

# Proposal for Registry Services

## Open Offer of Saanvi Advisors Limited

**Submitted to:**

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# Preface

We are grateful to you for inviting our proposal to act as Registrar for the proposed Open Offer. As desired, our commercial proposal along with terms & conditions and scope of work is enclosed for your kind perusal.

We are part of the worldwide Link Group, which is a listed entity on the Australian Stock Exchange. Link Group has international presence in Registry, Pension Fund Administration, Employee Share Plans, Investors' data analytics and other value added services. Link Group services corporates across all continents and is recognised for its technology driven solutions combined with high corporate governance norms.

Link Intime is in the registry business in India for more than three decades and has set benchmarks for very high standards of service delivery. We have acted as Registrar for many large size and prestigious offers including for many acquirers who have not been our regular R&T clients.

We possess in depth knowledge and recognised expertise in the share registry area, with a consistent blemish-less track record, which includes our having handled the largest ever IPO in Indian history – that of Coal India Limited. We have been also ranked as the No. 1 registrar by number of Main Board IPOs in twelve out of the last eighteen years. Till date, we have successfully handled more than 700 transactions as Registrars in the primary market which includes several 'Firsts', such as the first book-built IPO, the first ASBA IPO, and the first T+6 timeline IPO in 2016.

Based in Mumbai and having registry focussed dedicated network of SEBI registered branches at New Delhi, Kolkata, Ahmedabad, Vadodara, Pune & Coimbatore, as well as representative presence at Chennai and Bengaluru, we are thus well positioned to provide global / pan Indian and localised services to our Clients. We also have time tested and reliable network of associates across the country to support registry operations. Our state of the art processing centre at Mumbai spread over more than 65,000 Sq Ft, is equipped to handle very high volume transactions.

We are official partners of Indian Post, and operate a Business Post Centre in our premises for handling all mail related activities. Postal articles are franked, bagged, sealed and picked up directly from our office by the postal vans for further delivery.

Should you need any clarification / information, we request you to contact us.

# Link Intime – Lead – Succeed

- Subsidiary of Link Group – Listed entity in Australia with Global footprint
- All India presence – Local expertise of qualified registry professionals having expert knowledge.
- Over three decades in Indian Corporate Registry with a blemish-less track record.
- Head quartered in Mumbai – the financial capital of India, with ease of interaction while dealing with Investment Bankers, NSE, BSE, NSDL, CDSL, Investors and regulator- a critical factor for IPO activities.
- State of art processing facility at Mumbai having more than 60,000 Sq ft office space.
- Handled largest ever IPO – Coal India Limited – Rs. 15,000 Cr raised – Rs. 252,000 Cr collected from more than 17 Lakhs applicants.
- **Handled largest ever buy back offer of TCS Limited – 18,000 Cr in 2022**
- Handled highest number of Main Board IPOs in twelve out of last eighteen years.
- Handled eight consecutive IPOs in 2016 with more than 57 lakh Applications
- Only registrar having **handled three IPOs closing on the same day**
- Technology driven timely services.
- **ISO 27001: 2013 certified**
- Servicing highest number of Listed / Unlisted companies (975 / 2900) as R&T Agent
- **InSta Link & bLink** – the pioneers in mobile apps for servicing Corporates/ Investors.
- Manage / support AGMs / EGMs etc. for more than 950 corporates across country every year.
- Gadget (Tab / Pad) based electronic voting during AGM / EGM
- InSta – Link Intime’s renowned Browser based, platform with login facilities for Clients
- InSta with its inbuilt stringent internal TAT standards, and robust Investor Query resolution, facilitates a transparent monitoring system to clients
- Very large Inhouse print and mail facility for faster turnaround.
- Business Partner – Indian Post – facilitates fail safe despatch of articles.
- Tracking of article delivery status, available to clients, for first class mails through InSta

# Scope of Work

## Prior to opening of Offer

Sr. No	Description
1	Provide comments on Letter of Offer / Form of Acceptance
2	Assist acquirer in opening escrow account for shares, if applicable
3	Despatch letter of offer to the eligible investors holding shares of the target Company

## During Offer period

Sr. No	Description
1	Attend to investors' queries regarding offer and assist them in the offer process
2	Send reminders about offer through emails / SMS if so required by the acquirer
3	Periodically provide subscription status of offer to Acquirer / Manager to the Offer

## Post closure of Offer Period

Sr. No	Description
1	Scrutinise physical documents received
2	Reject invalid offers in consultation with acquirer and manager to the offer
3	Provide data of the accepted offers to Acquirer / Manager to the offer.
4	Workout proportionate acceptance in case of over subscription
5	Return excess shares on account of over subscription to the investors
6	Print / Over print forwarding letter for the consideration payment
7	Attend to Investors' queries

Our experienced and dedicated team is ever ready to ensure that all the activities required for the offer are carried out

- within the prescribed time frame
- with utmost care
- at least possible cost
- using the best available technology.

Our registry expertise helps our clients to complete time critical assignments in the best possible manner and with ease. Time and again, we have demonstrated our **ability to quickly scale up** our capacity to meet last minute requirements.

## Our Technology EDGE

- We are the first registry Company to offer mobile app based servicing to Investors (**bLink**) and Client (**InSta Link**)
- We are in the process of obtaining ISO 27001: 2013
- Our DR site is maintained at a professional data center with RPO of less than two min and RTO of 4 Hrs.
- Entire IT set up runs on UPS and backed up further by in house power DG sets
- Our software development and maintenance is managed by in house team

## Human Resources and other infrastructural facilities

- Dedicated team of more than 300 committed registry professionals
- Regular in-house training
- Structured organisation driven by Board of Directors
- Very high in house print and mail facilities
- **Official partner of Indian POST** – in house bulk mail facilities
- Mumbai office – HO – spread across more than 65,000 Sq. Ft

## Compliance

Link Intime is registry focused and does not have any other conflicting activities like DP services, Broking etc. which ensures that your database is used for the sole purpose of investor servicing.

We confirm that

- We do not employ Child Labour in any of our activities
- We comply with all regulatory requirements including minimum wages payable
- We file all our returns – Income Tax, Profession Tax, Service Tax etc. within prescribed time limits
- We provide requisite information / reports to our clients well within time for them to comply with their regulatory compliance and filings
- Investors data available with us is not shared with any one for any promotional or support activities since we do not have any other conflicting activities
- We have in house despatch facility which ensures that all articles are despatched as intended

## Security

- Our HO is under security surveillance round the clock and throughout the year
- Our in-house print / mail facilities ensure that shareholders' data is not shared with any outsider for printing or mailing
- Value stationery supplied by Client is kept under lock and key except during handling period
- Critical activities are monitored via concurrent audit
- Regular internal audit of processes and transactions helps to improvise security

## Confidentiality

We agree that we will hold in strict confidence all information obtained during the course of our work on this assignment and will not disclose such information to others or use such information except in connection with the performance of the services agreed in this proposal.

## Non-disclosure

The contents of this proposal should not be disclosed to any other party unless we agree in writing to the same.

# Commercials

Sr. No	Particulars	Charges
1	Dispatch of Letter by Speed / Registered Post	
2	Printing of bulk register for despatch of offer documents	
4	In case of Oversubscription do proportionate working	
5	Prepare Acceptance Files for submission to Escrow Banker/ Stock Exchanges	
6	Despatch of intimation letters / payments to valid applicants	
7	Attend to Investor's queries	

Our professional fees and charges for the above-mentioned activities in Sr. No 1-7 nos would be lump sum **Rs. 2,00,000/-** (Rupees Two Lakhs only) excludes out of pocket expenses.

Dispatch Cost per Folio by Speed / Registered Post is **approximately Rs. 50/- per Folio**

Bulk Email sending will be at **Re 1.00 per email**

As required by SEBI, Company is expected to cover registry related risks through contingent insurance policy. We offer to cover such risks through umbrella policy obtained by us on proportionate cost sharing basis.

GST will be extra on all the above fees/ out of pocket expenses.

## Payment schedule

1. Rs. 1,00,000/-, plus Postage for LOF dispatch - 3 days prior to commencement of dispatch
2. Balance on submission of bill

## Assumptions

- Database of the investors – particularly those holding in physical mode – is up to date
- Issued capital of the Company matches with records of depositories.

## Validity of Proposal

This proposal is valid for thirty days from the date of proposal.

