

LEXICON AUTO LTD.
40B Princep Street
Kolkata – 700072
CIN – U35999WB1991PLC051951

LETTER OF OFFER

2nd January, 2023

Issue of up to 3,39,000 (Three Lakh Thirty Nine Thousand only) Fully Paid Up Equity Shares with a Face Value of Rs.10/- Each for Cash at an Issue Price of Rs. 10/- Per Equity Share aggregating to Rs. 33,90,000 (Rupees Thirty Three Lakh Ninety Thousand only) on right issue basis to the existing shareholders of the Company

Dear Shareholder,

Keeping in view the expansion and growth plans of the Company, the Board of Directors intend to raise the required funds by way of induction of fresh Equity Share Capital in the Company. Hence in view of the proposed business plans and applicable regulatory compliances, the Board of Directors at its meeting held on 2nd January, 2023 passed a resolution approving the rights issue of Equity Shares.

You are hereby informed that the Board of Directors has decided to increase the subscribed and paid up capital of the Company by issue and allotment of up to 3,39,000 Equity Shares at a price of Rs. 10/- each fully paid-up on right basis to existing equity shareholders of the Company as on the date of Board Meeting i.e., 2nd January, 2023 in the proportion of 3 Equity Shares for every 10 Equity Shares held in the Company as per the detailed terms and conditions as mentioned, inter alia hereunder:

As a shareholder on the aforementioned date, we are pleased to inform you that you are entitled to for the "rights shares offer" in reference to details as mentioned in the enclosed application form.

PRINCIPAL TERMS AND CONDITIONS

- Object of Offer:** The Company has required working capital therefore it is in requirement of funds for the same;
- Mode of Allotment:** Shares will be issued in demat mode only;
- Face Value:** The new equity share shall be of a face value of Rs. 10/- each.
- Number of Shares:** The number of shares under the offer is 3,39,000 Equity shares
- Offer Price:** The offer price is Rs. 10/- per share
- Present Shareholding Pattern and number of shares offered to shareholders under this offer

Name & address of Shareholders	Pre issue Shareholding pattern (No. of shares)	Pre issue shares Percentage	Proposed Rights Issue (No. of shares)	Post Rights issue (No. of shares)

7. **Terms of payment:** The full amount of Rs.10/- per share shall be payable on application.
8. **Mode of Payment:** Cheque drawn in favour of Lexicon Auto Limited Right Issue
9. The new shares shall rank pari-passu with the existing equity shares of the Company
10. **Acceptance of Offer:** You may accept and apply for the equity shares hereby offered to you wholly or in part by filling up the enclosed Application Form and submitting the same to the Company at its registered office address from the opening of the offer on 23rd January, 2023 but on or before the close of offer on 31st January, 2023.

The application must be only on the prescribed form enclosed and marked as '**Form A**'. As stated above, you may apply for additional shares if in first instance you have subscribed to all the shares offered to you.

The Board may extend the last date for receipt of the application form by such period as it may deem fit or to close the offer upon full subscription but not exceeding a maximum period of thirty days from the date of opening of this offer.

11. **Disposal of unsubscribed shares:** If the duly filled Application form along-with the application money is not received by the Company or its bankers before the close of banking hours on or before 31st January, 2023 then this offer shall be deemed to have been declined and the Board may dispose of the unsubscribed shares in such manner as it thinks fit.

12. **Renunciation:** This offer carries the right of renunciation. The rights offer of shares can be renounced, wholly or in part, in favour of any other person(s). This right of renunciation is subject to the express condition that the Board shall be entitled in its absolute discretion to reject the request for allotment from the renouncee(s) in case the renouncee(s) is/are not an existing shareholder, without assigning any reason thereof. The shareholders can renounce their rights entitlement of shares by signing the enclosed '**Form B**' - Form of Renunciation. Renouncee shall have the right to apply for additional shares. Any person in whose favour the shares have been renounced, may apply for such renounced shares by by making an application in '**Form C**' – Application Form for Renounced Shares.

13. **Basis of Allotment:** The basis of allotment shall be finalised by the Board in the following order of priority:

- i. Full allotment to the shareholder applied for rights entitlement either in full or in part.
- ii. Shares applied based on the renunciation in favour of shareholder by other shareholder.
- iii. Allotment to the shareholders who have applied for additional shares, provided that they have applied for all the shares offered to them and there are surplus shares.
- iv. Allotment of equity shares to any other person as the Board may in their absolute discretion, deem fit, provided there is surplus available after allotment under i. and ii above

14. **Applicable Law:** Section 62(1)(a) of the Companies Act, 2013 and rules made there under.

15. **Allotment and refund orders:** The Company will allot the Equity Shares within 60 days from the date of receipt of application money and corporate actions will be executed to effect credit of shares to the respective beneficiary accounts of the successful allottees.

Company will issue letters of regret along with refund orders, if any, within a period of 15 days from the date of completion of 30 days of receipt of share application money.

Declaration

No statement made in this letter of offer contravenes any of the provisions of the Companies Act, 2013 and the rules made there under. All legal requirement connected with the said issue have been duly complied with.

**CERTIFIED TO BE A TRUE COPY
FOR LEXICON AUTO LIMITED**

S/D

Director

Enclosures:

- 1. Application Form**
- 2. Renunciation Form**
- 3. Application Form for Renounced Shares**