely on their own examination of our Company and this Issue including the risks involved. The Rights Equity Shares being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the Investors is invited to the section titled "Risk Factors" beginning on page 20 of the Letter of Offer and "Internal Risk factors" on page 5 of this Abridged Letter of Offer before making an investment in the Issue.

**ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**

<b>Name of Registrar to the Issue and contact details</b>	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali caves Road, Andheri (East) Mumbai - 400093, Maharashtra, India <b>Telephone:</b> +91-22-6263 8200/22; <b>Email:</b> rightsissue@bigshareonline.com; <b>Website:</b> www.bigshareonline.com <b>Investor Grievance Email:</b> investor@bigshareonline.com <b>Contact Person:</b> Shri Mohan Devadiga <b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534
<b>Name of Statutory Auditor</b>	<b>M/s. M A A K &amp; ASSOCIATES</b>
<b>Self-Certified Syndicate Banks ("SCSBs")</b>	The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
<b>Banker to the Issue/Refund Bank</b>	Axis Bank Limited Address :- 3 Shukan Business Centre, Swastik Cross Road, C G Road, Ahmedabad-380009, GJ,IN Tel.: +91 70690 26431 E-mail: cgroad.branchhead@axisbank.com Website: www.axisbank.com Contact Person: K S Sameer SEBI Registration Number: INBI00000017 CIN: L65110GJ1993PLC020769

**1. Summary of our Business**

Our Company, started Scrap trading business a couple years back and has created a niche in the scrap trading industry within a couple of years of establishment and has met client expectations in terms of premium grade of metal scrap. Currently, our Company is involved in two distinct segments. The first segment is the Trading segment, where our Company engages in wholesale trading of various finished goods. In this segment, our Company operates primarily on a bill-to-ship basis, ensuring the procurement of orders and guaranteeing timely delivery to customers. The Trading segment focuses on efficiently managing the supply chain to meet customer demands and provide a seamless trading experience. Our Company is expanding its business activities into the Metal Trading and Cotton Trading sectors. This strategic move allows the company to diversify its portfolio and seize opportunities within these industries. In Metal Trading, our Company is engaged in buying and selling various metals, including iron, steel, aluminium, copper, and other base metals. By entering the Metal Trading market, our Company aims to leverage industry knowledge and capitalize on the demand for these essential materials. People have been using perfumery compounds and scented essential oils for thousands of years in lesser or greater amounts depending on the fashion whims. To meet the growing requirements of perfumery compounds and essential oils, our Company has started trading business of Mixture of Aromatic Chemicals, Base Industrial Perfumery Compounds and Essential Oil.

The Perfumery Industrial Products that are mixture of Aromatic Chemicals, base industrial perfumery compounds are mainly used in Incense sticks, Toiletries, Soaps, Perfumes etc. Our product range mainly includes Aromatic Chemical like Geraniol, Arsinon, D Lemonene, Musk 101 etc. We also deal in Essential Oil such Orange oil, Patcholi oil and various Industrial Perfumery Compounds.

For further details, see "Our Business" beginning on page 64 of the Letter of Offer.

**2. Summary of Objects of the Issue and Means of Finance**

The Net Proceeds are proposed to be utilized in accordance with the details set forth in the following table:

(₹ in Lakhs)

Sr. No.	Particulars	Estimated Amount
1	Incremental working capital requirement	3700.00
2	General corporate purposes*	751.396
3	Issue Expense	125.00
	<b>Net Proceeds</b>	<b>4576.396</b>

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\* The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.

### Means of Finance

Our Company proposes to meet the entire requirement of funds for the Objects from the Net Proceeds and hence, the requirement to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the Issue is not applicable.

For further details, see "Object of the Issue" beginning on page 47 of the Letter of Offer.

3. Name of Monitoring Agency – Since the size of the Issue is less than ₹10,000 Lakhs, our Company is not required to appoint a monitoring agency in relation to this Issue
4. Shareholding Pattern of our Company

The shareholding pattern of the Equity Shares of our Company as per the last quarterly filing with the Stock Exchange, i.e., as on December 31, 2023 is available on the website of BSE at <https://www.bseindia.com/stock-share-price/sawaca-business-machines-ltd/sawabusi/531893/shareholding-pattern/>

Statement showing holding of Equity Shares of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on December 31, 2023, can be accessed on the website of the BSE at: <https://www.bseindia.com/corporates/shpPromoterNGroup.aspx?scripcd=531893&qtrid=120.00&QtrName=December%202023>

The details of shareholders of our Company holding more than 1% of the issued, subscribed and paid-up Equity Share capital of our Company, as on December 31, 2023, are available at the website of BSE of <https://www.bseindia.com/corporates/shpPublicShareholder.aspx?scripcd=531893&qtrid=120.00&QtrName=December%202023>

### Board of Directors

Sr. No.	Name	Designation	Other Directorships
1	Shetal Satishkumar Shah	Managing Director	Nil
2	Satish Ramanlal Shah	Non-Executive – Non Independent Director	Nil
3	Lilaben Kishorbhai Agaja	Non-Executive – Independent Director	Nil
4	Vijay Chhotalal Shah	Non-Executive – Independent Director	Nil

For further details, see "Our Management and Organizational Structure" beginning on page 69 of the Letter of Offer.

5. Neither our Company nor our Promoters or any of our Directors is categorized as a Wilful Defaulter or Fraudulent Borrower by RBI or any other government authority.
6. Financial Statement Summary

A summary of our Unaudited Consolidated Financial Results for the nine months period ended December 31, 2023 and Audited Consolidated Financial Statements for the financial year ended March 31, 2023 are stated as below:

(₹ in lakhs)

Particulars	FY 2022-23
Revenue from Operations (net)	364.72
Net Profit/(Loss) before Tax and extraordinary items	59.64
Profit/(Loss) after Tax and extraordinary items	54.57
Equity Share Capital	1144.10
Reserves and Surplus/Other Equity	147.33
Net Worth	1291.43
Basic earnings per share	0.05
Diluted earnings per share	0.05
Net asset value per share	1.13
Return on Net Worth (%)	4.23

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### 7. Internal Risk Factors

The below mentioned are top 13 risk factors as per the Letter of Offer:

1. The Registered Office of our Company are not owned by us.
2. The Securities and Exchange Board of India has undertaken a disciplinary action against our Company in the preceding five years. Further, the Securities and Exchange Board of India has initiated an investigation against our Company, which is currently ongoing. Any adverse outcome in the investigation, could have a material impact on our business operations, financial condition and the reputation of our Company.
3. We do business with our customers on purchase order basis and do not have long-term contracts with most of them.
4. Our IT business may not be protected by all intellectual property laws and does not have any copyright
5. Our Company requires significant amount of working capital for a continuing growth. Our inability to meet our working capital requirements may adversely affect our results of operations
6. Expansion into new market segments may subject us to various challenges, and our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability
7. Our business depends on our ability to attract and retain skilled sales personnel and competition for such personnel is intense. Failure to attract such personnel could materially and adversely affect our business, results of operation and financial condition
8. Our revenues are significantly dependent upon trading of a few products
9. Our Company has availed and may continue to avail in the future certain unsecured loans which maybe recalled by our lenders at any time
10. We operate from premises which are used and occupied on leasehold and leave & license basis. Any termination or non-renewal of these lease and/or license could have an adverse effect on our cash flows and results of operation.
11. Our Company has not availed any insurance coverage against potential losses arising from loss of assets or other risks associated with the business of our Company.
12. There has been an instance of delayed filing made by our Company under the SEBI Listing Regulations.
13. Minimum subscription criteria as prescribed under Regulation 86 of the SEBI ICDR Regulations is applicable to the Rights Issue.

### 8. Summary of Outstanding Litigations

A summary of legal proceedings involving our Company and our Subsidiary, which we consider material, is set forth below:

#### A. Legal proceedings initiated against our Company

The following table sets forth the summary of outstanding litigations by and against our Company and Subsidiary as on the date of the Letter of Offer:

(₹ in Lakhs)

Nature of Cases/Claim	Number of cases outstanding	Amounts involved*
<b>Litigation filed against us</b>		
i. Tax matters	Nil	Nil
ii. Other matters	Nil	Nil
<b>Sub-Total (A)</b>	<b>Nil</b>	<b>Nil</b>
<b>Litigation filed by us</b>		
i. Tax matters	Nil	Nil
ii. Other matters	Nil	Nil
<b>Sub-Total (B)</b>	<b>Nil</b>	<b>Nil</b>
<b>Total (A+B)</b>	<b>Nil</b>	<b>Nil</b>

\*To the extent quantifiable

For further details, please see the chapter titled "Outstanding Litigations and Other Defaults" beginning on page 102 of the Letter of Offer.



9. Terms of the Issue in this Issue.

Process of Making an Application in this Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please see "Procedure for Application through the ASBA Process" on page 120 of the Letter of Offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as may be applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "Term of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on page 130 of Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "Terms of the Issue - Grounds for Technical Rejection" on page 127 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants. Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see "Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 121 of the Letter of Offer.

Procedure for Application through the ASBA Process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be responsible for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

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Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchange or the Lead Manager. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Sawaca Business Machines Limited ;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option - only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 1 per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
16. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulation S) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under

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laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/we hereby make the representations, warranties, acknowledgments and agreements set forth in 'Restrictions on Foreign Ownership of Indian Securities' on page 146 of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulations to a person outside the United States.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States or a Qualified Institutional Buyer (as defined in the U.S. Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act.

I/ We acknowledge that we, the Company, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com). Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making an Application by Eligible Equity Shareholders holding Equity Shares in physical form.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense escrow account on behalf of such shareholder. For further details, see "Terms of the Issue – Credit of Rights Entitlement in demat accounts of Eligible Equity Shareholders" on page 130 of the Letter of Offer.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

1. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
2. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date; and
3. The remaining procedure for Application shall be same as set out in "Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process" on page 121 of Letter of Offer.



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Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

### Issue Price

The Rights Equity Shares are being offered at a price of ₹ 1 per Rights Equity Share (including a premium of Nil per Rights Equity Share) in this Issue.

The Issue Price for Rights Equity Shares has been arrived at by our Company in consultation with the Lead Manager and has been decided prior to the determination of the Record Date.

### Rights Entitlements Ratio

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 4(Four) Rights Equity Shares for every 1(One) fully paid up Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

### Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 4 (Four) Rights Equity Shares for every 1 (One) fully paid-up Equity Share held on the Record Date, therefore there shall be no fractional entitlements in this Issue.

### Credit of Rights Entitlements in dematerialised account

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with CDSL and NSDL for crediting the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is **INE248B20015**. The ISIN for the Rights Entitlements shall remain frozen (for debit) until the Issue Opening Date. The ISIN for the Rights Entitlements shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by Friday, April 12, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchange after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE "PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS" ON PAGE 105 OF THE LETTER OF OFFER.

### Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in

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full or in part (a) by using the secondary market platform of the Stock Exchange (On Market Renunciation); or (b) through an off-market transfer (Off Market Renunciation), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

### On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchange through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN **INE248B20015** subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Tuesday, April 02, 2024 to Monday, April 08, 2024(both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN **INE248B20015** and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock- broker will issue a contract note in accordance with the requirements of the Stock Exchange and SEBI.

### Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN **INE248B20015**, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the CDSL and NSDL from time to time.

### Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

1. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or

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2. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
5. Renounce its Rights Entitlements in full.

### Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in "Terms of the Issue - Basis of Allotment" beginning on page 139 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

### Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

### Intention and extent of participation in the Issue by the Promoter and Promoter Group

Our Promoters and members of the Promoter Group vide their respective letters dated November 28, 2023 have given their intention to partially subscribe towards their portion of rights entitlements. Therefore, the minimum subscription criteria provided in regulation 86(1)(b) of the SEBI ICDR Regulations is applicable to the present Rights Issue. Therefore, our Company undertakes to comply with the provisions of Regulation 86(2) of the SEBI ICDR Regulations and SEBI ICDR Master Circular and in case of non-receipt of minimum subscription, all application monies received by our Company shall be refunded to the Applicants forthwith, but not later than four days from the closure of the Rights Issue.

Our Company is in compliance with Regulation 38 of the SEBI Listing Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

10. Availability of offer document of the immediately preceding public issue or rights issue for inspection: Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:
  - i. our Company at [www.sawacabusiness.com](http://www.sawacabusiness.com);
  - ii. the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com);
  - iii. the Stock Exchange at [www.bseindia.com](http://www.bseindia.com); and

Further, it shall be available for inspection as a material documentation as given on page 147 of Letter of Offer.

11. Any other important information as per Lead Manager and the Issuer: Nil

### DECLARATION BY THE COMPANY

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

#### Name of the Directors

#### Signature

**Mr. Shetal Satishkumar Shah**  
**Chairperson & Managing Director**  
**DIN No.: 02148909**

Sd/-

**Mr. Satish Ramanlal Shah**  
**Non-Executive Independent Director**  
**DIN No.: 05103862**

Sd/-

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**Mrs. Lilaben Kishor Bhai Agaja**  
**Non- Executive Independent Director**  
**DIN No.: 07124191**

**Sd/-**

**Mr. Vijay Chhotalal Shah**  
**Non-Executive Independent Director**  
**DIN No.: 07445515**

**Sd/-**

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY**

**Mr. Shetal Satishkumar Shah**

**Sd/-**

**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

**Mr. Saurabh Balkrishna Shah**

**Sd/-**

Date: April 14, 2024

Place: Ahmedabad