

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (“**Letter of Offer**”/ “**LOF**”) is being sent to you as a Public Shareholder (as defined below) of Avadh Rail Infra Limited as on the Specified Date (as defined below) in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended (“**Delisting Regulations**”). In case you have recently sold your Offer Shares (*as defined below*) in the **Company**, please hand over this Letter of Offer and the accompanying documents to the member of the stock exchange through whom the sale was effected.

LETTER OF OFFER to the Public Shareholders for voluntary delisting of Equity Shares of AVADH RAIL INFRA LIMITED Corporate Identity No: U25199TN1980PLC008354; Registered Office: P.A 5, Industrial Complex, Maraimalai Nagar, Kanchipuram, Chengalpattu, Chennai – 603 209, TamilNadu, India; Corporate Office: 702, Felix Square, Near Lulu Mall, Sushant Golf City, Lucknow – 226 030, Uttar Pradesh, India; Mob. No.: +91-93075 23001; Email ID: compliance@avadhrail.com ; Website: www.avadhrail.com ; Company Secretary & Compliance Officer: Mr. Dheerendra Verma	
Acquirer's Name	Residential Address
Abhishek Saraff	401, Crown Block, Eldeco Green Apartments, Gomtinagar, Lucknow – 226 010, Uttar Pradesh, India
(hereinafter referred to as the “ Acquirer ”) inviting you to tender your Equity Shares (<i>as defined below</i>), pursuant to the reverse book building process in accordance with the Delisting Regulations (<i>as defined below</i>). FLOOR PRICE: Rs.4,660/- per Equity Share BID OPENING DATE: Tuesday, August 18, 2026; BID CLOSING DATE: Monday, August 24, 2026 NOTES: If you wish to tender your Equity Shares pursuant to this Letter of Offer from the Acquirer, you should: - carefully read this Letter of Offer and the instructions herein; - complete and sign the accompanying Bid Form (<i>as defined below</i>) in accordance with the instructions therein and in this Letter of Offer, which is enclosed at the end of this booklet and submit the Bid Form to your Seller Member (<i>as defined below</i>) for bidding under OTB (<i>as defined below</i>). For detailed procedure on the submission and settlement of Bids (<i>as defined below</i>), please refer to paragraph 17 of the Letter of Offer. - In case of the Equity Shares held in physical form, please refer to paragraph 17.8 of the Letter of Offer. - The Offer will be implemented by the Acquirer through the stock exchange mechanism, as provided under the Delisting Regulations and circular no CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by the Securities and Exchange Board of India. For details on methodology on stock exchange mechanism please refer to paragraph 17 of the Letter of Offer. - For the implementation of the Delisting Offer (<i>as defined below</i>), the Acquirer has appointed BNK Securities Private Limited as the registered broker (“Buyer Broker”) through whom the purchases and settlements on account of the Delisting Offer would be made by the Acquirer.	
MANAGER TO THE DELISTING OFFER	REGISTRAR TO THE DELISTING OFFER
 INTELLIGENT MONEY MANAGERS PRIVATE LIMITED CIN: U65923WB2010PTC156220; 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata – 700 087; Tel. No.: +91-33-4065 6289; Email: info@intelligentgroup.org.in ; Website: www.intelligentgroup.org.in ; Contact Person: Mr. Amit Kumar Mishra; SEBI Registration No.: INM000012169 Validity Period: Permanent	 PURVA SHAREGISTRY (INDIA) PVT. LTD. CIN: U67120MH1993PTC074079; Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai – 400 011; Tel. No.: +91-22-4134 3255/ 4134 3256; Email: support@purvashare.com ; Website: www.purvashare.com ; Contact person: Ms. Deepali Gaonkar; SEBI Registration Number: INR000001112; Validity Period: Permanent.

SCHEDULE OF ACTIVITIES

For the process of the Delisting Offer, the tentative schedule of activity will be as set out below.

Activity	Date	Day
Initial Public Announcement	September 01, 2025	Monday
Resolution for approval of the Delisting Proposal passed by the Board	September 19, 2025	Friday
Resolution for approval of the Delisting Offer passed by the Shareholders of the Company	October 28, 2025	Tuesday
Date of receipt of CSE in-principle approval	August 07, 2026	Friday
Date of publication of the Detailed Public Announcement	August 10, 2026	Monday
Specified Date for determining the names of shareholders to whom the Letter of Offer shall be sent@	August 07, 2026	Friday
Last date for dispatch of Letter of Offer/ Bid Forms to Public Shareholders as of Specified Date**	August 12, 2026	Wednesday
Last date of publication of recommendation by independent directors of the Company	August 14, 2026	Friday
Bid Opening Date (bid starts at market hours)	August 18, 2026	Tuesday
Last Date for upward revision or withdrawal of bids	August 21, 2026	Friday
Bid Closing Date (bid closes at market hours)	August 24, 2026	Monday
Last date for announcement of Counter Offer	August 27, 2026	Thursday
Last date for Public Announcement regarding success or failure of the Delisting Offer	August 27, 2026	Thursday
Proposed date for payment of consideration*	September 03, 2026	Thursday
Proposed date for release of lien/ return of equity shares to the Public Shareholders in case of discovered price not being accepted	September 03, 2026	Thursday

@The specified date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders, are eligible to participate in the Delisting Offer by submitting their Bid in Acquisition Window Facility to stock broker registered on BSE on or before Bid Closing Date. Changes to the proposed timeline, if any, will be notified to Public Shareholders by way of a public announcement in the same newspapers where the Detailed Public Announcement is published.

*Subject to the acceptance of Discovered Price or offer a price higher than the Discovered Price by the Acquirer.

**Such activity may be completed on or before the last date

Notes: (1) All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to Public Shareholders by way of corrigendum/ addendum in all the newspapers in which the Detailed Public Announcement has appeared; and (2) Last date of payment is subject to the acceptance of the Discovered Price by the Acquirer.

RISK FACTORS

The risk factors set out below do not relate to the present or future business operations of the Company or any other matters and are neither exhaustive nor intended to constitute a complete or comprehensive analysis of the risks involved in or associated with the participation by any Public Shareholder in the Delisting Offer. Each Public Shareholder of the Company is hereby advised to consult with legal, financial, tax, investment or other independent advisers and consultants for advice on the further risks with respect to each such Public Shareholder's participation in the Delisting Offer and related sale and transfer of Offer Shares of the Company to the Acquirer.

Risk factors related to the transaction, the proposed Delisting Offer and the probable risks involved in associating with the Acquirer:

- The Acquirer and Promoter Group make no assurance with respect to the future financial performance of the Company.
- The Delisting Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer for reasons beyond the control of the Acquirer and the Company. Consequently, the payment of consideration to the Public Shareholders whose Offer Shares are accepted under this Delisting Offer as well as the return of Offer Shares not accepted under this Delisting Offer by the Acquirer may get delayed.
- The Acquirer and the Manager to the Delisting Offer accept no responsibility for statements made otherwise than in this Letter of Offer or in the Public Announcement or in advertisements or other materials issued by, or at the instance of the Acquirer or the Manager to the Delisting Offer, and anyone placing reliance on any other source of information, would be doing so at his own risk.
- This Delisting Offer is subject to completion risks as would be applicable to similar transactions.
- The Delisting Offer is being made for securities of an Indian company and Public Shareholders of the Company outside India should be aware that this Letter of Offer and any other documents relating to the Delisting Offer have been or will be prepared in accordance with Indian procedural and disclosure requirements, including requirements regarding the offer timetable and timing of payments, all of which differ from those in the jurisdiction outside India.
- The receipt of amount pursuant to the Delisting Offer by a Public Shareholder of the Company may be a taxable transaction as per the applicable tax laws. Each Public Shareholder of the Company is urged to consult his independent professional adviser immediately regarding the tax consequences of accepting the Delisting Offer.

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KEY DEFINITIONS AND ABBREVIATIONS

TERM	DEFINITION
Acquirer	Mr. Abhishek Saraff
Acquisition Window Facility or Offer to Buy/ OTB	An acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by the BSE, in accordance with the stock exchange mechanism conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars
Bid Closing Date	Close of trading hours on August 24, 2026 being the last date of the Bid Period
Bid Form	Bid form as enclosed with this Letter of Offer and specifically marked as 'BID CUM ACCEPTANCE FORM/BID FORM' and includes 'BID REVISION CUM WITHDRAWAL FORM/ BID FORM'
Bid Opening Date	Opening of trading hours on August 18, 2026 being the date on which the Bid Period commences
Bid Period	Bid Opening Date to Bid Closing Date, inclusive of both dates
Board	Board of directors of the Company
BSE	BSE Limited
Buyer Broker	BNK Securities Private Limited
Clearing Corporation	Indian Clearing Corporation Limited
CIN	Corporate Identity Number
Company	Avadh Rail Infra Limited, the company whose Equity Shares are sought to be delisted from the Stock Exchange
Counter Offer PA	Has the meaning ascribed to such term in paragraph 17.15
Counter Offer Price	Has the meaning ascribed to such term in paragraph 1.13
CSE	The Calcutta Stock Exchange Limited
Delisting Offer/ Offer	The offer being made by the Acquirer to acquire Offer Shares that are presently held by the Public Shareholders, in accordance with the Delisting Regulations, the Initial Public Announcement, the Detailed Public Announcement and the Letter of Offer.
Delisting Regulations	The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended.
DIN	Director Identification Number
Discovered Price	Has the meaning ascribed to such term in paragraph 13.3
Designated Stock Exchange	BSE Limited (BSE)
Detailed Public Announcement/ DPA	The detailed public announcement dated Friday, August 07, 2026, published in newspapers on Monday, August 10, 2026 in accordance with Regulation 15(1) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
Due Diligence Report	The due diligence report submitted by the CS Smita Sharma, Peer Reviewed Company Secretary on September 15, 2025

Equity Shares	The fully paid-up equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each
Escrow Account	Escrow account opened with the Escrow Bank in accordance with the Delisting Regulations referred to in paragraph 20.2 of this Letter of Offer
Escrow Bank	HDFC Bank Limited, a scheduled commercial bank and a banker to an issue registered with SEBI
Exit Price	The price offered by the Acquirer to the Public Shareholders, which shall not be less than the Discovered Price
Exit Window	Has the meaning ascribed to such term in paragraph 19.1
Floor Price	Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only) per Offer Share determined in accordance with the Delisting Regulations.
ICCL	Indian Clearing Corporation Limited
Ind AS	Indian Accounting Standards
Initial Public Announcement	Initial Public Announcement dated September 01, 2025 issued by the Manager to the Delisting Offer, for and on behalf of the Acquirer, to the Company expressing their intention in relation to the Delisting Offer.
INR	Indian Rupee
IT Act	Income Tax Act, 2025
Letter of Offer/ LOF	This letter of offer dated August 07, 2026 inviting Bids from all Public Shareholders
Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Manager/ Manager to the Delisting Offer	Intelligent Money Managers Private Limited
MOA	Memorandum of Association
Offer Shares	4,765 Equity Shares representing 0.89% of the Equity Share Capital of the Company, that are held by the Public Shareholders
Promoter Group	The members of the promoter and promoter group of the Company, as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
Public Shareholders	All shareholders of the Company other than Acquirer and those forming part of the Promoter Group of the Company as defined under Regulation 2(1)(t) of the Delisting Regulations
RBI	Reserve Bank of India
Registrar to the Offer	Purva Shareregistry (India) Pvt. Ltd.
Residual Public Shareholders	The Public Shareholders whose Offer Shares have not been acquired by the Acquirer.
SCRR	Securities Contract (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Circulars	SEBI's circular dated April 13, 2015 on 'Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under

	Takeovers, Buy Back and Delisting’ and circular dated December 9, 2016 on ‘Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities
Specified Date	Specified Date is only for the purpose of determining the name of the Public Shareholders as on such date to whom the Letter of Offer will be sent. i.e. August 07, 2026
Takeover Regulations	The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Seller Member	The stock brokers who are registered with the Stock Exchanges appointed by the respective Public Shareholders
Stock Exchange	CSE, being the only Stock Exchange where the equity shares of the Company are listed and BSE Limited being the Designated Stock Exchange for the usage of mechanism for acquisition of shares through the Stock Exchange
Stock Exchange Mechanism	The process set out in the SEBI Circulars
STT	Securities Transaction Tax
TRS	Transaction Registration Slip
UCC	Unique Client Code

Terms not defined hereinabove shall have the same meaning as given in the Detailed Public Announcement.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to total figure given for that column or row.

Dear Public Shareholder,

Invitation to tender Equity Shares held by you in the Company

The Acquirer is pleased to invite you to tender your Equity Shares, on the terms and subject to the conditions set out in the Delisting Regulations, the Detailed Public Announcement and in this Letter of Offer, held by you in the Company to the Acquirer pursuant to the Delisting Offer made in accordance with relevant provisions of the Delisting Regulations.

1. BACKGROUND OF THE DELISTING OFFER

- 1.1** The Acquirer is the member of the Promoter Group of the Company. As on the date of this LOF, the members of the Promoter Group collectively hold 5,29,815 Equity Shares representing 99.11% of the total paid-up equity share capital of the Company.
- 1.2** The Acquirer is issuing this Letter of Offer to acquire up to 4,765 Equity Shares (“**Offer Shares**”) representing 0.89% of the paid-up equity share capital of the Company that are held by the Public Shareholders of the Company pursuant to the Delisting Regulations. If the Delisting Offer is successful in accordance with the terms set out in paragraph 13 read with paragraph 14 of this Letter of Offer, the Acquirer will make an application to delist the Equity Shares from the Stock Exchange pursuant to and in accordance with the Delisting Regulations and on the terms set out in the Detailed Public Announcement, this Letter of Offer and any other Delisting Offer documents. Consequently, the Equity Shares shall be voluntarily delisted from the Stock Exchange.
- 1.3** The Company has received a letter dated November 01, 2025 from the Acquirer informing about the floor price of Rs.4,660/- per Equity Share (“**Floor Price**”) determined in accordance with Regulation 19A of the Delisting Regulations, along with the valuation report dated October 31, 2025 issued by Mr. Suman Kumar Verma, an IBBI Registered valuer bearing Registration No. IBBI/RV/05/2019/12376.
- 1.4** Pursuant to Initial Public Announcement dated September 01, 2025 (“**IPA**”), the Acquirer expressed his intention to acquire the Offer Shares and consequently voluntarily delist the Equity Shares from the Stock Exchange by making a Delisting Offer in accordance with the Delisting Regulations and send the copy of Initial Public Announcement to Stock Exchange and Company pursuant to Regulation 8(1) & 8(2) of the Delisting Regulations on September 01, 2025.
- 1.5** Upon receipt of the IPA, the Company appointed CS Smita Sharma, Proprietor of M/s. Smita Sharma & Associates, a Peer Reviewed Company Secretary in terms of Regulation 10(2) of the Delisting Regulations, to carry out due diligence in accordance with Regulation 10(3) of the Delisting Regulations and the same was notified to Stock Exchange on September 04, 2025.
- 1.6** On September 16, 2025 the Company intimated the Stock Exchange that a meeting of the Board is scheduled to be held on September 19, 2025 in order to: (i) take on record and review the due diligence report of the Peer Reviewed Practicing Company Secretary, in terms of Regulation 10(3) of the Delisting Regulations (“**Due Diligence Report**”); (ii) to approve/ reject the proposal of voluntary delisting of the equity shares of the Company made by the Acquirer; and (iii) any other matters incidental thereto or required in terms of the Delisting Regulations, including seeking shareholders’ approval, as may be required.
- 1.7** The Board, in their meeting on September 19, 2025, inter-alia, took the following decisions:
 - a. The Due Diligence Report and Share Capital audit report, as tabled before them were taken on record.
 - b. Based on the information available with Company and after taking on record the Due Diligence Report, the Board in accordance with Regulation 10(4) of the SEBI Delisting Regulations, certified that:
 - i. The Company is in compliance with the applicable provisions of securities laws;
 - ii. The Acquirer and its related entities, are in compliance with the applicable provisions of securities law Regulations in terms of the Report including compliance with Regulation 4(5) of the Delisting Regulations; and
 - iii. The Delisting Proposal, in their opinion, is in the interest of the Public Shareholders of the Target Company.
 - c. The Delisting Proposal was approved by the Board in accordance with Regulation 10 of the SEBI Delisting Regulations.
 - d. The Board granted its approval to the Company to seek shareholders’ approval by way of special resolution through postal ballot and e-voting in accordance with Regulation 11 of the Delisting Regulation and other applicable laws, and thereby approved the draft of the postal

ballot notice and the explanatory statement thereto. The Company was authorized to dispatch the said postal ballot notice and the explanatory statement to the shareholders of the Company in accordance with the provisions of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, Delisting Regulations and any other applicable laws;

- e. Ms. Smita Sharma, Practicing Company Secretary, Proprietor of M/s. Smita Sharma & Associates, Membership Number: A17757, CP: 6077, was appointed as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the postal ballot in a fair and transparent manner.

The outcome of the meeting of the Board was disclosed by the Company on the same day, i.e., September 19, 2025 to the Stock Exchange.

- 1.8 The dispatch of the notice of postal ballot dated September 19, 2025 for seeking the approval of the shareholders, through postal ballot and e-voting for the Delisting Offer, as required under the Delisting Regulations and the Companies Act, 2013 and the rules made thereunder, was completed on September 26, 2025.
- 1.9 The shareholders of the Company approved the Delisting Offer by way of a special resolution in accordance with Regulation 11(4) of the Delisting Regulations on October 28, 2025. The results of the postal ballot were announced on October 28, 2025 and the same were intimated to the Stock Exchange on October 29, 2025. As part of the said resolution, the votes cast by the Public Shareholders in favour of the Delisting Offer are 1,210 votes which is more than two times the number of votes cast by the Public Shareholders against it i.e., Nil votes.
- 1.10 CSE has issued its in-principle approval to the Delisting Offer subject to compliance with the Delisting Regulations, pursuant to the letter reference no. CSE/LD/INP/18168/2026 dated August 07, 2026 received on August 07, 2026 in accordance with Regulation 12 of the Delisting Regulations.
- 1.11 The DPA was issued in the following newspapers as required under Regulation 15(1) of the Delisting Regulations:

Newspaper	Language	Editions
Financial Express	English Daily	All Editions
Jansatta	Hindi Daily	All Editions
Arthik Lipi	Bengali Daily	Kolkata Edition

- 1.12 Any changes, modifications or amendments to the Detailed Public Announcement or this Letter of Offer, if any, will be notified by way of issuing corrigendum/ addendum in all of the aforesaid newspapers.
- 1.13 The Delisting Offer is subject to the acceptance of the Discovered Price, determined in accordance with the SEBI Delisting Regulations, by the Acquirer. The Acquirer shall be bound to accept the equity shares tendered or offered in the Delisting Offer, if the discovered price determined through the reverse book building process is equal to the Floor Price or the indicative price, if any, offered by the Acquirer. The Acquirer may also, at its sole and absolute discretion, propose: (a) a price higher than the Discovered Price for the purposes of the Delisting Offer; or (b) a price which is lower than the Discovered Price but not less than the book value of the Company as certified by the Manager to the offer (as defined below) in terms of Regulation 22(5) of the SEBI Delisting Regulations (“**Counter Offer Price**”). The “Exit Price” shall be: (i) the Discovered Price, if accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at its discretion; or (iii) the Counter Offer Price offered by the Acquirer at its absolute discretion and if accepted by Public Shareholders, results in the shareholding of the members of the promoter/promoter group of the Company reaching 90% of the total equity share capital of the Company, excluding the Equity Shares which are held by the following:
 - a. custodian(s) holding shares against which depository receipts have been issued overseas;
 - b. trust set up for implementing an Employee Benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c. inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of sub-regulation (4) of regulation 39 read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

However, as the Acquirer along with other Members of the Promoter/ Promoter Group already holds more than 90% of the total equity share capital of the Company, any price accepted by the Acquirer in compliance with the SEBI Delisting Regulations shall be Exit Price.

- 1.14** The Acquirer reserves the right to withdraw the Delisting Offer in certain cases as set out in paragraph 14 of this Letter of Offer.
- 1.15** As per Regulations 28 of the SEBI Delisting Regulations, the Board is required to constitute a committee of independent directors to provide its written reasoned recommendation on the Delisting Offer and such recommendations shall be published at least 2 (two) working days before the commencement of the Bid Period in the same newspapers where the Detailed Public Announcement was published.

2. NECESSITY AND OBJECTIVE OF THE DELISTING OFFER

- 2.1** In terms of Regulation 8(3)(a) of the Delisting Regulations, the rationale/ reasons for the Delisting Proposal are as follows:
- a. the proposed delisting would enable the members of the Promoter Group to obtain full ownership of the Company, which in turn will provide enhanced operational flexibility. As the Company will no longer remain listed in India, there will be reduction in dedicated management time to comply with the requirements associated with continued listing of equity shares, which can be refocused on its business;
 - b. the delisting proposal will enhance the Company's operational, financial and strategic flexibility including but not limited to corporate restructurings, acquisitions, exploring new financing structures, including financial support from the Promoter Group.
 - c. the proposed delisting will result in reduction of the ongoing substantial compliance costs which includes the costs associated with listing of equity shares such as annual listing fee and fees payable to share transfer agents, expenses towards shareholders' servicing and such other expenses required to be incurred as per the applicable securities law;
 - d. The shares of the Company are infrequently traded on the stock exchange. The delisting proposal is in the interest of the Public Shareholders as it will provide them an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations.

3. BACKGROUND OF THE ACQUIRER

3.1 Abhishek Saraff

- 3.1.1** Mr. Abhishek Saraff, aged 51 years, is presently residing at 401, Crown Block, Eldeco Green Apartments, Gomtinagar, Lucknow – 226 010, Uttar Pradesh, India. He holds an MBA from the University of Kansas, USA. With 25 years of experience in International Sales, Marketing, Business Development, Product Development and cost optimization, he has driven company growth significantly.
- 3.1.2** The net worth of Mr. Abhishek Saraff is Rs.1,875.12 Lakhs (Rupees One Thousand Eight Hundred Seventy Five Lakhs Twelve Thousand only) as on March 31, 2026 as certified by CA. Ankit Lath, M. No. 472931, Proprietor of Lath Ankit & Co., Chartered Accountants, FRN: 035335C vide certificate dated June 03, 2026.
- 3.1.3** As on date of this Letter of Offer, he holds 93,350 Equity Shares of face value of Rs.10/- each representing 17.46% of the total issued and paid up equity share capital of the Company.
- 3.2** Neither the Acquirer nor any member of the Promoter Group of the Company has sold any Equity Shares of the Company during the 6 (six) months preceding the date of the Initial Public Announcement i.e. September 01, 2025. Further, the Acquirer and other members of the Promoter Group have undertaken not to sell the Equity Shares of the Company during the delisting period as defined in Regulation 2(1)(k) of the Delisting Regulations in accordance with Regulation 30(5) of the Delisting Regulations.
- 3.3** Neither the Acquirer nor any member of the Promoter Group of the Company has been prohibited by the SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 or any other regulations made under the SEBI Act, 1992.
- 3.4** The Acquirer has not been declared as (i) wilful defaulter by any bank or financial institution or consortium thereof, or (ii) fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 3.5** The Acquirer hereby invite all the Public Shareholders of the Company to bid in accordance with the reverse book building process of BSE and on the terms and subject to the conditions set out herein, and/ or in the Letter of Offer, all of their Offer Shares.
- 3.6** The Acquirer has, as detailed in paragraph 20 of this Letter of Offer, made available all the

requisite funds necessary to fulfil the obligations of the Acquirer under the Delisting Offer.

4. BACKGROUND OF THE COMPANY

4.1 Avadh Rail Infra Limited (“ARIL” or “Company”) is a Public Limited Company domiciled in Chennai, India, incorporated on 23rd July, 1980, under the Companies Act, 1956 in the name of Madras Elastomers Limited. Subsequently, the name of the company was changed to Avadh Rubber Prop Madras Elastomers Limited w.e.f. 25th July, 2014. The name of the company was once again changed to Avadh Rail Infra Limited w.e.f. 06th November, 2015. The Equity Shares of the Company were listed on The Calcutta Stock Exchange Limited (“CSE”) in the year 1997 bearing Scrip Code: 023080. The Registered Office of the Company is situated at P.A 5, Industrial Complex, Maraimalai Nagar, Kanchipuram, Chengalpattu, Chennai – 603 209, TamilNadu, India. The Corporate Office of the Company is situated at 702, Felix Square, Near Lulu Mall, Sushant Golf City, Lucknow – 226 030, Uttar Pradesh, India. The Corporate Identification Number of the Company is U25199TN1980PLC008354, Mob. No.: +91-93075 23001; Email: compliance@avadhrail.com; Website: www.avadhrail.com.

4.2 Avadh Rail Infra Ltd is the flagship company of SUMO GROUP and established since year 1975. Avadh is a leading manufacturer and supplier of a wide range of specialty Suspension & Engineering products for Indian Railways having first class R&D Infrastructure and capability of producing reliable high quality products for different applications. It has 7 manufacturing units located in Lucknow (2 units), Haridwar (4 units) and Maraimalai Nagar, Tamil Nadu equipped with modern manufacturing, machining & testing Facilities for producing high quality Rubber, Rubber to metal, Cast Polyurethane, Injection molded TPE & TPU and high precision engineering components for various applications. All the manufacturing units are IRIS & ISO 9001:2015 certified and approved from world reputed OEMs like Alstom, GE, TMT, Delkor, Alstom IBRE etc. The Company is primarily engaged in the business of manufacturing and supplying of various products for railways and executing work contracts.

4.3 The Company has not been prohibited by SEBI, from dealing in securities, in terms of direction issued u/s 11B of SEBI Act or under any of the regulations made under SEBI Act.

4.4 As on the date of this Letter of Offer, the members of the Board are:

Name, Address and DIN	Designation	Date of Initial Appointment	No. of Equity Shares Held as on June 30, 2026
Abhishek Saraff 401, Crown Block, Eldeco Green Apartments, Gomtinagar, Lucknow – 226 010, Uttar Pradesh, India DIN: 00355289	Managing Director	01/07/2002	93,350
Subhash Chandra Saraff 9/1, Lower Rowdon Street, Near J D Birla College, L. R. Sarani, Kolkata – 700 020, West Bengal, India DIN: 00354969	Non-Executive & Non-Independent Director - Chairman	23/07/1980	95,452
Priyanka Saraff 401, Near Fun Republic, Crown Block, VTC & PO: Gomtinagar, Lucknow – 226 010, Uttar Pradesh, India DIN: 06420193	Executive & Non-Independent Director	01/03/2016	Nil
Kalyanaraman Ganesan K-804, Plot No. 6, Dara Enclave, Army CHS, Near Shani Mandir (Sector 9), Nerul, Navi Mumbai, Thane – 400 706, Maharashtra, India	Non-Executive & Independent Director	22/04/2022	Nil

DIN: 02013349			
Manoj Kumar Agarwal 1/33, Vishwas Khand, Gomtinagar, Lucknow – 226 010, Uttar Pradesh, India DIN: 11098729	Non-Executive & Independent Director	01/06/2025	Nil
Manish Kandpal 10D, Pocket-1, Sector-7, Dwarka, Sec 1 & 7, South West Delhi – 110 075, Delhi, India DIN: 11670340	Non-Executive & Independent Director	20/04/2026	Nil

- 4.5** A brief summary of the financial performance of the Company, as derived from the audited consolidated financial statements of the Company for the financial years ended on March 31, 2026, March 31, 2025 and March 31, 2024, prepared in accordance with the Indian Accounting Standards (“Ind AS”), are set out as below:

(Amount in Indian Rupees lakhs)

Profit and Loss Statement	Financial year ended March 31		
	2026	2025	2024
	(Audited)	(Audited)	(Audited)
Revenue from Operations	46,209.06	44,145.50	40,959.43
Other Income	567.00	572.76	243.57
Total Income	46,776.06	44,718.26	41,203.00
Total Expenditure (Excluding Depreciation & Interest)	38,786.31	37,274.15	36,058.49
Profit before Depreciation, Interest and Tax	7,989.75	7,444.11	5,144.51
Depreciation	1,055.58	691.12	495.26
Interest	992.25	303.44	275.96
Share of Net Profit/ (Loss) of JV, Associates & LLPs	1.83	29.35	54.84
Profit before Tax	5,943.75	6,478.90	4,428.13
Provision for Tax	1,726.30	1,714.40	1,309.35
Profit After Tax	4,217.45	4,764.50	3,118.78
Other Comprehensive Income	-16.23	-21.66	-13.77
Net Profit attributable to equity shareholders	4,201.22	4,742.84	3,105.01

(Amount in Indian Rupees lakhs)

Balance Sheet	Financial year ended March 31		
	2026	2025	2024
	(Audited)	(Audited)	(Audited)
Sources of Funds			
Equity Share Capital	53.34	52.75	52.75
Other Equity (Reserves and Surplus)	21,600.05	17,431.20	12,522.13
Net Worth/ Equity attributable to the Owners of Avadh Rail Infra Ltd	21,653.39	17,483.95	12,574.88
Non-controlling Interests	541.63	458.47	566.44
Non-Current Financial Liabilities - Borrowings	8,028.75	3,717.02	2,555.52
Non-Current Financial Liabilities - Lease Liabilities	145.02	96.16	97.50
Deferred Tax Liabilities (Net)	73.89	114.62	62.19
Other Non-Current Liabilities	672.78	632.84	515.93
Current Financial Liabilities - Borrowings	12,050.67	6,457.29	4,050.22

Current Financial Liabilities - Lease Liabilities	2.11	1.34	1.34
Trade Payables	5,936.69	2,792.82	2,698.80
Other Current Financial Liabilities	-	11.80	50.00
Other Current Liabilities	4,336.06	3,285.84	3,019.06
Current Tax Liabilities (Net)	993.07	426.63	-
Total	54,434.06	35,478.78	26,191.88
Uses of Funds			
Property, Plant & Equipment	11,125.04	6,308.28	5,083.68
Capital Work in Progress	2,183.96	557.65	399.55
Intangible Assets	9.40	7.50	7.50
Non-Current Financial Assets - Investments	284.33	174.52	114.06
Non-Current Financial Assets - Loans	175.99	615.91	437.99
Other Non-Current Financial Assets	1,306.63	685.72	364.79
Deferred Tax Assets (Net)	0.87	-	-
Other Non-Current Assets	1,579.84	3,484.77	296.38
Inventories	10,411.24	7,493.82	5,021.83
Current Financial Assets - Investments	639.94	1,375.93	665.00
Current Financial Assets - Trade Receivables	21,609.34	11,328.03	10,980.53
Current Financial Assets - Cash & Cash Equivalents	283.78	126.76	694.54
Current Financial Assets - Bank Balances	2,291.41	753.03	642.73
Current Financial Assets - Loans	-	-	-
Other Current Financial Assets	591.82	580.66	517.95
Current Tax Assets (Net)	204.77	215.90	10.41
Other Current Assets	1,735.70	1,770.30	954.94
Total	54,434.06	35,478.78	26,191.88

Other relevant information	Financial year ended March 31		
	2026	2025	2024
	(Audited)	(Audited)	(Audited)
Net Worth/ Equity attributable to the Owners of Avadh Rail Infra Ltd (Rs. in lakhs)	21,653.39	17,483.95	12,574.88
Earnings per share			
<i>Basic (In Rs.)</i>	787.66	889.20	582.14
<i>Diluted (In Rs.)</i>	787.66	889.20	582.14
Dividend %	-	-	-
Return on net worth %	19.40%	27.13%	24.69%
Book value per share (In Rs.)	4,059.66	3,277.95	2,357.58

The key financial ratios, mentioned herein above, have been computed as under:

Net worth	Equity Share Capital + Other Equity (Reserves and Surplus) - Revaluation reserve
Basic Earnings Per Share	Net Profit/ (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding
Diluted Earnings Per Share	Net Profit/ (Loss) after Tax Attributable to Equity Shareholders/ Weighted Number of Equity Shares outstanding, adjusted with dilutive potential ordinary shares

Book Value per share	Net worth/ Number of Equity Shares outstanding at the end of the period/ year
Return on Net Worth (%)	Net Profit/ (Loss) after Tax / Net worth

(Source: Certificate dated July 24, 2026 issued by CA. Ankit Lath, M. No. 472931, Partner of SGAJ & Associates, Chartered Accountants, FRN: 0323891E)

5. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN OF THE COMPANY

5.1 As on the date of this LOF, the authorized share capital of the Company is Rs.2,00,00,000/- (Rupees Two Crores only) consists of 20,00,000 (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

5.2 The Issued, subscribed and paid-up share capital of the Company is Rs.53,45,800/- (Rupees Fifty-Three Lakhs Forty-Five Thousand Eight Hundred only) comprising of 5,34,580 (Five Lakhs Thirty-Four Thousand Five Hundred Eighty) Equity Shares having face value of Rs.10/- (Rupees Ten only) each.

5.3 As on the date of this LOF, there are no outstanding instruments in the nature of warrants or fully convertible debentures or partly convertible debentures/ preference shares or employee stock options etc., which are convertible into Equity Shares at any later date. Also, Equity Shares held by the Promoters and the Promoter Group is not subject to any statutory lock-in. The Company also does not have any partly paid up Equity Shares outstanding. Neither the Promoters nor any other persons who qualify as members of the Promoter Group of the Company are participating in the Delisting Offer and will not tender their Equity Shares in the reverse book building process as part of the Delisting Offer.

5.4 The capital structure of the Company as on the date of this Letter of Offer is as follows:

Paid-up Equity Shares of Company	No. of Equity Shares/ Voting Rights	% of Share Capital/ Voting Rights
Fully paid up Equity Shares	5,34,580	100%
Partly paid Up Equity Shares	NIL	NA
Total paid up Equity Shares	5,34,580	100%
Total voting rights in Company	5,34,580	100%

5.5 The shareholding pattern of the Company, as on June 30, 2026 is as follows:

Particulars	No. of Equity Shares	Shareholding (%)
Promoter & Promoter Group	5,29,815	99.11
Central Government/State Government(s)/ President of India	0	0.00
Resident Individuals	4,765	0.89
Bodies Corporate	0	0.00
Total	5,34,580	100.00

5.6 The aggregate shareholding of the Acquirer with person acting in concert and other members of the Promoter Group of the Company, as on June 30, 2026 is as under:

Shareholders	Category	No. of Equity Shares	Shareholding %
Abhishek Saraff	Acquirer	93,350	17.46
Subhash Chandra Saraff	Promoter	95,452	17.86
Anjali Saraff	Promoter	1,31,810	24.66
Subhash Chandra Saraff HUF	Promoter	1,06,580	19.94
Sweta Kejriwal	Promoter Group	9,023	1.69
Pullman Engineering Co. Pvt Ltd	Promoter Group	40,000	7.48
Zoom Construction and Holdings Pvt Ltd	Promoter Group	52,400	9.80
Subhamoti Finance Pvt Limited	Promoter Group	1,200	0.22
Total		5,29,815	99.11

6. STOCK EXCHANGE FROM WHICH THE EQUITY SHARES ARE SOUGHT TO BE DELISTED

- 6.1 The Equity Shares of the Company are currently listed on CSE only. The Equity Shares have not been traded on the CSE since several years.
- 6.2 The reference date as per Regulation 19A(2) of SEBI (Delisting of Equity Shares) Regulations, 2021 for computing the floor price was September 01, 2025 i.e. the date of initial public announcement made by the acquirer (“**Reference Date**”) and the Equity Shares of the Company are infrequently traded in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations.
- 6.3 The Acquirer is seeking to delist the Equity Shares of the Company from the CSE and CSE pursuant to letter reference no. CSE/LD/INP/18168/2026 dated August 07, 2026 has granted “**in-principle**” approval to the Delisting Offer.
- 6.4 No application for listing shall be made in respect of any Equity Shares which have been delisted pursuant to this Delisting Offer for a period of 3 (three) years from the date of delisting.
- 6.5 Any application for listing made in future by the Company after the aforementioned period in respect of delisted Equity Shares shall be deemed to be an application for fresh listing of such Equity Shares and shall be subject to the then prevailing laws relating to listing of equity shares of unlisted companies.
- 6.6 The Acquirer proposes to acquire the Offer Shares pursuant to a reverse book-building process through an acquisition window facility, i.e., separate acquisition window in form of web based bidding platform provided by BSE, in accordance with the stock exchange mechanism (the “**Acquisition Window Facility**” or “**Offer to Buy (OTB)**”), conducted in accordance with the terms of the Delisting Regulations and the SEBI Circulars.
7. **LIKELY POST SUCCESSFUL DELISTING OFFER SHAREHOLDING PATTERN OF THE COMPANY**
- 7.1 The most likely post-delisting shareholding assuming that all Equity Shares outstanding with the Public Shareholders are acquired pursuant to a successful completion of the Delisting Offer in terms of the Delisting Regulations is as follows:

Particulars	No. of Equity Shares	% of Fully Paid up Share Capital of the Company
Promoter and Promoter Group	5,34,580	100.00
Public	Nil	Nil
Total	5,34,580	100.00

8. **MANAGER TO THE DELISTING OFFER**

- 8.1 The Acquirer has appointed Intelligent Money Managers Private Limited having their registered office at 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata – 700 087, West Bengal, India as “**Manager to the Delisting Offer**”. Tel. No.: +91– 33 – 4065 6289; Email: info@intelligentgroup.org.in; Website: www.intelligentgroup.org.in/; Contact Person: Mr. Amit Kumar Mishra.

9. **REGISTRAR TO THE DELISTING OFFER**

The Acquirer has appointed **Purva Sharegistry (India) Pvt. Ltd.** having its office at Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai – 400 011, as “**Registrar to the Delisting Offer**”, Tel. No.: +91-22-4134 3255/ 4134 3256; Email: support@purvashare.com; Website: www.purvashare.com; Contact Person: Ms. Deepali Gaonkar, **SEBI Registration Number**: INR000001112; **Validity Period**: Permanent; **CIN**: U67120MH1993PTC074079.

10. **DETAILS OF THE BUYER BROKER**

- 10.1 For implementation of Delisting Offer, the Acquirer has appointed **BNK Securities Private Limited** (SEBI Regn. No.: INZ000220037) having its office at Mayfair Tower, 2 Palm Avenue, Kolkata 700 019 as the stock broker of the Acquirer (“**Buyer Broker**”) through whom the purchases and settlement on account of Delisting Offer would be made by the Acquirer. Tel. No.: +91-33-4602 2160-63; Fax No.: +91-33-2280 0457; Email: corporate@bnkcapital.com, sanat.mondal@bnkcapital.com, Website: www.bnkcapital.com, Contact Person: Sanat Mondal.

11. **STOCK EXCHANGE DATA REGARDING THE COMPANY**

- 11.1 As mentioned in paragraph 6.2, as on the Reference Date, the Equity Shares of the Company are infrequently traded on CSE in terms of Regulation 2(1)(j) of the Takeover Regulations.
- 11.2 The ISIN of the Company is INE0LQ901017.
- 11.3 The high, low and average market prices in the preceding 3 (three) financial years and the monthly high, low and average market prices for the 6 (six) months preceding the date of the DPA and the

corresponding volumes, on CSE are as follows:

Period	High(1) (Rs.)	Date of High(2)	Number of Equity Shares traded on that date	Low(1) (Rs.)	Date of Low(2)	Number of Equity Shares traded on that date	Average Price(1) (Rs.)	Number of Equity Shares traded in the period
Preceding 3 (three) Years								
Financial Year 2023- 24	NA	NA	NA	NA	NA	NA	NA	NA
Financial Year 2024- 25	NA	NA	NA	NA	NA	NA	NA	NA
Financial Year 2025- 26	NA	NA	NA	NA	NA	NA	NA	NA
Preceding 6 (six) Months								
February 2026	NA	NA	NA	NA	NA	NA	NA	NA
March 2026	NA	NA	NA	NA	NA	NA	NA	NA
April 2026	NA	NA	NA	NA	NA	NA	NA	NA
May 2026	NA	NA	NA	NA	NA	NA	NA	NA
June 2026	NA	NA	NA	NA	NA	NA	NA	NA
July 2026	NA	NA	NA	NA	NA	NA	NA	NA

Source: www.cse-india.com

Notes:

(1) High and low price for the period are based on intra-day prices and average price is based on average of closing price.

(2) In case where the same price falls on two or more days, the day with the highest traded shares is considered.

12. DETERMINATION OF THE FLOOR PRICE

- 12.1** The Acquirer proposes to acquire the Equity Shares of the Company from the Public Shareholders pursuant to the reverse book building process established in terms of Schedule II of the Delisting Regulations.
- 12.2** The Equity Shares of the Company are currently listed on The Calcutta Stock Exchange Limited. The scrip code of the Company on CSE is 023080.
- 12.3** The annualized trading turnover during the twelve calendar months preceding the calendar month of the Reference Date based on the trading volume of the Equity Shares on Stock Exchange during the period from September 01, 2024 to August 31, 2025, (12 (twelve) calendar months preceding the month of the Reference Date) is as under:

Stock Exchange	Total Traded Volumes	Total (weighted average) number of Equity Shares outstanding during the period	Annualized trading turnover (as a percentage of the total number of shares outstanding) (%)
CSE	Nil (No Trading)	5,34,580	Nil (No Trading)

- 12.4** As on the Reference Date, as mentioned in paragraph 6.2 above, the Equity Shares of the Company are not frequently traded on CSE in terms of Regulation 2(1)(j) of the SEBI Takeover Regulations.
- 12.5** In terms of Regulation 19A of the Delisting Regulations, the floor price shall be highest of the

following:

Sl. No.	Particulars	Price (In Rs. per share)
(i)	The volume weighted average price paid or payable for acquisitions by the acquirer along with persons acting in concert, during the 52 weeks immediately preceding the reference date	Not Applicable
(ii)	Highest price paid or payable for any acquisition by the acquirer along with persons acting in concert during the 26 weeks immediately preceding the reference date	Not Applicable
(iii)	Adjusted book value (considering consolidated financials) as determined by an independent registered valuer. Provided that adjusted book value shall not be applicable in case of delisting of Public Sector Undertakings.	4,192.65
(iv)	The volume-weighted average market price of such shares for a period of 60 trading days immediately preceding the reference date on the stock exchange where the maximum volume of trading in the shares of ARIL are recorded during such period, provided such shares are frequently traded	Not Applicable
(v)	Where the shares are not frequently traded, the price determined by the independent registered valuer taking into account valuation in parameters including book value, comparable trading multiples and such other parameters as are customary for the valuation of shares of such companies in the same industry	4,659.43

* *Source: Valuation report dated October 31, 2025 issued by Mr. Suman Kumar Verma, an IBBI Registered valuer bearing Registration No. IBBI/RV/05/2019/12376.*

- 12.6** The Company, on November 01, 2025, received the Floor Price Letter from the Acquirer, providing the details of the Floor Price along with a valuation report issued by Mr. Suman Kumar Verma. The Acquirer has obtained valuation of the equity shares of the Company from Mr. Suman Kumar Verma for computing the Fair Value of the Company in accordance with Regulation 19A of the SEBI Delisting Regulations who vide valuation report dated October 31, 2025 have computed the floor price as Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only).
- 12.7** Pursuant to the above, the Acquirer in consultation with the Manager to the Offer and in consideration of the best interest of shareholders and in order to provide fair exit opportunity to the public shareholders have decided the exit price of Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only) per equity share which is not less than the floor price determined in terms of Regulation 19A of the SEBI Delisting Regulations.
- 12.8** The Acquirer shall not be bound to accept the Offer Shares at the higher price determined by the reverse book building process in terms of the SEBI Delisting Regulations.
- 13. DETERMINATION OF THE DISCOVERED PRICE AND EXIT PRICE**
- 13.1** The Acquirer propose to acquire the Offer Shares pursuant to the reverse book building process through an acquisition window facility, i.e., separate acquisition window in the form of a web based bidding platform provided by BSE, in accordance with the stock exchange mechanism, conducted in accordance with the terms of the Delisting Regulations.
- 13.2** All Public Shareholders can tender their Offer Shares during the Bid Period as set out in paragraphs 16.1 and 21 of this Letter of Offer.
- 13.3** The minimum price per Offer Share payable by the Acquirer for the Offer Shares pursuant to the Delisting Offer, shall be determined in accordance with the Delisting Regulations and will be the price at which the shareholding of the members of the Promoter Group of the Company reaches 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations pursuant to the reverse book building process in the manner specified in Schedule II of Delisting Regulations, which shall not be lower than the Floor Price (“**Discovered Price**”).
- 13.4** The cut-off date for the determination of inactive shareholders is August 07, 2026.
- 13.5** The Acquirer shall be bound to accept the equity shares tendered or offered in the Delisting Offer at the Discovered Price if the Discovered Price determined through Reverse Book Building

Process is equal to the Floor Price.

- 13.6** The Acquirer is under no obligation to accept the Discovered Price if it is higher than the Floor Price. The Acquirer may at their discretion, acquire the equity shares at the Discovered Price; or offer a price higher than the Discovered Price, (at their absolute discretion); or make a counter offer at the Counter Offer Price in accordance with the SEBI Delisting Regulations. The “**Exit Price**” shall be: (i) the Discovered Price, if accepted by the Acquirer; or (ii) a price higher than the Discovered Price, if offered by the Acquirer at their absolute discretion; or (iii) the Counter Offer Price offered by the Acquirer at their sole and absolute discretion which, pursuant to acceptance and/or rejection by the Public Shareholders, results in the cumulative shareholding of the Acquirer along with other members of the promoter/promoter group reaching 90% of the paid-up equity share capital of the Company, excluding the Equity Shares which are held by the following:
- a. custodian(s) holding shares against which depository receipts have been issued overseas;
 - b. trust set up for implementing an Employee Benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c. inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of sub-regulation (4) of regulation 39 read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

However, as the Acquirer along with other Members of the Promoter/ Promoter Group already holds more than 90% of the total equity share capital of the Company, any price accepted by the Acquirer in compliance with the SEBI Delisting Regulations shall be Exit Price.

- 13.7** The Acquirer shall announce the Discovered Price and his decision to accept or reject the Discovered Price, the Counter Offer Price, and/ or the Exit Price, as applicable, in the same newspapers in which the DPA was published, in accordance with the timetable set out in paragraph 21 of the Letter of Offer.
- 13.8** Once the Acquirer announce the Exit Price, the Acquirer will acquire, subject to the terms and conditions set out in the DPA and the Letter of Offer of the Delisting Offer, all the Offer Shares validly tendered at a price not exceeding the Exit Price, for a cash consideration equal to the Exit Price for each such Offer Share validly tendered and ensure that : (i) In case Exit Price being more than Face Value but equal to or less than the Floor Price, the payment shall be made through the secondary market settlement mechanism; or (ii) In case the Exit Price is higher than the Floor Price, the payment shall be made within 5 working days from the date of the public announcement as specified in paragraph 13.7 of this Letter of Offer. The Acquirer will not accept Offer Shares offered at a price that exceeds the Exit Price.
- 13.9** If the Acquirer does not accept the Discovered Price, then the Acquirer may, at his sole discretion, make a counter offer to the Public Shareholders within 2 (two) working days of the closure of the Bid Period and the Acquirer shall ensure compliance with the provisions of the Delisting Regulations in accordance with the timelines specified in Schedule IV of the Delisting Regulations.
- 13.10** If the Acquirer do not accept the Discovered Price of the Delisting Regulations and does not make counter offer to the Public Shareholders in terms of Regulation 22(4) of the Delisting Regulation or the Delisting Offer fails in terms of Regulation 23 of the Delisting Regulation:
- a. the Acquirer will have no right or obligation to acquire the Offer Shares tendered in the Delisting Offer;
 - b. the Acquirer, through the Manager to the Delisting Offer, will within 2 working days of closure of the Bid Period announce such rejection of the Discovered Price or failure of the Delisting Offer, through an announcement in all newspapers where this Detailed Public Announcement has been published;
 - c. No final application for delisting shall be made before the Stock Exchange;
 - d. The lien on the Equity Shares tendered/ offered in terms of the Schedule II or Schedule IV of the Delisting Regulations as the case may be shall be released to such Public Shareholder(s) (i) on the date of disclosure of the outcome of the reverse book building process under Regulation 17(3) of the Delisting Regulations if the minimum number of the Equity Shares as provided under Regulation 21(a) of the Delisting Regulations are not tendered/ offered; (ii) on the date of making public announcement for the failure of the Delisting Offer under Regulation 17(4) of the Delisting Regulations if the price discovered through the reverse book building process is rejected by the Acquirers, (iii) in accordance with Schedule IV of the Delisting Regulations if a counter offer has been made by the Acquirer;

- e. The Acquirer will bear all the expenses relating to the Delisting Offer.
- f. 99% of the amount lying in the Escrow Account shall be released to the Acquirer within 1 (one) working day from the date of the public announcement of failure of the Delisting Offer, and the balance 1% shall be released post return of the Equity Shares to the Public Shareholders or confirmation of revocation of lien marked on their Equity Shares by the Manager to the Delisting Offer.
- g. The Escrow Account opened in accordance with Regulation 14 of the Delisting Regulations shall be closed after release of balance 1% (one percent) in terms of Regulation 14(9) of the Delisting Regulations.

14. MINIMUM ACCEPTANCE CONDITION AND OTHER CONDITIONS FOR THE DELISTING OFFER

The acquisition of Equity Shares by the Acquirer pursuant to the Delisting Offer and the successful delisting of the Company pursuant to the Delisting Offer are conditional upon:

- 14.1** The Acquirer deciding in his sole and absolute discretion to accept the Discovered Price or offer an Exit Price higher than the Discovered Price, or offering a Counter Offer Price which, pursuant to acceptance and/ or rejection by Public Shareholders, results in the shareholding of the Acquirer along with the members of the Promoter Group of the Company reaching 90% (ninety percent) of the paid-up equity share capital of the Company excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations. It may be noted that notwithstanding anything contained in the Detailed Public Announcement, the Acquirers reserve the right to accept or reject the Discovered Price if it is higher than the Revised Floor Price.
- 14.2** A minimum number of Offer Shares being tendered at or below the Exit Price, prior to the closure of Bid Period i.e., on the Bid Closing Date so as to cause the cumulative number of Equity Shares held by the Acquirer together with other members of the Promoter Group of the Company as on date of this Letter of Offer taken together with the Equity Shares acquired through the Acquisition Window Facility or OTB to be equal to or in excess of such number of Equity Shares constituting 90% (ninety percent) of the paid-up equity share capital of the Company, excluding such Equity Shares in terms of Regulation 21(a) of the Delisting Regulations (“**Minimum Acceptance Condition**”). However, as the Acquirer along with other Members of the Promoter/ Promoter Group already holds more than 90% of the total equity share capital of the Company, any price accepted by the Acquirer in compliance with the SEBI Delisting Regulations shall be Exit Price.
- 14.3** The Acquirer will obtain requisite statutory approvals, if any, required for the delisting as stated in paragraph 22 of the Letter of Offer; and meet the conditions set out in Regulation 21 of the Delisting Regulations.
- 14.4** There being no amendments to the Delisting Regulations or other applicable laws or regulations or conditions imposed by any regulatory/ statutory authority/ body or order from a court or competent authority which would in the sole opinion of the Acquirer, prejudice the Acquirer from proceeding with the Delisting Offer. Provided that withdrawal of the Delisting Offer on this count shall be subject to the receipt of regulatory approvals, if any, as may be required for the same.
- 14.5** As per Regulation 21 of the Delisting Regulations, the Delisting Offer shall be deemed to be successful if the condition stated in paragraph 14.2 above is satisfied.
- 15. ACQUISITION WINDOW FACILITY**
 - 15.1** Pursuant to the Delisting Regulations, the Acquirer are required to facilitate tendering of the Equity Shares by the Public Shareholders of the Company and the settlement of the same, through the stock exchange mechanism provided by SEBI. SEBI, *vide* its circular dated April 13, 2015 on ‘Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting’ and its circular dated December 9, 2016 on ‘Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities’ (the “**SEBI Circulars**”) sets out the procedure for tendering and settlement of Equity Shares through the Stock Exchange (the “**Stock Exchange Mechanism**”).
 - 15.2** Further, the SEBI Circulars provide that the Stock Exchanges shall take necessary steps and put in place the necessary infrastructure and systems for implementation of the Stock Exchange Mechanism and to ensure compliance with requirements of the SEBI Circulars. Pursuant to the SEBI Circulars, the Stock Exchange has issued guidelines detailing the mechanism for acquisition of shares through Stock Exchange.
 - 15.3** The Acquirer has chosen Acquisition Window Facility or OTB provided by BSE as the designated stock exchange (“**Designated Stock Exchange**”).

- 15.4 The Acquirer has appointed the following as the broker for the Delisting Offer through whom the purchase and settlement of the Offer Shares tendered in the Delisting Offer will be made (**“Buyer Broker”**):
BNK Securities Private Limited (SEBI Regn. No.: INZ000220037)
Address: Mayfair Tower, 2 Palm Avenue, Kolkata - 700 019
Tel. No.: +91-33-46022160-63; **Fax No.:** +91-33-22800457,
Email: corporate@bnkcapital.com, sanat.mondal@bnkcapital.com,
Website: www.bnkcapital.com
Contact Person: Sanat Mondal.
- 15.5 The cumulative quantity tendered shall be displayed on the website of BSE at specific intervals during Bid Period and the outcome of the reverse book building process shall be announced within 2 (two) hours of the closure of the Bid Period.
- 16. DATES OF OPENING AND CLOSING OF BID PERIOD**
- 16.1 All the Public Shareholders holding Equity Shares are eligible to participate in the reverse book building process by tendering, the whole or part of the Equity Shares held by them through the Acquisition Window Facility or OTB at or above the Floor Price. The period during which the Public Shareholders may tender their Equity Shares pursuant to the reverse book building process (the **“Bid Period”**) shall commence on Tuesday, August 18, 2026 (the **“Bid Opening Date”**) and close on Monday, August 24, 2026 (the **“Bid Closing Date”**) during the normal trading hours on or before the Bid Closing Date. Any change to the Bid Period will be notified by way of a corrigendum in the newspapers where this Detailed Public Announcement is published.
- 16.2 The Public Shareholders should note that the Bids are required to be uploaded in the Acquisition Window Facility or OTB on or before the Bid Closing Date for being eligible for participation in the Delisting Offer. Bids not uploaded in the Acquisition Window Facility or OTB will not be considered for delisting purposes and will be rejected.
- 16.3 The Public Shareholders should submit their Bids through stock brokers registered with BSE (**“Seller Member”**). **Thus, Public Shareholders should not send Bids to Company/ Acquirer/ Manager to the Delisting Offer/ Registrar to the Delisting Offer.**
- 16.4 Bids received after close of trading hours on the Bid Closing Date may not be considered for the purpose of determining the Discovered Price payable for the Equity Shares by the Acquirer pursuant to the book building process. The Public Shareholders may withdraw or revise their Bids upwards not later than 1 (one) day before the closure of the Bid Period. Downward revision of the Bids shall not be permitted.
- 16.5 A letter inviting the Public Shareholders (along with necessary forms and detailed instructions) to tender their Equity Shares by way of submission of **“Bids”** (the **“Letter of Offer”**) will be dispatched as indicated in paragraph 21 of the Letter of Offer.
- 17. PROCEDURE FOR TENDERING AND SETTLEMENT**
- 17.1 During the Bid Period, the Bids shall be placed through the Acquisition Window Facility or OTB by the Public Shareholders through their respective Seller Member during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares which are held in dematerialized form as well as physical form.
- 17.2 The Letter of Offer (along with necessary forms and instructions) inviting the Public Shareholders to tender their Equity Shares to the Acquirer will be dispatched to the Public Shareholders by the Acquirer whose names appear on the register of members of the Company and to the owner of the Equity Shares whose names appear as beneficiaries on the records of the respective depositories at the close of business hours on the Specified Date (as indicated in paragraph 21 of Letter of Offer). For further details on the schedule of activities, please refer to paragraph 21 of this Letter of Offer.
- 17.3 In the event of an accidental omission to dispatch the Letter of Offer or non-receipt of the Letter of Offer by any Public Shareholder, such Public Shareholders may obtain a copy of the Letter of Offer by writing to the Registrar to the Offer at their address given in paragraph 9 of this Letter of Offer, clearly marking the envelope **“Avadh Rail Infra Limited - Delisting Offer”**. Alternatively, the Public Shareholders may obtain copies of the Letter of Offer from the websites of the BSE i.e., www.bseindia.com, or, from the website of the company, at www.avadhrail.com or the Manager to the Offer at www.intelligentgroup.org.in/.
- 17.4 The Delisting Offer is open to all Public Shareholders of the Company holding Equity Shares of the Company in dematerialized form or physical form.
- 17.5 During the Bid Period, Bids will be placed through the Acquisition Window Facility by the Public

Shareholders through their respective stock brokers who are registered with BSE during normal trading hours of the secondary market. The Seller Members can enter orders for Equity Shares in dematerialized form as well as physical form.

17.6 The Company will not accept any Equity Shares offered for delisting offer which are under any restraint order of a court for transfer/sale of such shares.

17.7 Procedure to be followed by Public Shareholders holding Offer Shares in dematerialized form

- a. Public Shareholders who desire to tender their Offer Shares in the electronic form under the Delisting Offer would have to do so through their respective Seller Member by indicating the details of the Offer Shares they intend to tender under the Delisting Offer. The Public Shareholders should not send Bids to the Company/ Acquirer/ Manager to the Delisting Offer/ the Registrar to the Delisting Offer.
- b. The Seller Member would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange.
- c. The Seller Member would be required to tender the number of Equity Shares by using the settlement number and the procedure prescribed by the Clearing Corporation and a lien shall be marked against the Equity Shares of the Public Shareholder and the same shall be validated at the time of order entry. The details of settlement number shall be informed in the issue opening circular/ notice that will be issued by BSE/ Clearing Corporation before the Bid Opening Date.
- d. In case, the Public Shareholders' demat Account is held with one depository and clearing member pool and Clearing Corporation accounts held with other depository, Equity Shares shall be blocked in the Public Shareholders demat account at source depository during the Bid Period. Inter Depository Tender Offer (“**IDT**”) instructions shall be initiated by the Public Shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source Depository shall block the Public Shareholder's Equity Shares (i.e., transfer from free balance to blocked balance) and sends IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Public Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- e. For custodian participant orders for Equity Shares in dematerialized form, early pay-in is mandatory prior to confirmation of the relevant order by the custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Bid Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any modification to an order shall be deemed to revoke the custodian confirmation relating to such order and the revised order shall be sent to the custodian again for confirmation.
- f. Upon placing the Bid, a Seller Member shall provide a Transaction Registration Slip (“**TRS**”) generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as Bid ID No., DP ID, Client ID, No. of Equity Shares tendered and price at which the Bid was placed.
- g. The Clearing Corporation will hold in trust the Offer Shares until the Acquirers complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
- h. The Public Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Bid Form to be sent. Such documents may include (but not be limited to):
 - i. Duly attested power of attorney, if any person other than the Public Shareholder has signed the Bid Form
 - ii. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Public Shareholder has expired; and
 - iii. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions)
 - iv. **IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED.** After the lien is marked successfully in the depository system on the demat Equity Shares and a valid bid in the exchange bidding system, the Public Shareholders holding Equity Shares in dematerialised form have successfully tendered the Equity Shares in the Delisting Offer.
 - v. The Public Shareholders will have to ensure that they keep the DP account active and

unblocked to receive credit in case of return of Equity Shares due to rejection. Further, Public Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Offer Shares tendered by them.

- i. In case of non-receipt of the Letter of Offer/ Bid Form, Public Shareholders holding Equity Shares in dematerialized form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, Client ID, DP name/ ID, beneficiary account number and number of Equity Shares tendered for the Delisting Offer. Public Shareholders will be required to approach their respective Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by BSE before the Bid Closing Date.

17.8 Procedure to be followed by Public Shareholders holding Offer Shares in physical form

- a. All the Public Shareholders holding the Equity Shares in physical form shall note that in accordance with the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, all the Public Shareholders holding Equity Shares in the physical form are allowed to tender their Equity Shares in the Delisting Offer provided that such tendering shall be as per the provisions of the SEBI Delisting Regulations and terms provided in the Detailed Public Announcement/ Letter of Offer.
- b. The Public Shareholders who hold Offer Shares in physical form and intend to participate in the Delisting Offer will be required to approach their respective Seller Member along with the complete set of documents for verification procedures to be carried out including as below:
 - original share certificate(s);
 - valid share transfer form(s) (i.e. SH -4) duly filled and signed by the transferors (i.e. by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer. Attestation, where required, (thumb impressions, signature difference, etc.) should be done by a magistrate/ bank manager under their official seal as per form ISR-2 which is available at the website of RTA, at www.purvashare.com;
 - self-attested permanent account number (“PAN”) card copy (in case of joint holders, PAN card copy of all transferors);
 - Bid Form duly signed (by all Public Shareholders in cases where Offer Shares are held in joint names) in the same order in which they hold the Offer Shares;
 - As per SEBI circular dated 03/11/2021 reference no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 “Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination,” it shall be mandatory for all holders of physical securities in listed company to furnish the following documents / details to the RTA; a) PAN and other KYC details by submitting form ISR 1; b) Nomination (for all eligible folios) through Form SH – 13 as provided in the Rules 19(1) of Companies (Shares capital and debentures) Rules, 2014 or Declaration to Opt-out, as per Form ISR-3, available at the website of RTA, at www.purvashare.com;
 - any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the register of members of the Company, the Public Shareholder would be required to submit a self-attested copy of proof of address consisting of any one of the following documents: valid aadhar card, voter identity card or passport.
 - Declaration by joint holders consenting to tender Offer Shares in the Delisting Offer, if applicable, and
 - FATCA and CRS forms for individual/ Non individual shareholders.
- c. Based on the documents mentioned in paragraph (b) above, the concerned Seller Member shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Delisting Offer using the Acquisition Window Facility of the Stock Exchange. Upon placing the Bid, the Seller Member will provide a TRS generated by the Exchange Bidding System to the Public Shareholder. The TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of the Equity Shares

tendered, price at which the bid was placed, etc. Upon placing the Bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of the order submitted such as folio no., certificate no., distinctive no., no. of Offer Shares tendered and the price at which the Bid was placed.

- d. The Seller Member/ Public Shareholder should ensure the documents (as mentioned in this paragraph 17.8 (b) of this Letter of Offer) above are delivered along with TRS either by registered post or courier or by hand delivery to the Registrar to the Offer (at the address mentioned in paragraph 9 of this Letter of Offer) before the last date of Bid Closing date by the Seller Member. The envelope should be marked as **“Avadh Rail Infra Limited - Delisting Offer”**.
 - e. Public Shareholders holding Offer Shares in physical form should note that the Offer Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Offer Shares by the Acquirers shall be subject to verification of documents. The Registrar to the Offer will verify such Bids based on the documents submitted on a daily basis and until such time as the Stock Exchanges shall display such Bids as ‘unconfirmed physical bids’. Once, the Registrar to the Offer confirms the Bids it will be treated as ‘confirmed bids’. Bids of Public Shareholders whose original share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this Letter of Offer) along with TRS are not received by the Registrar to the Offer before the last date of Bid Closing date shall liable to be rejected.
 - f. In case of non-receipt of the Letter of Offer/ Bid Form, Public Shareholders holding Offer Shares in physical form can make an application in writing on plain paper, signed by the respective Public Shareholder, stating name and address, folio no., share certificate no., no. of Offer Shares tendered for the Delisting Offer and the distinctive nos. thereof, enclosing the original share certificate(s) and other documents (as mentioned in paragraph 17.8 (b) of this Letter of Offer). Public Shareholders will be required to approach their respective Seller Member and have to ensure that their Bid is entered by their Seller Member in the electronic platform to be made available by BSE, before the Bid Closing Date.
 - g. The Registrar to the Offer will hold in trust the share certificate(s) and other documents (as mentioned in this paragraph 17.8 (b) of this Letter of Offer) until the Acquirer complete their obligations under the Delisting Offer in accordance with the Delisting Regulations.
 - h. All documents as mentioned above, shall be enclosed with the valid Tender Form, failing which the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) there is a name mismatch in the Folio of the Public Shareholder; or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, August 24, 2026 (by 5 p.m.); or (iv) If the share certificates of any other company are enclosed with the Tender Form instead of the share certificates of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the shareholder who has placed the bid; or (vi) If the Public Shareholders place a bid but the Registrar does not receive the physical Equity Share certificate; or (vii) In the event the signature in the Tender Form and Form SH-4 do not match with the specimen signature recorded with Company or Registrar.
- 17.9** If the Public Shareholders do not have any stock broker registered with BSE, then that Public Shareholders can approach any stock broker registered with BSE and can make a bid by using quick unique client code (“UCC”) facility through that stock broker registered with BSE after submitting the information/documents as may be required by the stock broker to be in compliance with the applicable SEBI regulations and the requirements of BSE. In case the Public Shareholders are not able to bid using quick UCC facility through any other stock broker registered with BSE, then the Public Shareholder may approach Buyer Broker viz. BNK Securities Private Limited, to bid by using quick UCC facility, after submitting the information/ documents as may be required by the Buyer Broker to be in compliance with the applicable SEBI regulations and the requirements of BSE.
- 17.10** The Public Shareholders should note that the bids should not be tendered to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirers or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with a

Seller Member as the bids can be entered only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.

- 17.11** Public Shareholders, who have tendered their Offer Shares by submitting Bids pursuant to the terms of the Public Announcement and the Letter of Offer, may withdraw or revise their Bids upwards not later than 1 (one) day before the Bid Closing Date. Downward revision of Bids shall not be permitted. Any such request for revision or withdrawal of the Bids should be made by the Public Shareholder through their respective Seller Member, through whom the original Bid was placed, not later than 1 (one) day before the Bid Closing Date. Any such request for revision or withdrawal of Bids received after normal trading hours of the secondary market 1 (one) day before the Bid Closing Date will not be accepted. Any such request for withdrawal or upward revision should not be made to the Company / Acquirers / Registrar to the Delisting Offer / Manager to the Delisting Offer.
- 17.12** The cumulative quantity tendered shall be made available on BSE's website – www.bseindia.com throughout the trading session and will be updated at specific intervals during the Bid Period.
- 17.13** The Offer Shares to be acquired under the Delisting Offer are to be acquired free from all liens, charges, and encumbrances and together with all rights attached thereto. Offer Shares that are subject to any lien, charge or encumbrances are liable to be rejected.
- 17.14** Public Shareholders holding Offer Shares under multiple folios are eligible to participate in the Delisting Offer.
- 17.15** In terms of Regulation 22(4) of the Delisting Regulations, the Acquirer is entitled (but not obligated) to make a counter offer at the Counter Offer Price, at its sole and absolute discretion. The Acquirer shall ensure compliance with the provisions and the timelines provided in Schedule IV of the SEBI Delisting Regulations (**'Counter Offer'**). The counter offer is required to be announced by issuing a public announcement of counter offer (**"Counter Offer PA"**) within 2 working days of the Bid Closing Date. The Counter Offer PA will contain *inter alia* details of the Counter Offer Price, the book value per Equity Share, the revised schedule of activities and the procedure for participation and settlement in the counter offer. In this regard, Public Shareholders are requested to note that, if a counter offer is made:
- All Offer Shares tendered by Public Shareholders during the Bid Period and not withdrawn as per paragraph 17.15(b) below, along with Offer Shares which are additionally tendered by them during the counter offer, will be considered as having been tendered in the Counter Offer at the Counter Offer Price.
 - Public Shareholders who have tendered Offer Shares during the Bid Period and thereafter wish to withdraw from participating in the Counter Offer (in part or full) have the right to do so after the issuance of the Counter Offer PA in accordance with the SEBI Delisting Regulations. Any such request for withdrawal should be made by the Public Shareholder through their respective Seller Member through whom the original bid was placed. Any such request for withdrawal received after normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations will not be accepted.
 - Offer Shares which have not been tendered by Public Shareholder during the Bid Period can be tendered in the Counter Offer in accordance with the procedure for tendering that will be set out in the Counter Offer PA.

18. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Delisting Regulations:

- 18.1.** The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 18.2.** For consideration towards the Equity Shares accepted under the Delisting Offer, the money of the Escrow Account shall be used to pay the consideration to the Buyer Broker on or before the pay-in date for settlement. The Buyer Broker will transfer the funds to the Clearing Corporation and subsequently Clearing Corporation will make direct funds payout to respective Public Shareholder's bank account linked to its demat account. If Public Shareholder's bank account details are not available or if the funds transfer instruction are rejected by RBI / Bank, due to any reason, then such funds will be transferred to the concerned Seller Member(s) settlement bank account for onward transfer to the respective client. For the Offer Shares acquired in physical form, the Clearing Corporation will release the funds to the Seller Member as per the secondary market mechanism for onwards transfer to Public Shareholders.
- 18.3.** In case of certain client types viz. non-resident Indians, non-resident clients etc. (where there are

specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out will be given to their respective Seller Member's settlement accounts for releasing the same to their respective Public Shareholder's account onward. For this purpose, the client type details will be collected from the depositories whereas funds pay-out pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by BSE and the Clearing Corporation from time to time.

- 18.4. The Offer Shares acquired in dematerialised form would either be transferred directly to the account of either of the Acquirer provided it is indicated by the Buyer Broker or it will be transferred by the Buyer Broker to the account of either of the Acquirer on receipt of the Offer Shares pursuant to the clearing and settlement mechanism of BSE. Offer Shares acquired in physical form will be transferred directly to the Acquirer by the Registrar to the Offer.
 - 18.5. Details in respect of Public Shareholder's Bid accepted at or below Exit Price will be provided to the Clearing Corporation by the Target Company or the Registrar to the Delisting Offer. On receipt of the same, Clearing Corporation will release the lien on unaccepted Equity Shares in the demat account of the Public Shareholder. On settlement date, lien Equity Shares mentioned in the accepted Bid will be transferred to the Clearing Corporation.
 - 18.6. In the case of Inter Depository, Clearing Corporation will cancel the unaccepted Equity Shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Target Company or the Registrar to the Delisting Offer. Post receiving the IDT message from target depository, source depository will cancel/release lien on unaccepted Equity Shares in the demat account of the Public Shareholder. Post completion of Bid Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid Equity Shares from Public Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
 - 18.7. The Seller Member would issue a contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. The Buyer Broker would also issue a contract note to the Acquirers for the Offer Shares accepted under the Delisting Offer.
 - 18.8. Public Shareholders who intend to participate in the Delisting Offer should consult their respective Seller Member for payment of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the Public Shareholders for tendering their Offer Shares in the Delisting Offer (secondary market transaction).
 - 18.9. If the consideration payable in terms of Regulation 24(1) of the SEBI Delisting Regulations is not paid to all the Public Shareholders, within the time specified thereunder, the Acquirer shall be liable to pay interest at the rate of ten per cent per annum to all the Public Shareholders, whose bids shares have been accepted in the Delisting Offer, as per Regulation 24(2) of the SEBI Delisting Regulations. However, in case the delay was not attributable to any act or omission of the Acquirer or was caused due to circumstances beyond the control of Acquirer, SEBI may grant waiver from the payment of such interest.
- 19. PERIOD FOR WHICH THE DELISTING OFFER SHALL BE VALID**
- 19.1. The Public Shareholders may submit their Bids to the Seller Member during the Bid Period. Additionally, once the Equity Shares have been delisted from the Stock Exchange, the Public Shareholders whose Offer Shares have not been acquired by the Acquirer (the "**Residual Public Shareholders**") may offer their Offer Shares for sale to the Acquirers at the Exit Price for a period of 1 (one) year following the date of the delisting of the Equity Shares from CSE ("**Exit Window**"). A separate offer letter in this regard will be sent to these Residual Shareholder explaining the procedure for tendering their Offer Shares. Such Residual Shareholders may tender their Offer Shares by submitting the required documents to the Registrar to the Offer during the Exit Window.
 - 19.2. The Acquirer shall ensure that the rights of the Residual Shareholders are protected and shall be responsible for compliance with Regulation 27 of the SEBI Delisting Regulations and the Stock Exchange shall monitor the compliance of the same.

20. DETAILS OF THE ESCROW ACCOUNT

- 20.1. The consideration payable under the Delisting Regulations, the Floor Price of Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only) per Equity Share of the Company multiplied by the number of Offer Shares, i.e., 4,765 (Four Thousand Seven Hundred Sixty-Five), is Rs.2,22,04,900/- (Rupees Two Crores Twenty Two Lakhs Four Thousand Nine Hundred only) (“**Escrow Amount**”).
- 20.2. In accordance with Regulations 14(1) and 14(5) of the Delisting Regulations, the Acquirer, HDFC Bank Limited, a banker to an issue registered with SEBI (“**Escrow Bank**”) and the Manager to the Delisting Offer have entered into an escrow agreement dated November 01, 2025 pursuant to which the Acquirer has opened an escrow account in the name of “**AVADH RAIL DELISTING ESCROW A/C**” with the Escrow Bank at their Asaf Ali Road Branch, New Delhi – 110 002 (“**Escrow Account**”) and have deposited in the Escrow Account cash of Rs.55,52,000/- (Rupees Fifty Five Lakhs Fifty Two Thousand only) on November 06, 2025 being an amount more than 25% of the estimated consideration payable in respect of the Delisting Offer to the Shareholders and Rs.1,66,53,000/- (Rupees One Crore Sixty Six Lakhs Fifty Three Thousand only) on July 24, 2026 in accordance with the SEBI Delisting Regulations. The aggregate amount deposited in the Escrow Account is Rs.2,22,05,000/- (Rupees Two Crores Twenty-Two Lakhs Five Thousand only) which represents more than 100% of the Escrow Amount.
- 20.3. The Manager to the Offer has been solely authorized by the Acquirer to operate and realize the value of Escrow Account in accordance with the SEBI Delisting Regulations.
- 20.4. On determination of the Exit Price and making of the Public Announcement under regulation 17(4) of the Delisting Regulations, the Acquirer shall ensure compliance with Regulation 14(4) of the Delisting Regulations.
- 20.5. In the event that the Acquirer accept the Discovered Price or offer a price higher than the Discovered Price or offer the Counter Offer Price, the Acquirer shall increase the amount lying to the credit of the Escrow Account to the extent necessary to pay Public Shareholders whose Equity Shares are validly accepted, the consideration at the Exit Price, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer.
- 20.6. Further, the Escrow Bank has opened a special account (“**Special Account**”) in the name of “**AVADH RAIL DELISTING SPECIAL ESCROW A/C**” on the instructions of the Acquirer and the Manager to the Delisting Offer, which shall be used for payment to the Public Shareholders who have validly tendered Offer Shares in the Delisting Offer. The Manager to the Delisting Offer shall instruct the Escrow Bank to transfer the total consideration amount to the Special Account.

21. SCHEDULE OF ACTIVITIES

For the process of the Delisting Offer, the schedule of activity will be set out below:

Activity	Date	Day
Initial Public Announcement	September 01, 2025	Monday
Resolution for approval of the Delisting Proposal passed by the Board	September 19, 2025	Friday
Resolution for approval of the Delisting Offer passed by the Shareholders of the Company	October 28, 2025	Tuesday
Date of receipt of CSE in-principle approval	August 07, 2026	Friday
Date of publication of the Detailed Public Announcement	August 10, 2026	Monday
Specified Date for determining the names of shareholders to whom the Letter of Offer shall be sent@	August 07, 2026	Friday
Last date for dispatch of Letter of Offer/ Bid Forms to Public Shareholders as of Specified Date**	August 12, 2026	Wednesday
Last date of publication of recommendation by independent directors of the Company	August 14, 2026	Friday
Bid Opening Date (bid starts at market hours)	August 18, 2026	Tuesday
Last Date for upward revision or withdrawal of bids	August 21, 2026	Friday
Bid Closing Date (bid closes at market hours)	August 24, 2026	Monday
Last date for announcement of Counter Offer	August 27, 2026	Thursday
Last date for Public Announcement regarding success or	August 27, 2026	Thursday

failure of the Delisting Offer		
Proposed date for payment of consideration *	September 03, 2026	Thursday
Proposed date for release of lien/ return of equity shares to the Public Shareholders in case of discovered price not being accepted	September 03, 2026	Thursday

@The specified date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer will be sent. However, all Public Shareholders, are eligible to participate in the Delisting Offer by submitting their Bid in Acquisition Window Facility to stock broker registered on BSE on or before Bid Closing Date. Changes to the proposed timeline, if any, will be notified to Public Shareholders by way of a public announcement in the same newspapers where the DPA is published.

**Subject to the acceptance of Discovered Price or offer a price higher than the Discovered Price by the Acquirer.*

***Such activity may be completed on or before the last date*

Notes: (1) All dates are subject to change and depend on obtaining the requisite statutory and regulatory approvals, as may be applicable. Changes to the proposed timetable, if any, will be notified to Public Shareholders by way of corrigendum/ addendum in all the newspapers in which the Detailed Public Announcement has appeared; and (2) Last date of payment is subject to the acceptance of the Discovered Price by the Acquirer.

22. STATUTORY APPROVALS

- 22.1. The Public Shareholders of the Company have accorded their consent by way of special resolution passed through postal ballot on Tuesday, October 28, 2025, i.e., the date on which the results of the postal ballot & E-voting were announced and the same were intimated to the Stock Exchange on October 29, 2025.
- 22.2. CSE has given its in-principle approval for delisting of the Equity Shares pursuant to their letter reference no. CSE/LD/INP/18168/2026 dated August 07, 2026.
- 22.3. To the best of the Acquirer knowledge, as on the date of the Letter of Offer, there are no other statutory or regulatory approvals required to acquire the Offer Shares and implement the Delisting Offer, other than as indicated above. If any statutory or regulatory approvals become applicable, the acquisition of Offer Shares by the Acquirer and the Delisting Offer will be subject to receipt of such statutory or regulatory approvals.
- 22.4. If the Public Shareholders who are not persons resident in India (including non-resident Indians, overseas body corporates and foreign portfolio investors) had required any approvals (including from the RBI or any other regulatory body) in respect of the Equity Shares held by them, they will be required to submit such previous approvals, that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them in this Delisting Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirers reserves the right to reject such Equity Shares tendered in the Delisting Offer.
- 22.5. It shall be the responsibility of the Public Shareholders tendering Offer Shares in the Delisting Offer to obtain all requisite approvals (including corporate, statutory or regulatory approvals), if any, prior to tendering the Offer Shares held by them in the Delisting Offer, and the Acquirer shall take no responsibility for the same. The Public Shareholders should attach a copy of any such approval to the Bid Form, wherever applicable. In the event such approvals are not submitted, the Acquirers reserve the right to reject such Equity Shares tendered in the Offer.
- 22.6. The Acquirer reserves the right not to proceed with or withdraw the Delisting Offer in the event the conditions mentioned in paragraph 14 of this Letter of Offer are not fulfilled or if the approvals indicated above are not obtained or conditions which the Acquirers considers in their sole discretion to be onerous, are imposed in respect of such approvals.
- 22.7. In the event that receipt of the statutory or regulatory approvals are delayed, changes to the proposed timetable, if any, will be notified to the Public Shareholders of the Company by way of a corrigendum in the same newspapers in which the DPA is made.

23. NOTES ON TAXATION

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain (in excess of Rs.1,25,000/- realized on the sale of listed equity shares on Stock Exchange held for more than 12 months will be subject to capital gains tax in India @ 12.5%, (on or after July 23, 2024) if securities

transaction tax ("STT") has been paid on the shares. STT will be levied on and collected by domestic Stock Exchange on which the equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which is sold will be subject to Short Term Capital Gain Tax @ 20% (on or after July 23, 2024) provided the transaction is chargeable to STT.

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN.

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED DELISTING OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE ACQUIRERS DOES NOT ACCEPT NOR HOLDS ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY PUBLIC SHAREHOLDER AS A REASON OF THIS DELISTING.

24. CERTIFICATION BY BOARD OF DIRECTORS OF THE COMPANY

24.1. The Board hereby certify that:

- The Company has not raised any funds by issuance of securities during the last 5 (five) years immediately preceding the date of the Detailed Public Announcement;
- all material information which is required to be disclosed under the provisions of the continuous listing requirements under the relevant Equity Listing Agreement entered into between the Company and the Stock Exchange or the provisions of the Listing Regulations, as applicable from time to time have been disclosed to the Stock Exchange, as applicable;
- The Company is in compliance with applicable provisions of securities law;
- the Acquirer or its related entities have not carried out any transaction during the aforesaid period to facilitate the success of the Delisting Offer which is not in compliance with the provisions of sub-regulation (5) of regulation 4 of SEBI Delisting Regulations; and
- The Delisting Offer is in the interest of the shareholders of the Company.

25. COMPANY SECRETARY & COMPLIANCE OFFICER OF THE COMPANY

25.1. The details of the Company Secretary & Compliance Officer of the Company are as follow:

Compliance Officer:	Mr. Dheerendra Verma
Address:	702, Felix Square, Near Lulu Mall, Sushant Golf City, Lucknow – 226 030, Uttar Pradesh, India
Email:	compliance@avadhrail.com
Telephone No.:	+91-93075 23001
Fax No.:	NA

25.2. In case the Public Shareholders have any queries concerning the non-receipt of credit or payment for Offer Shares or on delisting processes and procedure, they may address the same to Registrar to the Delisting Offer or Manager to the Delisting Offer.

26. DOCUMENTS FOR INSPECTION

26.1. Copies of following documents will be available for inspection by the Public Shareholders at the registered office of the Manager to the Delisting Offer (i.e. Intelligent Money Managers Private Limited, 25, Jawaharlal Nehru Road, YMCA Building, 2nd Floor, Kolkata – 700 087) on any working day (i.e. Monday to Friday and not being a bank holiday in Kolkata) between 10.00 am to 5.00 pm upto the Bid Closing Date.

- Certificate of Incorporation and Name Changes, Memorandum and Articles of Association of the Company;
- Audited Consolidated Financials of the Company for the Financial Years ended March 31, 2024, March 31, 2025 and March 31, 2026;
- Initial Public Announcement dated September 01, 2025;
- Board resolution of the Company dated September 19, 2025;
- Due diligence report dated September 15, 2025 of CS Smita Sharma, Proprietor of M/s. Smita Sharma & Associates, Peer Reviewed Practicing Company Secretary;
- Share Capital Audit Report under regulation 76 of the Securities and Exchange Board of India

- (Depositories and Participants) Regulations, 2018 dated September 19, 2025 and November 06, 2025 respectively for the Quarter ended June 30, 2025 and September 30, 2025;
- (vii) Certified true copy of the resolution passed by the shareholders by way of evoting, results of which were declared on October 28, 2025;
 - (viii) Scrutinizer's report dated October 28, 2025;
 - (ix) Valuation report dated October 31, 2025 issued by Mr. Suman Kumar Verma, an IBBI Registered valuer bearing Registration No. IBBI/RV/05/2019/12376;
 - (x) Certificate dated June 03, 2026 issued by CA. Ankit Lath, M. No. 472931, Proprietor of Lath Ankit & Co., Chartered Accountants, FRN: 035335C certifying the net-worth of the Acquirer and availability of sufficient resources with the Acquirer;
 - (xi) Copy of Escrow Agreement dated November 01, 2025 between the Acquirer, the Escrow Bank and Manager to the Delisting Offer;
 - (xii) Copy of the Escrow Account Statement received from the Escrow Bank, confirming receipt of the Escrow Amount in the Escrow Account on November 06, 2025 and July 24, 2026;
 - (xiii) In-principle approval from Stock Exchange through letter reference no. CSE/LD/INP/18168/2026 dated August 07, 2026 received on August 07, 2026.

27. DISCLAIMER PARAGRAPH OF BSE

- (i) It is to be distinctly understood that the permission given by BSE to use their network and software of the "Online Reverse Book Building facility for delisting of securities" should not in any way be deemed or construed that the compliance with various statutory and other requirements by the Company, Manager to the Delisting Offer, etc., are cleared or approved by BSE; nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does BSE have any financial responsibility or liability nor does BSE take responsibility in any way for the financial or other soundness of the Company, its promoters or its management.
- (ii) It is also to be distinctly understood that the approval given by BSE should not in any way be deemed or construed to mean that the DPA and the Offer Letter has been cleared or approved by BSE, nor does BSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the announcements, nor does BSE warrant that the securities will be delisted.
- (iii) That every person who desires to avail of the exit opportunity may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE or against the Investor Protection Fund set up by BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through reverse book-building process whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

28. GENERAL DISCLAIMER

Every person who desires to avail of the Delisting Offer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Acquirer (including its directors), the Manager to the Offer or the Company (including its directors) whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such offer and tender of securities through the reverse book building process through Acquisition Window Facility or OTB or otherwise whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

	
Intelligent Money Managers Private Limited CIN: U65923WB2010PTC156220; 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata – 700 087; Tel. No.: +91-33-4065 6289; Email: info@intelligentgroup.org.in; Website: www.intelligentgroup.org.in/; Contact Person: Mr. Amit Kumar Mishra; SEBI Registration No.: INM000012169; Validity Period: Permanent.	Purva Shareregistry (India) Pvt. Ltd. CIN: U67120MH1993PTC074079; Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai – 400 011; Tel. No.: +91-22-4134 3255/ 4134 3256; Email: support@purvashare.com; Website: www.purvashare.com; Contact person: Ms. Deepali Gaonkar; SEBI Registration Number: INR000001112; Validity Period: Permanent.

For and on behalf of Acquirer

Sd/-
Abhishek Saraff

Date: August 07, 2026
Place: Lucknow

29. ENCLSURES

- BID CUM ACCEPTANCE FORM/ BID FORM
- BID REVISION CUM WITHDRAWAL FORM
- Form No. SH-4 - SECURITIES TRANSFER FORM

BID CUM ACCEPTANCE FORM/ BID FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(In respect of the Equity Shares of the Avadh Rail Infra Limited pursuant to the Delisting Offer by the Acquirer)

Please read this document along with the Detailed Public Announcement dated August 07, 2026 and published on August 10, 2026 and the Letter of Offer dated August 07, 2026 issued by Mr. Abhishek Saraff (“**Acquirer**”), part of the Promoter Group

We also request you to read “**Operational Guidelines for Offer to Buy (OTB) Window**” issued by the Stock Exchange in relation to stock exchange traded mechanism introduced by SEBI pursuant to its circular dated April 12, 2015 on “Mechanism for acquisition of shares through Stock Exchange” and as amended from time to time and circular dated its circular dated December 9, 2016 on ‘Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities’ and its circular dated August 13, 2021 on ‘Tendering of shares in open offers, buy-back offers and delisting offers by marking lien in the demat account of the shareholders’. The terms and conditions of the Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document.

Unless otherwise defined, capitalized terms used in this Bid cum Acceptance Form/ Bid Form have the same meaning as defined in the Detailed Public Announcement and the Letter of Offer.

Note: The Public Shareholders should note that this Bid Form should not be sent to the Manager to the Delisting Offer or the Registrar to the Delisting Offer or to the Acquirer or to the Company or the Stock Exchange. The Public Shareholders should further note that they should have a trading account with their broker i.e., a Seller Member as the Bids can be entered in the reverse book building window of the Stock Exchanges, only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. Please note that submission of Bid Form and TRS is not mandatorily required in case of Offer Shares held in dematerialized form.

DELISTING OFFER*		
Bid Opening Date	Tuesday, August 18, 2026	Bids can be placed only during normal trading hours of secondary market
Last Date for Revision (upwards) or Withdrawal	Friday, August 21, 2026	
Bid Closing Date	Monday, August 24, 2026	
Floor Price per Offer Share	Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only) per Equity Share	
Discovered Price	The price at which the shareholding of the Acquirer along with other members of the promoter and promoter group of the Target Company reaches 90% of the total Equity Shares of the Target Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations, pursuant to reverse book building process.	
Exit Price	(a) The Discovered Price, if accepted by the Acquirer; (b) A price higher than the Discovered Price, if offered by the Acquirer, at its discretion; or (c) The Counter Offer Price offered by the Acquirer at its sole and absolute discretion which, pursuant to acceptance and/ or rejection by Public Shareholders, results in the cumulative shareholding of the Acquirer and other members of the promoter and promoter group of the Target Company reaching to 90% of the total Equity Shares of the Target Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations excluding the shares which are held by following: (a) custodian(s) holding shares against which depository receipts have been issued overseas; (b) a trust set up for implementing an employee benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	

**The dates are subject to, among other things, the Acquirer obtaining the necessary approvals, if any, prior to the Bid Opening Date*

(To be filled in by the Seller Member(s))

Name of Seller Member			
Address of Seller Member			
UCC			
Application Number		Date	

AVADH RAIL INFRA LIMITED

(In respect of the Equity Shares of the Avadh Rail Infra Limited pursuant to the Delisting Offer by the Acquirer)

Dear Sir(s)/ Madam,

Re: Delisting Offer to acquire the Offer Shares by the Acquirer in accordance with the Delisting Regulations.

1. I/ We, having read and understood the terms and conditions set out below, in the Detailed Public Announcement and in the Letter of Offer, hereby tender my/ our Offer Shares in response to the Delisting Offer.
2. I/ We understand that the Seller Member to whom this Bid Form is sent, is authorized to tender the Offer Shares on my/ our behalf and the Offer Shares.
3. I/ We understand that the lien shall be marked by the Seller Member in the demat Account for the shares tendered in the Delisting Offer. Details of shares marked as lien in the demat account shall be provided by the Depositories to Clearing Corporation.
4. I/ We understand that the Offer Shares tendered under the Delisting Offer shall be subject to lien in terms of SEBI Circular, as applicable, until the time of the dispatch of payment of consideration calculated at the Discovered Price/ Exit Price and/ or lien is released on the unaccepted Offer Shares.
5. I/ We understand that, if the Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, Equity Shares shall be blocked in the shareholders demat account at source depository during the Bid Period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target Depository to the Clearing Corporation.
6. I/ We hereby understand and agree that the Clearing Corporation will release the lien on unaccepted Offer Shares in the demat account of the shareholder.
7. I/ We hereby understand and agree that, in terms of paragraph 1.13 of the Letter of Offer, if the Acquirer decide to make a counter offer (at their sole and absolute discretion and without any obligation to do so), the Offer Shares tendered by me/ us and not withdrawn after the issuance of the Counter Offer PA, within normal trading hours of the secondary market on the last day of the timelines prescribed in the SEBI Delisting Regulations, shall be considered as having been tendered in the counter offer at the Counter Offer Price.
8. I/ We hereby undertake the responsibility for the Bid Form and the Offer Shares tendered under the Delisting Offer and I/ we hereby confirm that the Acquirer, the Company, Manager to the Delisting Offer and the Registrar to the Delisting Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt or non-receipt of the Bid Form along with all requisite documents, by the Seller Member, due to inaccurate/ incomplete particulars/ instructions or any reason whatsoever.
9. I/ We understand that this Bid is in accordance with the Delisting Regulations and all other applicable laws, by way of reverse book building process and that the Acquirer is not bound to accept the Discovered Price if the same is higher than the Floor Price.
10. I/ We also understand that the payment of consideration will be done by the Acquirer after due verification of Bids, documents and signatures and the Acquirers will pay the consideration as per secondary market mechanism.
11. I/We also understand that should I/we fail to furnish all relevant documents as set out in this Bid Form, the Detailed Public Announcement or the Letter of Offer, this Bid may be considered invalid and may be liable to be rejected or there may be delays in making payment of consideration to me/us.
12. I/We hereby confirm that I/we have never sold or part/dealt with, in any manner, with the Offer Shares tendered under the Delisting Offer and these Offer Shares are free from any lien, equitable interest, charges, encumbrances, 'lock-in', or a subject matter of litigation, whatsoever.
13. I/ We hereby declare that there are no restraints/ injunctions, or other orders of any nature which limits/ restricts my/ our rights to tender these Offer Shares and I/ we are the absolute and only owner of these Offer Shares and are legally entitled to tender the Offer Shares under the Delisting Offer.
14. I/We further authorize the Acquirer to return to me/us, the share certificate(s) in respect of which the Bid is found not valid or is not acceptable, specifying the reasons thereof and in the case of dematerialized Offer Shares, to the extent not accepted will be released to my/our depository account at my/our sole risk.

15. I/ We hereby confirm that to participate in the Delisting offer, I/ we will be solely responsible for payment to my/ our Seller Member for any cost, charges and expenses (including brokerage) that may be levied by the Seller Member on me/ us for tendering the Offer Shares in the Delisting Offer. The consideration to be received by me/ us from my/ our respective Seller Member, in respect of accepted Offer Shares, may be net of such costs, charges and expenses (including brokerage). The Acquirer, Company, Buyer Broker, Registrar to the Delisting Offer or Manager to the Delisting Offer have no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by me/ us.
16. I/ We authorize the Stock Exchange, Acquirer, Manager to the Delisting Offer, Buyer Broker and the Registrar to the Delisting Offer to send the payment of consideration by NECS/ RTGS/ NEFT/ Direct Credit as per SEBI Circulars.
17. I/ We undertake to immediately return the amount received by me/ us inadvertently.
18. By submitting this Bid Form, I/we hereby authorize the Acquirers and/or the Target Company to make such regulatory filings as may be required, in relation to the Offer Shares tendered by me/us and transferred to the Acquirer.
19. I/ We agree that upon due acceptance by the Acquirer of the Offer Shares tendered by me/ us under the Delisting Offer, I/ we would cease to enjoy all right, title, claim and interest whatsoever, in respect of the Offer Shares.
20. I/ We authorize the Acquirer to duly accept the Offer Shares so offered, which they may decide to accept in consultation with the Manager to the Delisting Offer and Registrar to the Delisting Offer and in terms of the Letter of Offer.
21. I/ We hereby undertake to execute any further documents, give assurance and provide assistance, which may be required in connection of the Delisting Offer and agree to abide by the decisions taken in accordance with the applicable laws, rules and regulations.
22. I/ We acknowledge and confirm that all the particulars / statements given herein are true and correct.

Holder's details (Please use BLOCK CAPITALS)					
Complete this box with the full name, signature and address of the holder of the Offer Shares. In case of joint holdings, full name of all the joint holders must appear in the same order as appearing in the share certificate(s)/ demat account.	Holder	Name		PAN	
	First / Sole				
	Second				
	Third				
Contact details	Tel. No.:				
	Mobile No.:				
	Email ID:				
Address of the First / Sole holder (with pin code)					
Type of investor (Please tick (v) the box to the right of the appropriate category)	Individual		NRI (non-repatriable)		
	Hindu Undivided Family		NRI (repatriable)		
	Body Corporate		FPI		
	Mutual Fund		Insurance Company		
	Banks/ Financial Institution		Other (please specify)		
Date and place of incorporation of the holder (if applicable)					
Details of Offer Shares held in physical form (applicable if Offer Shares are held in PHYSICAL FORM) Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed					
Sr. No.	Folio No.	Share Certificate(s) No.	Distinctive Nos.		No. of Offer Shares
			From	To	
1					
2					
3					
(If the space provided is inadequate, please attach a separate continuation sheet)				Total	

Bank account details (applicable to the Public Shareholders holding Offer Shares in PHYSICAL FORM)	
Please fill the following details of the sole shareholder's bank account (or in the case of joint holders, the first-named holder's bank account) and any consideration payable will be paid by electronic transfer carrying the details of the bank account as per the banking account details and as provided in this Bid Form	
Particulars	Details
Name of the sole/ first holder's bank	
Branch address	
City and PIN code of the branch	
Bank account no.	
Savings/ Current/ Others (Please Specify)	
MICR Code (for electronic payment)	
IFSC Code/ MICR/ Swift Code (for electronic payment)	
Note: The fund transfer in electronic mode would be done at your risk based on the data provided as above by you. Enclose original cancel cheque of same bank account having sole/first shareholder name pre-printed on it.	

Depository participant's details (applicable to Public Shareholders holding Offer Shares in DEMATERIALISED FORM)	
I/ we confirm that I/ we hold my/ our Offer Shares in dematerialised form. The details of my/ our depository account and my/ our depository participant are as follows:	
DP Name	
DP ID No.:	
Client ID No.	
No. of Offer Shares	

Other enclosures, if any applicable				
Please tick (v) the box to the right of the appropriate category	Power of attorney		Corporate authorization	
	Death certificate		Others (please specify)	

Details of Bid and Offer Shares tendered in pursuant to the Delisting Offer			
You should insert the number of Offer Shares you wish to tender and the price per Offer Share at which you are tendering the same (your “Bid Price”) in the space provided below. If your Bid Price is less than the Floor Price which Rs.4,660/- per Offer Share, you will be deemed to have tendered your Offer Shares at Rs.4,660/- per Offer Share. If the number of Offer Shares inserted is inconsistent with the number of Offer Shares tendered through your broker i.e., Seller Member, the number of Offer Shares tendered through Seller Member will be the number of Offer Shares tendered by you. I/ We hereby tender to the Acquirers the number of Offer Shares at the Bid Price as specified below, at the Bid Price specified below:			
	Figures in Numbers	Figures in Words	
No. of Offer Shares			
Bid Price Per Offer Share (in `)			
Signature			
	Sole/ First Holder	Second Holder	Third Holder
Note: In case of joint holdings, all holders must sign. In case of bodies corporate, the Bid Form is to be signed by the authorized signatory under the stamp of the company and necessary board resolution authorizing the submission of this Bid Form should be attached.			

TEAR ALONG THIS LINE

For any queries, please contact

	
Intelligent Money Managers Private Limited CIN: U65923WB2010PTC156220; 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata – 700 087; Tel. No.: +91 – 33 – 4065 6289; Email: info@intelligentgroup.org.in ; Website: www.intelligentgroup.org.in ; Contact Person: Mr. Amit Kumar Mishra; SEBI Registration No.: INM000012169; Validity Period: Permanent.	Purva Share Registry (India) Pvt. Ltd. CIN: U67120MH1993PTC074079; Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai – 400 011; Tel. No.: +91-22-4134 3255/ 4134 3256; Email: support@purvashare.com ; Website: www.purvashare.com ; Contact person: Ms. Deepali Gaonkar; SEBI Registration Number: INR000001112; Validity Period: Permanent.

CHECKLIST (Please tick (√))

DEMAT SHAREHOLDERS			PHYSICAL SHAREHOLDERS		
1	BID FORM		1	BID FORM	
2	OTHER DOCUMENTS, AS APPLICABLE		2	ORIGINAL SHARE CERTIFICATE OF THE COMPANY	
			3	VALID SHARE TRANSFER DEED	
			4	SELF ATTESTED COPY OF PAN CARD	
			5	OTHER DOCUMENTS, AS APPLICABLE	

Notes:

1. All documents/ remittances sent by/ to the Public Shareholders will be at their risk and the Public Shareholders are advised to adequately safeguard their interests in this regard.
2. Please read these notes along with the entire contents of the Detailed Public Announcement and Letter of Offer.
3. In the case of Public Shareholder(s) other than individuals, any documents, such as a copy of a power of attorney, board resolution, authorization, etc., as applicable and required in respect of support / verification of this Bid Form shall also be provided, otherwise, the Bid shall be liable for rejection.
4. Please refer to the Letter of Offer for details of the documents.
5. The number of Offer Shares tendered under the Delisting Offer should match with the number of Offer Shares held under the respective client ID number. In case of mismatch, the acceptance or partial acceptance of the Bid will be at the sole discretion of the Registrar to the Delisting Offer/ Manager to the Delisting Offer.
6. In case, the Bid Price is less than the Floor Price of Rs.4,660/- per Offer Share, it will be deemed that the Offer Shares have been tendered at the Floor Price of Rs.4,660/-.
7. The consideration shall be paid to the Public Shareholder(s) by their respective Seller Member in the name of sole/ first holder only.
8. **Public Shareholders, holding Offer Shares in physical form, post bidding, should send the Bid Form along with share transfer deed, share certificates, TRS and other documents, as applicable, to the Registrar to Offer. It is the sole responsibility of Public Shareholders/ Seller Member(s) to ensure that their Offer Shares held in physical form reaches the Registrar to the Delisting Offer on or before the close of business hours of Monday, August 24, 2026 (by 5.00 p.m.).**
9. **It is the sole responsibility of the Public Shareholders/ Seller Member(s) to ensure that their Offer Shares shall be transferred by using the settlement number and the procedure prescribed by the Clearing Corporation on or before the Bid Closing Date.**
10. In case, the Bid Form sent to the Registrar to the Offer is not complete in all respects, the same may be liable for rejection
11. The Bid Forms received / tendered before the commencement of the Bidding Period shall remain valid.
12. In case, the sole/ any joint holder has died, please enclose the requisite documents, i.e., copies of death certificate/ will/ probate/ succession certificate and other relevant papers, as applicable.
13. **FOR OFFER SHARES HELD IN PHYSICAL FORM:** Before submitting this Bid Form to the Seller Member(s), you must execute valid share transfer deed(s) in respect of the Offer Shares intended to be tendered under the Delisting Offer and attach thereto all the relevant **original physical share certificate(s)**. The share transfer deed(s) shall be signed by the Public Shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.
14. **FOR UNREGISTERED PUBLIC SHAREHOLDERS:** Unregistered Public Shareholders should enclose, as applicable, (a) this Bid Form, duly completed and signed in accordance with the instructions contained therein, (b) original share certificate(s), (c) original broker contract note, (d) valid share transfer form(s) as received from the market, duly stamped and executed as the transferee(s) along with blank transfer form duly signed as transferor(s) and witnessed at the appropriate place. All other requirements for valid transfer will be preconditions for acceptance.
15. **FOR SUBMITTING THE BID FORM BY HAND DELIVERY:** Please submit this Bid Form together with other necessary documents referred to above by hand delivery to the Seller Member

TEAR ALONG THIS LINE

ACKNOWLEDGEMENT SLIP

Received from Mr./ Mrs./ M/s _____ a Bid
Cum Acceptance

Form for _____ Offer Shares at a Bid Price of Rs. _____ per Offer Share and the
details of which are given as under.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
UNIQUE CLIENT CODE (UCC)		UNIQUE CLIENT CODE (UCC)	
DP ID NO.		FOLIO NUMBER	
CLIENT ID NO.		SHARE CERTIFICATE NO.	
NO. OF OFFER SHARES		NO. OF OFFER SHARES	
BID PRICE PER OFFER SHARE (IN `)		BID PRICE PER OFFER SHARE (IN `)	
Note: Received but not verified share certificate(s) and share transfer deeds			

ACKNOWLEDGEMENT	
UNIQUE CLIENT CODE (UCC)	
APPLICATION NUMBER	
DATE OF RECEIPT	
SIGNATURE OF OFFICIAL	

Signature of Official: _____ Date of receipt: _____

BID REVISION CUM WITHDRAWAL FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION (In respect of the Equity Shares of the Avadh Rail Infra Limited pursuant to the Delisting Offer by the Acquirer)

Please read this document along with the Detailed Public Announcement dated August 07, 2026 and published on August 10, 2026 and the Letter of Offer dated August 07, 2026 issued by Mr. Abhishek Saraff (“Acquirer”), part of the Promoter Group.

We also request you to read “Operational Guidelines for Offer to Buy (OTB) Window” issued by the Stock Exchanges in relation to stock exchange traded mechanism introduced by SEBI pursuant to its circular dated April 12, 2015 on “Mechanism for acquisition of shares through Stock Exchange” and as amended from time to time and circular dated its circular dated December 9, 2016 on ‘Streamlining the process for Acquisition of Shares pursuant to Tender-Offers made for Takeovers, Buyback and Delisting of Securities’ and its circular dated August 13, 2021 on ‘Tendering of shares in open offers, buy-back offers and delisting offers by marking lien in the demat account of the shareholders’. The terms and conditions of the Detailed Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document.

Unless otherwise defined, capitalized terms used in this Bid cum Acceptance Form/ Bid Form have the same meaning as defined in the Detailed Public Announcement and the Letter of Offer.

Note: The Public Shareholders should note that this Bid Form should not be sent to the Manager to the Offer or the Registrar to the Offer or to the Acquirers or to the Company or the Stock Exchanges. The Public Shareholders should further note that they should have a trading account with their broker i.e., a Seller Member as the Bids can be entered in the reverse book building window of the Stock Exchanges, only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Offer Shares are accepted under the Delisting Offer. Please note that submission of Bid Form and TRS is not mandatorily required in case of equity shares held in dematerialized form.

DELISTING OFFER*		
Bid Opening Date	Tuesday, August 18, 2026	Bids can be placed only during normal trading hours of secondary market
Last Date for Revision (upwards) or Withdrawal	Friday, August 21, 2026	
Bid Closing Date	Monday, August 24, 2026	
Floor Price per Offer Share	Rs.4,660/- (Rupees Four Thousand Six Hundred Sixty only) per Equity Share	
Discovered Price	The price at which the shareholding of the Acquirer along with other members of the promoter and promoter group of the Target Company reaches 90% of the total Equity Shares of the Target Company, excluding such Equity Shares in terms of Regulation 21(a) of the SEBI Delisting Regulations, pursuant to reverse book building process.	
Exit Price	(a) The Discovered Price, if accepted by the Acquirer; (b) A price higher than the Discovered Price, if offered by the Acquirer, at its discretion, or (c) The Counter Offer Price offered by the Acquirer at its sole and absolute discretion which, pursuant to acceptance and/ or rejection by Public Shareholders, results in the cumulative shareholding of the Acquirer and other members of the promoter and promoter group of the Target Company reaching to 90% of the total Equity Shares of the Target Company excluding the shares which are held by following: (a) custodian(s) holding shares against which depository receipts have been issued overseas; (b) a trust set up for implementing an employee benefit scheme under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; and (c) inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	

*The dates are subject to, among other things, the Promoter obtaining the necessary approvals, if any, prior to the Bid Opening Date

(To be filled in by the Seller Member(s))

Name of Seller Member			
Address of Seller Member			
UCC			
Application Number		Date	

AVADH RAIL INFRA LIMITED

(In respect of the Equity Shares of the Avadh Rail Infra Limited pursuant to the Delisting Offer by theAcquirer)

Dear Sir(s),

Re: Delisting Offer to acquire the Offer Shares by the Acquirer in accordance with the Delisting Regulations.

I/We hereby revoke any offer made in any Bid Form submitted prior to the date of this Bid Revision/ Withdrawal Form in respect of the Offer Shares. I/ We hereby make a new Bid to tender the number of Offer Shares set out or deemed to be set out herein and on and subject to the terms and conditions, as applicable

Holder's details (Please use BLOCK CAPITALS)				
Complete this box with the full name, signature and address of the holder of the Offer Shares. In case of joint holdings, full name of all the joint holders must appear in the same order as appearing in the share certificate(s)/ demat account.	Holder	Name		PAN
	First / Sole			
	Second			
	Third			
Contact details	Tel. No.:			
	Mobile No.:			
	Email ID:			
Address of the First / Sole holder (with pin code)				
Type of investor (Please tick (v) the box to the right of the appropriate category)	Individual		NRI (non-repatriable)	
	Hindu Undivided Family		NRI (repatriable)	
	Body Corporate		FPI	
	Mutual Fund		Insurance Company	
	Banks/ Financial Institution		Other (please specify)	
Date and place of incorporation of the holder (if applicable)				

TO BE FILLED IN ONLY IF THE NUMBER OF THE EQUITY SHARES HAVE BEEN INCREASED AS COMPARED TO NUMBER OF THE EQUITY SHARES TENDERED IN THE PREVIOUS BID (FOR SHAREHOLDERS HOLDING THE EQUITY SHARES IN PHYSICAL FORM)

Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed. The Details are applicable only for additional Offer Shares tendered with a view to increase the number of Offer Shares tendered.

Sr. No.	Folio No.	Share Certificate(s) No.	Distinctive Nos.		No. of Offer Shares
			From	To	
1					
2					
3					
(If the space provided is inadequate, please attach a separate continuation sheet)				Total	

TO BE FILLED IN ONLY IF THE NUMBER OF THE EQUITY SHARES HAVE BEEN INCREASED AS COMPARED TO NUMBER OF THE EQUITY SHARES TENDERED IN THE PREVIOUS BID (FOR SHAREHOLDERS HOLDING THE EQUITY SHARES DEMATERIALISED FORM)

Following details are applicable only for additional Offer Shares tendered with a view to increase the number of Offer Shares

DP Name	
DP ID No.	
Client ID No.	
No. of Offer Shares	

Other enclosures, if any applicable

Please tick (v) the box to the right of the appropriate category	Power of attorney		Corporate authorization	
	Death certificate		Others (please specify)	

Details of Previous Bid and the Offer Shares tendered pursuant to the Delisting Offer

	Figures in Numbers	Figures in Words
No. of Offer Shares		
Bid Price Per Offer Share (in Rs.)		

Details of Revised Bid and the Offer Shares tendered pursuant to the Delisting Offer

	Figures in Numbers	Figures in Words
No. of Offer Shares		
Bid Price Per Offer Share (in Rs.)		

Withdrawal of Bid

I hereby confirm that I / We would like to withdraw the earlier Bid made by me/us as detailed above and would like to treat the bid as null and void.

Please tick (v) in the appropriate box	Yes:		No:	
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Signature			
	Sole / First Holder	Second Holder	Third Holder

CHECKLIST (Please tick (v))

DEMAT SHAREHOLDERS			PHYSICAL SHAREHOLDERS		
1	BID FORM		1	BID FORM	
2	OTHER DOCUMENTS, AS APPLICABLE		2	ORIGINAL SHARE CERTIFICATE OF THE COMPANY	
			3	VALID SHARE TRANSFER DEED	
			4	SELF ATTESTED COPY OF PAN CARD	
			5	OTHER DOCUMENTS, AS APPLICABLE	

Notes:

1. **All documents sent by/to the Public Shareholders will be at their risk and the Public Shareholders are advised to adequately safeguard their interests in this regard.**
2. The Public Shareholders may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date.
3. **Downward revision of Bids shall not be permitted.**
4. You must submit this Bid Revision/Withdrawal Form to the same Seller Member through whom your original Bid Form was submitted. **Please ensure that you enclose a copy of the acknowledgement slip relating to your previous Bid.**
5. Please note that all the information, terms and conditions contained in the original Bid Form shall remain valid, except which has been revised under Bid Revision/ Withdrawal Form.
6. In case you wish to tender additional dematerialized Offer Shares, please ensure that you have instructed your Seller Member to transfer your additional Offer Shares. In case you wish to tender additional physical Offer Shares, please ensure that you attach the additional share certificate(s) and the transfer deed along with the Bid Revision/ Withdrawal Form. Please ensure that the number of the Offer Shares tendered under the Bid Revision/Withdrawal Form is equal to the number indicated in the share certificate(s) attached and the transfer deed executed, if any.
7. In case of the Public Shareholder(s) other than individuals, copy of power of attorney, board resolution, authorization etc., as applicable and required in respect of support/ verification of this Bid Revision/Withdrawal Form, shall also be provided, otherwise, the same shall be liable for rejection.
8. The consideration shall be paid to the Public Shareholder(s) by their respective Seller Member in the name of sole/first holder only.
9. The Public Shareholders, holding the Offer Shares in physical form, post bidding, should send the Bid Form along with share transfer deed, share certificates, TRS and other documents, as applicable, to the Registrar to the Offer. It is the sole responsibility of the Public Shareholders/ Seller Member(s) to ensure that their Offer Shares held in physical form reaches Registrar to the Delisting Offer on or before the close of business hours of Monday, August 24, 2026 (by 5.00 p.m.).
10. In case, the Bid Form sent to the Registrar to the Offer is not complete in all respects, the same may be liable for rejection.

TEAR ALONG THIS LINE

For any queries, please contact

	
Intelligent Money Managers Private Limited CIN: U65923WB2010PTC156220; 2nd Floor, YMCA Building, 25, Jawaharlal Nehru Road, Kolkata – 700 087; Tel. No.: +91 – 33 – 4065 6289; Email: info@intelligentgroup.org.in ; Website: www.intelligentgroup.org.in/ Contact Person: Mr. Amit Kumar Mishra; SEBI Registration No.: INM000012169; Validity Period: Permanent.	Purva Share Registry (India) Pvt. Ltd. CIN: U67120MH1993PTC074079; Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai – 400 011; Tel. No.: +91-22-4134 3255/ 4134 3256; Email: support@purvashare.com ; Website: www.purvashare.com ; Contact person: Ms. Deepali Gaonkar; SEBI Registration Number: INR000001112; Validity Period: Permanent.

TEAR ALONG THIS LINE

ACKNOWLEDGEMENT SLIP

Received from Mr./ Mrs./ M/s.a Bid Cum Acceptance Form forOffer Shares at a Bid Price of Rs. per Offer Share and the details of which are given as under.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
UNIQUE CLIENT CODE (UCC)		UNIQUE CLIENT CODE (UCC)	
DP ID NO.		FOLIO NUMBER	
CLIENT ID NO.		SHARE CERTIFICATE NO.	
NO. OF OFFER SHARES		NO. OF OFFER SHARES	
BID PRICE PER OFFER SHARE (IN RS.)		BID PRICE PER OFFER SHARE (IN RS.)	
Note: Received but not verified share certificate(s) and share transfer deeds			

ACKNOWLEDGEMENT	
UNIQUE CLIENT CODE (UCC)	
APPLICATION NUMBER	
DATE OF RECEIPT	
SIGNATURE OF OFFICIAL	

Signature of Official: _____ Date of receipt: _____

Form No. SH-4
Securities Transfer Form

[Pursuant to section 56 of the Companies act, 2013 and sub-rule (1) of rule 11 of
the Companies (Share Capital and Debentures) Rules 2014]

Date of execution_____

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: U25199TN1980PLC008354

Name of the company (in full): AVADH RAIL INFRA LIMITED

Name of the Stock Exchange where the company is listed, if any: The Calcutta Stock Exchange Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities(1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	10/-		

No. of Securities being Transferred		Consideration Received (Rs)	
In Figures	In Words	In words	In figures

Distinctive Number	From				
	To				
Corresponding Certificate Nos:					

TRANSFEROR'S PARTICULARS

Registered Folio Number	
Name(s) in full	Seller Signature (s)
1.	
2.	
3.	
I, hereby confirm that the Transferor has signed before me.	Witness Signature
Name and Address of Witness	

TRANSFeree'S PARTICULARS-

	1	2	3
Name in full			
Father's/mother's/Spouse name			
Address, Mobile/Ph. No. E-mail ID			
Occupation			
Existing folio no., if any			
PAN No.			
Signature			

Folio No. of Transferee: _____**Specimen Signature of Transferee**

1. _____

2. _____

3. _____

Declaration:

- ☐ Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or
- ☐ Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith

Enclosures:

- (1) Certificate of shares or debentures or other securities
- (2) If no certificate is issued, letter of allotment. Value of stamp affixed: _____ (Rs.)
- (3) Copy of PAN CARD of all the Transferees (For all listed Cos).
- (4) Other, Specify.....

Stamps:

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For office use only

Checked by _____ Signature tallies by _____

Entered in the Register of Transfer on _____ vide _____ Transfer _____ No. _____
Approval Date _____Power of attorney/Probate/Death Certificate/Letter of administration Registered on _____
at No. _____