

ABREPOSE FINANCIAL AND TECHNICAL SERVICES LIMITED

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CIN No. U65993TG1991PLC13572

LETTER OF OFFER

FOR PRIVATE CIRCULATION TO THE ELIGIBLE SHAREHOLDERS

ABREPOSE FINANCIAL AND TECHNICAL SERVICES LIMITED

DATE: 03.11.2023

OFFER FOR RIGHTS ISSUE OF 30,00,000 (THIRTY LACS) EQUITY SHARES OF Rs. 10/= EACH AT PAR FOR CASH AGGREGATING TO Rs. 3,00,00,000/= (RUPEES THREE CRORES ONLY) ON A RIGHTS ISSUE BASIS TO THE EXISTING SHAREHOLDERS (INCLUDING 8% COMPULSORY CONVERTIBLE CUMULATIVE PREFERENCE SHAREHOLDERS) OF THE COMPANY IN PROPORTION, AS NEARLY AS CIRCUMSTANCES ADMIT, TO THE PAID-UP SHARE CAPITAL HELD BY THE ELIGIBLE SHAREHOLDERS OF THE COMPANY AS ON OFFER DATE i.e. 03.11.2023.

ISSUE OPENS ON: 12.30 P.M. (IST) ON 27.11.2023.

ISSUE CLOSES ON: 18.00 P.M. (IST) ON 26.12.2023

Dear Shareholders,

ABREPOSE FINANCIAL AND TECHNICAL SERVICES LIMITED ("Company") incorporated under erstwhile provisions of the Companies Act, 2013 on 16.12.1991 having registered office at "SRINIVASAM", 161116/184, 2nd Floor, SRIPURAM COLONY, MALAKPET, HYDERABAD 500036, Telangana State, India.

In terms of Clause No. 7 of the Articles of Association of the Company, in the event of further issue of Shares by the Company, the existing shareholders shall be entitled to subscribe and to purchaser the number of shares in proportion to their existing shareholding in the Company.

The Company has decided to raise further capital to the extent of 30,00,000 (THIRTY LACS ONLY) Equity Shares of Rs. 10/= each (Rupees Ten only) aggregating to Rs. 3,00,00,000/= (Rupees THREE CRORES ONLY) by way of issue of equity share capital from the eligible existing shareholders (including 8% Compulsory convertible cumulative preference shareholders) of the Company by way of rights issue of Equity Shares.

In this regard, the Board of Directors had passed the resolution at their meeting held on 02.11.2023 for approval of the aforesaid rights issue of fresh equity shares and approved the offer letter in the Board Meeting held on 02.11.2023 for issue of 30,00,000 (THIRTY LACS) equity shares of Rs. 10/= (RUPEES TEN ONLY) each for cash.

These shares are being offered to those shareholders, whose name appears in Register of Members of the Company as on offer date. The issue shall remain open from 12.30 P.M. (IST) on 27.11.2023 to 18.00 P.M. (IST) on 26.12.2023.

OBJECTS OF THE ISSUE OF SHARES ON RIGHTS BASIS:

The object of this issue is to enhance the capital base of the Company to meet its business requirements and to utilize the proceeds of the issue for expanding the business of the company.

The new equity shares now being offered are subject to the terms and conditions of this "OFFER LETTER".

1. The equity shares proposed to be issued shall be in line with the Memorandum of Association and Articles of Association and as per the other applicable provisions of Companies Act, 2013.
2. All rights/obligations of shareholders in relation to application and refunds pertaining to this issue shall apply to the renounce(s) as well.
3. The Current Capital Structure of the Company is as under:

S. No.	Particulars	Class of Share	Number of Shares	Face Value (in Rs.)	Total Value (Rs.)
01.	Authorized Capital	Equity	50,00,000	10	5,00,00,000
02.	Issued, Subscribed, Called-up and paid-up share capital	Equity	11,62,725	10	1,16,27,250
03.	Compulsorily Convertible Preferential Shares (issued, subscribed, called-up and paid-up share capital)	CCPs	8,35,000	10	83,50,000

4. The new equity shares proposed to be issued shall rank in all respects pari-passu with existing fully paid-up equity shares of the Company.

Provided that equity shares so allotted during the financial year shall be entitled to pro-rata dividend, upon declaration of any dividend and other corporate benefits, if any for the financial year in which allotment has been made.

5. The equity shares are being offered for subscription for cash to those existing equity shareholders and 8% Compulsorily convertible cumulative preference shareholders, whose names appear in the register of members as registered owners of the shares as on offer date.

6. Shares will be issued only in Dematerialized form only. The Company is registered under NSDL and CDSL with ISIN No. INE01Z001011.
7. The applicants applying for shares under this issue shall ensure that they have a demat account and the relevant details shall be provided as required in the application form.
8. Applications should be made on the printed form provided by the Company.
9. Full value of Equity shares i.e. Rs. 10/= each Equity Shares is payable with application itself.
10. All account payee local cheques/drafts accompanying the application should be drawn in favour of "ABREPOSE FINANCIAL AND TECHNICAL SERVICES LIMITED", payable at HYDERABAD. The amount may be credited by way of RTGS to the Share-Application Money Account of the Company with Gaddi-Annaram Branch, Union bank of India, the particulars of which are furnished here-under.

Account Number	:	240911010000028
Name of the Bank	:	Union Bank of India
Name of the Branch	:	Gaddi-Annaram Branch
IFSC Code	:	UBIN0824097

11. Refund, if any, shall be made within 15 days from the date of expiry of 60 days from the date of receipt of share application money. In case of any delay in the refund beyond the said date, interest @ 12.00% per annum for the period of delay shall be paid to the applicants.
12. Application for total value of Rs. 20,000/= or more, applicants income tax PAN details and photocopy must be provided along with application. Applicant(s) who do not have PAN are required to provide a declaration in form No. 60/61 prescribed under the I.T. Act, 1961 along with application. Application without this will be considered incomplete and are liable to be rejected.
13. In case of applications under power of attorney or by a body corporate or by a Society, a certified true copy of the relevant power of attorney or resolutions or authority to the signatory to make the investment under this offer and to sign the application and a copy of the Memorandum and Articles of Association or bye laws of such body corporate or society should be accompanied by application.
14. For the Non-Resident members, the allotment of further shares shall be made as per the Regulation issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999.
15. The Shareholders (including 8% Compulsory Convertible Cumulative Preference shareholder(s)) shall have the following options:
 - a. Applying for Rights Entitlement in full; or
 - b. Apply for Rights Entitlement in full and accept for additional Equity Shares Rights, if any renounced in their favour.
 - c. Applying for Rights entitlement in part without renouncing the other part; or

- d. Applying for Rights Entitlement in part and renounce the other part in favour of any other person; or
- e. Renounce entire Right Entitlement to one or more renounces; or
- f. In case any of the existing shareholders declines to accept the offered shares, such shares shall be disposed by the Board of Directors in such manner which is not dis-advantageous to the shareholders and the Company.

16. You may renounce all or any of the equity shares offered:

- a. In case if you wish to renounce this offer in whole:
Please deliver/send the duly filled and signed Right Renunciation Letter to the Company.
- b. In case if you wish to renounce this offer in part:
Please deliver the duly filled and signed Right Acceptance letter-cum-Application Form and Right Renunciation Letter to the Company and/or to any Director of the Company.

In either case, the renounce is requested to deliver/send the duly filled and signed Right Acceptance letter-cum-Application Form along with the duly filled and signed Right Renunciation Letter to the Company.

17. The existing shareholder may decline to accept the shares offered. In such case the declined shares may be disposed by the Board of Directors in such manner which is not dis-advantageous to the shareholders and the Company.

18. Non-receipt of any intimation from the persons to whom the offer is made shall deemed to be considered as decline of such offer. In such case, such shares may be disposed by the Board of Directors in such manner which is not dis-advantageous to the shareholders and the Company.

19. The last date for receipt of right acceptance letter-cum-application form along with the amount payable on the application and/or for receipt of right renunciation letter will be 26.12.2023.

20. The basis of allotment shall be decided in the following manner;

- a. Full allotment to the shareholders who have applied for their rights entitlement either in full or in part.
- b. Full allotment to the renounces who have applied for their rights entitlement either in full or in part.
- c. In case of any shareholder declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company.

21. The Board reserves its full, unqualified, and absolute right to accept to reject any application, in whole or in part and in either case without assigning any reason thereto.

By the Order of the Board of Directors,

For ABREPOSE FINANCIAL AND TECHNICAL SERVICES LIMITED

Sd/-

(KANCHINADHAM SATYA PRASAD)

MANAGING DIRECTOR

DIN No. 08512651