

## VISAGAR FINANCIAL SERVICES LIMITED

### FREQUENTLY ASKED QUESTIONS

#### **RIGHTS ISSUE OF EQUITY SHARES**

Set out below are the frequently asked questions (“FAQs”) to guide investors in gaining familiarity with the application process for subscribing to the rights issue of fully paid equity shares (“Issue” or “Rights Issue”) by Visagar Financial Services Limited “VFSL” or “Company”) in terms of the Letter of Offer dated January 03, 2023 (“Letter of Offer”), filed with BSE Limited and Securities and Exchange Board of India. These FAQs are not exhaustive, nor do they purport to contain a summary of all the disclosures in the Letter of Offer or the entire application process in the Issue or all details relevant to prospective investors (“Investors”). Further, these FAQs should be read in conjunction with, and are qualified in their entirety by, more detailed information appearing in the Letter of Offer, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Our Business”, “Industry Overview”, “Outstanding Litigation and Material Developments” and “Terms of the Issue” of the Letter of Offer. Readers are advised to refer to the Letter of Offer which is available on the website of the Registrar at [www.adroitcorporate.com](http://www.adroitcorporate.com) or Company at [www.vfsl.org](http://www.vfsl.org). Unless otherwise defined herein, all capitalized terms shall have such meaning as ascribed to them in the Letter of Offer.

#### 1) What are the details of the Issue?

<b>Rights Equity Shares being offered by the Company</b>	<b>Issue Of Up To 49,73,87,700 Equity Shares of Face Value Of Re. 1.00/- Each (“Equity Shares”)</b>
<b>Issue Size</b>	Aggregate amount of Rs. 49,73,87,700
<b>Rights Entitlements</b>	Ratio of 51 (Fifty- One) Rights Equity Shares for Every 10 (Ten) Fully Paid-Up Equity Shares Held By The Eligible Equity Shareholders On The Record Date
<b>Record Date</b>	Friday, December 30, 2022
<b>Issue Price</b>	Re. 1.00/- per Rights Equity Share payable on application

\*Assuming full subscription and receipt of Application Monies with respect to Rights Equity Shares.

#### 2) What is the Rights Issue schedule?

<b>Activities</b>	<b>SCHEDULE</b>
Last Date for Credit of Rights Entitlements	: January 11, 2023; Wednesday
Issue Opening Date	: January 12, 2023; Thursday
Last Date for On Market Renunciation of Rights Entitlements#	: January 25, 2023; Wednesday
Issue Closing Date*	: February 02, 2023; Thursday
Finalization of Basis of Allotment (on or about)	: February 14, 2023; Tuesday
Date of Allotment (on or about)	: February 15, 2023; Wednesday
Date of Credit (on or about)	: February 16, 2023; Thursday
Date of Listing (on or about)	: March 01, 2023; Wednesday

#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 Renouncees on or prior to the Issue Closing Date.

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

The above schedule is indicative and does not constitute any obligation on our Company.



## VISAGAR FINANCIAL SERVICES LIMITED

---

### 1) What is the Rights Entitlement Ratio?

The Equity Shares are being offered on a rights basis to the Existing Eligible Equity Shareholders in the ratio of 51 (Fifty- One) Rights Equity Shares For Every 10 (Ten) fully paid-up Equity Shares held on the Record Date.

### 2) What is the amount to be paid at the time of submitting the Application Form?

Amount payable at the time of Application is Re. 1.00 per Rights Equity Share. Amount payable at the time of Application is Re. 1.00 per Rights Equity Share in respect of the Rights Equity Shares applied in the Issue at the Issue Price.

### 3) What are Rights Entitlements?

Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, i.e. Friday, December 30, 2022, being 51 Rights Equity Shares for every 10 Equity Shares held by an Eligible Equity Shareholder as on Record date.

The Registrar has sent the Rights Entitlement Letter along with the Abridged Letter of Offer and Application Form to all Eligible Equity Shareholders, through email or physical dispatch, which contain details of their Rights Entitlements based on the shareholding as on the Record Date.

Further, the Eligible Equity Shareholders can also obtain the details of their Rights Entitlements from the website of the Registrar ([www.adroitcorporate.com](http://www.adroitcorporate.com)) by entering their DP ID, Client ID / Folio No. and PAN.

### 4) How are Rights Entitlements (REs) Issued?

Rights Entitlements (REs) are issued in dematerialised form only under a separate ISIN, i.e., INE309H20012.

### 5) What happens to Rights Entitlements (REs) which are neither subscribed nor renounced on or before the Issue Closing Date?

Rights Entitlements (REs) which are neither subscribed nor renounced on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

### 6) How will the Basis of Allotment be decided?

Subject to the provisions contained in the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

- (a) Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
- (b) Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Equity Share each if they apply for Additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- (c) Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for Additional Equity Shares. The Allotment of such



## VISAGAR FINANCIAL SERVICES LIMITED

---

Additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.

- (d) Allotment to Renounees who having applied for all the Equity Shares renounced in their favour, have applied for Additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
- (e) Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (e) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

### **7) How can an Eligible Equity Shareholder access the details of his respective Rights Entitlement?**

Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar *i.e.*, [www.adroitcorporate.com](http://www.adroitcorporate.com) by entering their DP ID, Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, *i.e.*, Friday; December 30, 2022 and PAN.

### **8) What are fractional entitlements? What will be the entitlement if a shareholder holds less than 10 Equity shares?**

The Right Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 51 (Fifty-One) Right Equity Shares for every 10 (Ten) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 10 Equity Shares or is not in the multiple of 10 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 9 Equity Shares, such Equity Shareholder will be entitled to 45 Right Equity Shares and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. Also, the Eligible Equity Shareholders holding less than 2 Equity Shares shall have 'zero' entitlement for the Rights Equity Shares. Such Eligible Equity Shareholders are entitled to apply for additional Rights Equity Shares and will be given preference in the Allotment of one Rights Equity Share, if such Eligible Equity Shareholders apply for additional Rights Equity Shares, subject to availability of Rights Equity Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties. Application Forms with zero entitlement will be non-negotiable/non-renounceable.

### **9) When will Credit of Rights Entitlements in the demat accounts happen?**

Pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the Rights Entitlements shall be credited in dematerialized form in respective demat accounts of the Eligible Equity Shareholders before the Issue



## VISAGAR FINANCIAL SERVICES LIMITED

---

Opening Date.

In this connection, our Company has made necessary arrangements with NSDL and CDSL for credit of the Rights Entitlements in dematerialized form in the demat accounts of the Eligible Equity Shareholders. A separate ISIN for the Rights Entitlements has also been generated which is INE309H20012. The said ISIN shall remain frozen (for debit) until the Issue Opening. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

If the Eligible Equity Shareholders holding the Equity Shares in the physical form as on Record Date i.e., Friday; December 30, 2022 (“**Physical Shareholders**”) have not provided the details of their demat accounts to our Company or to the Registrar not later than two working days prior to the Issue Closing Date (i.e., Thursday; February 02, 2023) to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date i.e., Wednesday; February 01, 2023).

### 10) What is the process for Renunciation of Rights Entitlements?

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favor of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renouncement of Rights Entitlements credited in your demat account can be made either by using the secondary market platform of the Stock Exchange (“On Market Renunciation”) or through off market transfer (“Off Market Renunciation”), during the Renunciation Period. For more details, see “Terms of the Issue -Procedure for Renunciation of Rights Entitlements” on page 237 of the Letter of Offer.

#### (a) 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 Exchanges 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 Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE309H20012 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges 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 Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from January 12, 2023; Thursday to January 25, 2023; Wednesday (both days inclusive).

The Shareholders 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 INE309H20012 and indicating the details of the Rights Entitlements they intend to trade. The Shareholders 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

## VISAGAR FINANCIAL SERVICES LIMITED

---

under automatic order matching mechanism and on 'T+2 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 Exchanges and the SEBI.

The Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock brokers for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the stock brokers for trading in Rights Entitlements. The Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage) levied by the stock brokers, and such costs will be incurred solely by the Investors.

### **(b) 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 Shareholders 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 INE309H20012, 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 Shareholders 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 NSDL and CDSL from time to time.

### **11) If the Investor purchased Rights Entitlements from the secondary market, does he need to pay once again for the Rights Equity Shares applied for through ASBA**

Yes, even though the Investor purchased the Rights Entitlements from the secondary market, they need to block/pay the Issue Price amount with their ASBA Account.

### **12) Whether any persons who are not existing shareholders of the issuer company as on record date, can apply to the Rights Issue?**

Persons who are not existing shareholders of the Company as on the Record Date can buy the Rights Entitlements through On Market Renunciation or Off Market renunciation and apply in the Rights Issue up to Rights Entitlements bought as well as the Additional Rights Equity Shares.

### **13) What will happen if Rights Entitlements are purchased through On market renunciation / Off market renunciation, and no application is made for subscribing the shares / other securities offered under Rights Issue?**

In case Rights Entitlements are purchased through On Market renunciation/ Off Market renunciation, and no corresponding application is made for subscribing the shares/ other securities offered under Rights Issue, the Rights Entitlements purchased will lapse.

### **14) What are the options available to the Eligible Equity Shareholders in the Rights Issue?**



## VISAGAR FINANCIAL SERVICES LIMITED

---

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:

- (a) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (b) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (c) 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
- (d) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- (e) Renounce its Rights Entitlements in full

**15) Can an application in the rights Issue be made using third party bank account?**

Investors can make payment only using bank account held in their own name. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

**16) Can a joint bank account be used to make applications on behalf of shareholders?**

Joint bank account can be used by the applicant provided they are joint holders in the Bank account.

**17) Can an application be made by cash / cheque?**

No.

**18) Can an application be made by visiting our Company, Registrar and / or the Advisor to Issue office?**

No.

**19) Can the broker collect the application form and submit the application?**

No.

**20) Does purchase of Rights Entitlement means the purchaser will automatically get Rights Equity Shares?**

The purchaser/investor acquiring Rights Entitlement on the floor of the Stock Exchanges or in the off market transaction will not automatically get Equity Shares. They will be required to make an application in accordance with the provision of the Letter of Offer for acquiring Rights Equity Shares to the extent of the Rights Entitlement acquired and/or the Additional Rights Equity Shares.

PLEASE NOTE THAT IF NO APPLICATION IS MADE BY THE ELIGIBLE EQUITY SHAREHOLDERS OF RIGHTS ENTITLEMENTS ON OR BEFORE ISSUE CLOSING DATE, SUCH RIGHTS ENTITLEMENTS SHALL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO EQUITY SHARES FOR SUCH LAPSED RIGHTS ENTITLEMENTS WILL BE CREDITED, EVEN IF SUCH RIGHTS ENTITLEMENTS WERE PURCHASED FROM MARKET AND PURCHASER WILL LOSE THE PREMIUM PAID TO ACQUIRE THE RIGHTS ENTITLEMENTS. PERSONS WHO ARE CREDITED THE RIGHTS ENTITLEMENTS ARE REQUIRED TO MAKE AN APPLICATION TO APPLY FOR EQUITY SHARES OFFERED UNDER THE RIGHTS ISSUE FOR SUBSCRIBING TO THE EQUITY SHARES OFFERED UNDER THE ISSUE.

**21) How can an Investor understand that the Application has been successfully made?**

Investors will be provided acknowledgment/confirmation email upon successful completion of Application.



## VISAGAR FINANCIAL SERVICES LIMITED

---

**22) How can an Investor understand if the Rights Equity Shares have been allocated?**

The Company and/or the Registrar will send intimations through email (Allotment/ Refund advice) and a physical dispatch, to the Indian address provided to our Company or at the address recorded with the Depository, to all the applicants who have been allotted Equity Shares.

**23) What is the process of updating the email ID, phone number and Indian address?**

To update respective email addresses/mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit [www.adroitcorporate.com](http://www.adroitcorporate.com)

Eligible Equity Shareholders can update their Indian address in the records maintained by the Registrar and our Company by submitting their respective copies of self-attested proof of address, passport, etc. at [www.adroitcorporate.com](http://www.adroitcorporate.com)

**24) How can an investor apply in the Issue?**

Pursuant to provisions of Regulation 76 of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars and ASBA Circulars, all Investors including Renounees 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 on the ASBA Process, please refer to the '*Terms of the Issue – Making an Application through the ASBA Process*' on page number 227 of the Letter of Offer.

**25) What is the procedure for making plain paper application and where can the plain paper application be submitted?**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to the Issue on plain paper in case of non-receipt of Application Form. 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 the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, Stock Exchange. 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 address outside India.

Please note that 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.

For details of procedure for Making an Application on Plain Paper under ASBA process, please refer to '*Terms of the Issue – Making an Application on Plain Paper under ASBA process*' on page number 228 of the Letter of Offer.

**26) What is the process of Application by the Physical Shareholders?**

In accordance with Regulation 77A of the SEBI ICDR Regulations and the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their

## VISAGAR FINANCIAL SERVICES LIMITED

---

respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (*i.e.* [www.adroitcorporate.com](http://www.adroitcorporate.com)). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts. 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 account on behalf of such shareholder. For further details, see 'Terms of the Issue – Credit of Rights Entitlement in dematerialised account of Eligible Equity Shareholders' 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:

- (a) 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 2 Working Days prior to the Issue Closing Date;
- (b) 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 1 day before the Issue Closing Date; and
- (c) 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 no. 228 of the Letter of Offer.

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.

### **27) Can shareholders holding Equity Shares in a physical form renounce their Rights Entitlement?**

In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

### **28) Will share certificates be provided to shareholder holding Equity Shares in a physical form if demat account is not provided?**

No, share certificates will not be provided to shareholder holding Equity Shares in a physical form.

### **29) Why will physical share certificates not be issued to successful Allottees in Rights Issue?**

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue



## VISAGAR FINANCIAL SERVICES LIMITED

---

Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only.

**30) What is the process for the physical shareholders who have been allotted shares in the rights Issue forgetting the Rights Equity Shares in demat account post allotment?**

Please note that 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 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 Equity Shares in this Issue are advised to furnish the 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 in their respective demat accounts at least oneday before the Issue Closing Date. For further details, see '*Process of Making an Application in the Issue*' of the Letter of Offer.

**31) How much time will it take to get the Equity Shares credited in demat account for those investors who have not provided their demat account details during issue period?**

Our Company (with the assistance of the Registrar) shall, after verification of the details of demat account by the Registrar, within reasonable time initiate the process of transfer of the Rights Equity Shares from the demat suspense account to the demat accounts of such Eligible Equity Shareholders. Such Eligible Equity Shareholders hold Rights Equity Shares in physical form as on Record Date, can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

**32) What is the last date for providing the demat account details for getting the Rights Equity Shares Allotted in the Issue in such demat account?**

In accordance with the circular SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

**33) Can shareholders holding Equity Shares in physical form apply through ASBA?**

Yes, only if the shareholders holding Equity Shares in physical form have provided the details of their demat accounts to the Company or to the Registrar not later than two working days prior to the Issue Closing Date.

**34) Can shareholders holding Equity Shares in physical form apply through plain paper application through ASBA?**

No.

**35) What is the process to be followed by a shareholder holding Equity Shares in demat form to make an application in rights Issue?**



## VISAGAR FINANCIAL SERVICES LIMITED

---

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA

For details, please refer to the chapter entitled '*Terms of the Issue - Procedure for Application through the ASBA Process*' of the Letter of Offer.

### **36) Is there any restriction on total investment amount / Equity Shares?**

Investors are required to ensure that the number of Equity Shares applied for by them do not exceed the investment limits or maximum number of Equity Shares that can be held by them prescribed under the applicable law. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction. Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction and India, without requirement for our Company or our affiliates. In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in '*Restrictions on Purchases and Resale*' of the Letter of Offer.

### **37) What will be the treatment of Multiple Applications?**

**The Investors shall submit only one Application Form for the Rights Entitlements available in a particular demat account.**

In case where multiple Applications are made using same demat account, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Shareholders and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further supplementary Applications in relation to further Equity Shares with/without using additional Rights Entitlement will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see "Procedure for Applications by Mutual Funds" mentioned below.

In cases where Multiple Application Forms are submitted, including cases where (a) an Shareholders submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications on ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by any of our Promoter or members of the Promoter Group to meet the minimum subscription requirements applicable to this Issue as described in "Capital Structure - Intention and extent of participation by our Promoter" mentioned above.

### **38) What is the dividend and voting rights available on partly paid-up Rights Equity Shares?**

In respect of the Rights Equity Shares, Investors are entitled to dividend in proportion to the amount paid up and their voting rights exercisable on a poll shall also be proportional to their respective share of the paid- up equity capital of the Company.

### **39) How to withdraw an Application made through ASBA?**

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending the email withdrawal request to [divyan@adroitcorporate.com](mailto:divyan@adroitcorporate.com). **However, the Application, whether applying through ASBA Process cannot be withdrawn after the Issue Closing Date.**

### **40) Whether Overseas Investors can participate in rights Issue?**

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the

## VISAGAR FINANCIAL SERVICES LIMITED

---

United States Securities Act of 1933, as amended (the “**Securities Act**”), or any United States state securities laws and may not be offered, sold, resold or otherwise transferred within the United States or the territories or possessions thereof (the “**United States**” or “**U.S.**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered and sold (i) in “offshore transactions” as defined in, and in compliance with Regulation S under the Securities Act (“**Regulation S**”) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under applicable laws of such jurisdictions and (ii) (by our Company only) in the United States to “Qualified Institutional Buyers” (as defined in Rule 144A under the Securities Act) (“**U.S. QIBs**”) in transactions exempt from the registration requirements of the Securities Act. 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 Entitlements for sale in the United States or as a solicitation therein of an offer to buy or transfer any of the said securities, except in each case to persons in the United States who are invited directly by our Company and who are **U.S. QIBs**. Accordingly, you should not forward or transmit the Letter of Offer in or into the United States at any time (other than to **U.S. QIBs**)

**41) When will the Rights Equity Shares be credited to the demat account?**

On or About February 16, 2023; Thursday.

**42) When I will get refund, if any?**

In case of non-Allotment or partial Allotment, surplus Application Money shall be refunded to the Investor after finalization of Basis of Allotment in consultation with Designated Stock Exchange. In accordance with the SEBI Circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 1, 2021, Unblocking refunds, if any for un-allotted or partially allotted Applications shall be completed on or before T+1 day (T being the date of finalisation of Basis of Allotment).

**43) Can I use the bank details of my family/friends for making payment?**

No. The bank details to be used for making payment through this platform must have your name as one of the joint holders along with the family/friends otherwise it will be treated as third party payments and will be rejected as per SEBI circular dated May 06, 2020.

**44) Can I use a credit card for making payment?**

No. Option to use credit card for making payment is not available on this platform

**45) My payment has failed, whom do I approach?**

Please check if you have provided the correct details. You can write to us mail: [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or call us at (+91 22 42270400).

**46) Payment confirmation is not received however amount debited, whom do I approach?**

Please write to us at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) or call us at (+91 22 42270400) and we shall provide the status

**47) In case of wrong information being submitted, do I have the option to revoke or rectify?**

No. Once the application is submitted, it is final. However, application can be withdrawn by sending an email with withdrawal request to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) during the issue period. **Kindly note Application, whether applying through ASBA Process cannot be withdrawn after the Issue Closing Date.**

**48) Whether it is mandatory for Investors to link their PAN to their Aadhar Card before submitting their Applications in this Issue?**



## VISAGAR FINANCIAL SERVICES LIMITED

---

Yes. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification dated February 13, 2020 issued by Central Board of Direct Taxes and press release dated June 25, 2021.

### **Disclaimer from our Company, our Directors and the Advisor to Issuer**

Our Company accept no responsibility for statements made otherwise than in the Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information, including our Company's website [www.vfsl.org](http://www.vfsl.org) or the websites of our Promoter or an affiliate of our Company would be doing so at their own risk.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Investors who invest in this Issue will be required to confirm and will be deemed to have represented to our Company, and their directors, officers, agents, affiliates, and representatives that they are eligible under all applicable law, rules, regulations, guidelines and approvals to acquire the Rights Equity Shares and will not sell, issue, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and their directors, officers, agents, affiliates, and representative accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares and such investors are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

No information which is extraneous to the information disclosed in the Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any research analyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centers.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in the Letter of Offer. You must not rely on any unauthorized information or representations. The Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in the Letter of Offer is current only as at its date.

\*\*\*\*\*