

# Looks Health Services Limited

CIN: L93030MH2011PLC222636

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**07th October, 2020**

To  
The Manager- CRD,  
**Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400001

Dear Sir/Madam,

**Sub: Compliance with Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Scrip code - 534422**

Pursuant to Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed notice published in newspapers regarding record date, e-voting information for the Extra Ordinary General Meeting of the Company in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the following newspapers on 07<sup>th</sup> October, 2020:

1. Business Standard- English (Mumbai Edition)
2. Mumbai Lakshdeep- Marathi (Mumbai Edition)

Thanking you.

For LOOKS HEALTH SERVICES LIMITED



**SUCHIT SHARMA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

(1) Subject to other Regulations, the Acquirers may, in terms of Regulation 18(4) of the SEBI SAST Regulations 2011, make upward revision of the offer price at any time prior to the commencement of the last three working days before the commencement of the tendering period. Announcement of such revision would also be made in all the newspapers in which this DPS is made.

**V. FINANCIAL ARRANGEMENTS**

(a) Assuming full acceptance, the total fund requirements to meet the Offer is Rs. 16,95,79,900/- (Rupees Sixteen Crores Sixty Five Lakhs Ninety Thousand Nine Hundred Twenty only).

(b) The Acquirers have adequate resources to meet the financial requirements of the Offer. The fund requirements will be met from own sources/Net Worth and no borrowings from Banks / FIs or Foreign sources such as NBFC or others is envisaged by the Acquirer. The Acquirers hereby declare and confirm that they have adequate and firm financial resources to fulfill the total financial obligation under the Offer.

(c) In accordance with Regulation 17 of the SEBI SAST Regulations 2011, the Acquirers have deposited Rs. 16,95,00,000/- (Rupees Sixteen Crores Sixty Five Lakhs only) by way of cash, being over 100% of the entire amount of the consideration (assuming full acceptance by the shareholders) in an Escrow Account with ICICI Bank Limited, Capital Market Division, Churchgate branch, Mumbai, with exclusive authority to operate the account in favour of Arhant Capital Markets Ltd, the Manager to the Offer. The Acquirers have duly empowered the Managers to the Offer to realise the value of the Escrow Account in terms of Regulation 21(1) of the SEBI SAST Regulations 2011.

(d) Based on the above and in the light of the escrow arrangement, the Manager to the Offer is satisfied that the firm arrangements for funds for payment through verifiable means have been put in place by the Acquirers to fulfill their obligations in relation to the Offer in accordance with the SEBI SAST Regulations, 2011.

**VI. STATUTORY AND OTHER APPROVALS**

(a) As of the date of this DPS, to the best of the knowledge of the Acquirers, there are no statutory approvals required by the Acquirers to complete this Offer. However, in case of any such statutory approvals are required by the Acquirers at a later date before the expiry of the tendering period, this Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.

(b) If any of the public shareholders of the Target Company are not resident in India (such NRI, OCBs and FII) require any approvals inter alia from the Reserve Bank of India or any regulatory body for the transfer any Equity Shares to the Acquirers, they shall be required to submit such approval along with the offer documents required to be tendered to accept this Offer. If such approval is not submitted, the Acquirers reserve the right to reject the Equity Shares tendered by such shareholders that are not resident in India. Subject to the receipt of statutory and other approvals, if any, the Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

(c) In terms of Regulation 18(1) of the SEBI SAST Regulations 2011, in the case of non-receipt of statutory approval, SEBI has the power to grant extension of time for the purpose of making payment subject to, the Acquirers agreeing to pay interest to the Shareholders as may be specified by the SEBI.

(d) The Acquirers shall complete all procedures relating to payment of consideration under this Offer within 10 working days from the date of expiry of the tendering period to those Equity Shareholders whose share certificates and/or other documents are found valid and in order and are accepted for acquisition by the Acquirers.

(e) The Acquirers may withdraw the offer only in compliance with Regulation 23 of the SEBI SAST Regulations, 2011.

(f) The condition stipulated in the SPA, the underlying agreement, nesting of which are outside the reasonable control of the Acquirers - Nil.

**VII. TENTATIVE SCHEDULE OF ACTIVITY**

Activity	Day and Date
Public Announcement Date	Tuesday, September 29, 2020
Detailed Public Statement Date	Wednesday, October 7, 2020
Filing of draft Letter of Offer with SEBI	Wednesday, October 14, 2020
Last date for competing offer	Wednesday, October 28, 2020
SEBI observations on draft LOF	Thursday, November 5, 2020
Identified date (identified date is only for the purpose of determining the shareholders to whom the LOF shall be sent)	Monday, November 9, 2020
Date by which LOF will be dispatched to the shareholders	Tuesday, November 17, 2020
Last date by which the Board of Target Company shall give its recommendation	Friday, November 20, 2020
Issue opening Advertisement Date	Monday, November 23, 2020
Date of commencement of tendering period (open date)	Tuesday, November 24, 2020
Date of expiry of tendering period (closure date)	Tuesday, December 8, 2020
Date by which all requirements including payment of consideration would be completed	Tuesday, December 22, 2020

**VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON RECEIPT OF LOF**

(a) All the Public Shareholders of the Target Company whether holding the Equity Shares in physical form or dematerialized form are eligible to participate in this Offer at any time during the tendering period for this Offer.

(b) Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Draft Letter of Offer, may also participate in this Offer.

(c) The Open Offer will be implemented by the Company through Stock Exchange Mechanism made available by SEI Limited (SEI) in the form of separate window (Acquisition Window) as provided under the SEBI SAST Regulations 2011 and SEBI Circular CIR/CFDP/CLIC/CELI/1/2018 dated April 13, 2018 issued by SEBI.

(d) The Acquirers have appointed Arhant Capital Markets Limited (Buying Broker) for the Open Offer through whom the purchase and settlement of the Offer Shares tendered in the Open Offer shall be made. The contact details of the Buying Broker are as mentioned below:

**Arhant Capital Markets Limited**  
1011, Building No. 10, Solitaire Corporate Park  
Guru Hargovindji Road, Chakala, Andheri (E) Mumbai - 400 099  
Tel : 022-42254800; Fax : 022-42254800; e-mail: info@arhantcapital.com  
Contact Persons: Mr. Anil Khatrisagar / Mr. Satish Kumar P.

(e) The facility for acquisition of shares through Stock Exchange mechanism pursuant to Offer shall be available to the Stock Exchanges in the form of a separate window ("Acquisition Window").

(f) The Equity Shareholders will have to ensure that they keep a Demat Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to proportionate acceptance in the Open Offer.

(g) All the shareholders who desire to tender their Equity Shares under the Open Offer should be required to make available their shares for lodging to their respective stock broker ("Selling Broker"). The shareholders have to intimate their Selling Broker to place the bid during the normal trading hours of the secondary market during the Tendering Period. Upon placing the bid, the Selling Broker(s) shall provide the Transaction Registration Slip ("TRS") generated by the exchange trading system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.

(h) Shareholders who wish to bid offer their physical shares in the Offer are requested to send their original documents as would be mentioned in the Letter of Offer, to the Registrar to the Offer so as to reach them within 3 days from closure of the tendering period. It is advisable to email scanned copies of the original documents mentioned in the LOF. First to the Registrar to the Offer then send physical copies to the Registrar as address as would be provided in the LOF.

(i) The process of tendering Equity Shares by the Equity Shareholders holding in demat and physical Equity Shares will be separately enumerated in the Letter of Offer.

(j) In accordance with the Frequently Asked Questions issued by SEBI, FAQs - Tendering of physical shares in buyback offer/open offer/delisting dated February 20, 2020, SEBI Circular no. SEBI/HO/CFD/CMD/CH/IR/D2001/144 dated July 31, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD/CH/IR/D2001/144 dated July 31, 2020 and SEBI Circular no. SEBI/HO/CFD/CMD/CH/IR/D2001/144 dated July 31, 2020, shareholders holding securities in physical form are allowed to tender shares in open offer. However, such tendering shall be as per the provisions of the SEBI SAST Regulations 2011.

**IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER THAT WILL BE MAILED TO THE SHAREHOLDERS OF THE TARGET COMPANY AS ON THE IDENTIFIED DATE.**

**X. OTHER INFORMATION**

(a) The Acquirers, alongwith its Directors, accept full responsibility for the information contained in the Public Announcement / Detailed Public Statement and also the obligations of the Acquirers as laid down in the SEBI SAST Regulations 2011.

(b) Pursuant to Regulation 12 of the SEBI SAST Regulations 2011, the Acquirers have appointed Arhant Capital Markets Limited, having office at 1011, Solitaire Corporate Park, Building No. 10, 1st Floor, Guru Hargovindji Marg, Chakala, Andheri (E), Mumbai - 400099; Tel:022-42254800; Fax:022-42254800; Email:info@arhantcapital.com as Manager to the Offer. The contact person is Mr. Anil Khatrisagar / Mr. Satish Kumar P.

(c) The Acquirers have appointed Adroit Corporate Services Pvt. Ltd as Registrar to the Offer having office at 17-20 Jeebhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400 059. Tel: 022-42270400; email: info@adroitcorp.com.

(d) The Detailed Public Statement will also be available on SEBI's website at www.sebi.gov.in.

MANAGER TO THE OFFER	REGISTRARS TO THE OFFER
 <p><b>Arhant Capital Markets Limited</b> Merchant Banking Division REGN NO. INV 000011070 1011, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri (E), Mumbai - 400 099 Tel : 022-42254800; Fax : 022-42254800 Email: info@arhantcapital.com Website: www.arhantcapital.com Contact Persons: Mr. Anil Khatrisagar / Mr. Satish Kumar P.</p>	 <p><b>Adroit Corporate Services Pvt. Ltd</b> 17-20 Jeebhoy Industrial Estate 1st Floor, Makwana Road, Marol Naka, Andheri East, Mumbai - 400 059. Tel:022-42270400 Fax:022-28503748 Email: info@adroitcorp.com Website: www.adroitcorp.com Contact Person: Mr. N. Sarvesh SEBI Regn No. INV100002222</p>
<p><b>Issued by Manager to the Offer on behalf of the Acquirers</b></p>	
<p>Maker: <b>Laboratory Limited</b> Plot No. 54-D, Kandivali - Industrial Estate, Kandivali (West), Mumbai - 400 067</p>	<p>Acquirer: <b>Keynote Investments Private Limited</b> 205A, Vastu Purvi/Nav Link Road, Andheri (West), Mumbai - 400 053</p>
<p>Place: Mumbai Date: October 7, 2020</p>	

Business Standard

# WHAT'S ON PAPER MATTERS.

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LOOKS HEALTH SERVICES LIMITED

CIN: L35900MH2014PLC22836  
Regd. Office: 9 & B, Floor - 1 & 2, Plot - 2/25, Brooman Chembur, Nagpada Lane, Andheri (E), Mumbai - 400 015. Tel: 022 82861730. Email: looks@healthservices@gmail.com. Website: www.looksclinics.in

NOTICE OF POSTAL BALLOT

Notice is hereby given that pursuant to provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and such other applicable laws, rules and regulations (including any statutory modifications or amendments thereof) for the time being in force and as per Regulations 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to seek approval of shareholders through Postal Ballot (P-B) for the following Special Business:

**1. Appointment of M/s. Pareek Shah & Luthra, Chartered Accountants (FRN: 107471W) as Statutory Auditor of the Company due to casual vacancy caused by resignation of M/s. Kripalini Mittal and Co., Chartered Accountants (FRN: 134616W)**

Pursuant to terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic, requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules and regulations. Without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot up to December 31, 2020, the requirements provided in the Companies Act as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository (depository participants) and the communication of postal ballot of the members will take place through the remote e-voting system. This Postal Ballot is accordingly being intimated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars this hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will be sent to the shareholders for this Postal Ballot.

Members are further informed that the Company will send Notice of Postal Ballot at the registered e-mail ids on Wednesday, 07<sup>th</sup> October, 2020 to the shareholders whose names appear in the Register of Members as on Friday, 02<sup>nd</sup> October, 2020 being out of date. Further shareholders, whose email ids are not registered, may temporarily get their email id registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinefin.com/EmailReg.php> and by following the registration process as guided. Post successful registration of the email, the shareholder would get text copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [info@looksclinics.com](mailto:info@looksclinics.com).

The Postal Ballot and instructions for e-voting may also be accessed on the website of the Company i.e. [www.looksclinics.in](http://www.looksclinics.in), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

The Company is providing facility of voting through electronic mode (e-voting) through NSDL e-voting Platform. The e-voting shall commence from Thursday, 08<sup>th</sup> October, 2020 (09:00 AM) till Friday, 09<sup>th</sup> November, 2020 (05:00 PM). The e-voting facility shall be disabled by NSDL thereafter. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. Friday, 02<sup>nd</sup> October, 2020.

Further the Board of Directors of the Company have appointed M/s. VNM & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the voting process through postal ballot/e-voting in accordance with the law and a fair and transparent manner. The Scrutinizer will submit his Report to the Chairman of the Company upon completion of scrutiny of Postal Ballot (e-voting) provided by NSDL. In a fair and transparent manner. The result of the Postal Ballot will be declared on Saturday, 07<sup>th</sup> November, 2020 and will be communicated to the SEI Limited and will be posted on the Company's website [www.looksclinics.in](http://www.looksclinics.in).


For any grievances connected with the electronic voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 199 209690 or send a request at [gst@nsdl.com](mailto:gst@nsdl.com) or the undersigned at the contact details mentioned above.

Place : Mumbai  
Date: 07<sup>th</sup> October, 2020

For Looks Health Services Limited  
Sd/-  
Sachit Sharma  
Company Secretary & Compliance Officer

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Acquirer: **Thirumel Finance Private Limited**  
Registered Office: 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100, 101, 102, 103, 104, 105, 106, 107, 108, 109, 110, 111, 112, 113, 114, 115, 116, 117, 118, 119, 120, 121, 122, 123, 124, 125, 126, 127, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 138, 139, 140, 141, 142, 143, 144, 145, 146, 147, 148, 149, 150, 151, 152, 153, 154, 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 174, 175, 176, 177, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 197, 198, 199, 200, 201, 202, 203, 204, 205, 206, 207, 208, 209, 210, 211, 212, 213, 214, 215, 216, 217, 218, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, 238, 239, 240, 241, 242, 243, 244, 245, 246, 247, 248, 249, 250, 251, 252, 253, 254, 255, 256, 257, 258, 259, 260, 261, 262, 263, 264, 265, 266, 267, 268, 269, 270, 271, 272, 273, 274, 275, 276, 277, 278, 279, 280, 281, 282, 283, 284, 285, 286, 287, 288, 289, 290, 291, 292, 293, 294, 295, 296, 297, 298, 299, 300, 301, 302, 303, 304, 305, 306, 307, 308, 309, 310, 311, 312, 313, 314, 315, 316, 317, 318, 319, 320, 321, 322, 323, 324, 325, 326, 327, 328, 329, 330, 331, 332, 333, 334, 335, 336, 337, 338, 339, 340, 341, 342, 343, 344, 345, 346, 347, 348, 349, 350, 351, 352, 353, 354, 355, 356, 357, 358, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 431, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 447, 448, 449, 450, 451, 452, 453, 454, 455, 456, 457, 458, 459, 460, 461, 462, 463, 464, 465, 466, 467, 468, 469, 470, 471, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 486, 487, 488, 489, 490, 491, 492, 493, 494, 495, 496, 497, 498, 499, 500, 501, 502, 503, 504, 505, 506, 507, 508, 509, 510, 511, 512, 513, 514, 515, 516, 517, 518, 519, 520, 521, 522, 523, 524, 525, 526, 527, 528, 529, 530, 531, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 557, 558, 559, 560, 561, 562, 563, 564, 565, 566, 567, 568, 569, 570, 571, 572, 573, 574, 575, 576, 577, 578, 579, 580, 581, 582, 583, 584, 585, 586, 587, 588, 589, 590, 591, 592, 593, 594, 595, 596, 597, 598, 599, 600, 601, 602, 603, 604, 605, 606, 607, 608, 609, 610, 611, 612, 613, 614, 615, 616, 617, 618, 619, 620, 621, 622, 623, 624, 625, 626, 627, 628, 629, 630, 631, 632, 633, 634, 635, 636, 637, 638, 639, 640, 641, 642, 643, 644, 645, 646, 647, 648, 649, 650, 651, 652, 653, 654, 655, 656, 657, 658, 659, 660, 661, 662, 663, 664, 665, 666, 667, 668, 669, 670, 671, 672, 673, 674, 675, 676, 677, 678, 679, 680, 681, 682, 683, 684, 685, 686, 687, 688, 689, 690, 691, 692, 693, 694, 695, 696, 697, 698, 699, 700, 701, 702, 703, 704, 705, 706, 707, 708, 709, 710, 711, 712, 713, 714, 715, 716, 717, 718, 719, 720, 721, 722, 723, 724, 725, 726, 727, 728, 729, 730, 731, 732, 733, 734, 735, 736, 737, 738, 739, 740, 741, 742, 743, 744, 745, 746, 747, 748, 749, 750, 751, 752, 753, 754, 755, 756, 757, 758, 759, 760, 761, 762, 763, 764, 765, 766, 767, 768, 769, 770, 771, 772, 773, 774, 775, 776, 777, 778, 779, 780, 781, 782, 783, 784, 785, 786, 787, 788, 789, 790, 791, 792, 793, 794, 795, 796, 797, 798, 799, 800, 801, 802, 803, 804, 805, 806, 807, 808, 809, 810, 811, 812, 813, 814, 815, 816, 817, 818, 819, 820, 821, 822, 823, 824, 825, 826, 827, 828, 829, 830, 831, 832, 833, 834, 835, 836, 837, 838, 839, 840, 841, 842, 843, 844, 845, 846, 847, 848, 849, 850, 851, 852, 853, 854, 855, 856, 857, 858, 859, 860, 861, 862, 863, 864, 865, 866, 867, 868, 869, 870, 871, 872, 873, 874, 875, 876, 877, 878, 879, 880, 881, 882, 883, 884, 885, 886, 887, 888, 889, 890, 891, 892, 893, 894, 895, 896, 897, 898, 899, 900, 901, 902, 903, 904, 905, 906, 907, 908, 909, 910, 911, 912, 913, 914, 915, 916, 917, 918, 919, 920, 921, 922, 923, 924, 925, 926, 927, 928, 929, 930, 931, 932, 933, 934, 935, 936, 937, 938, 939, 940, 941, 942, 943, 944, 945, 946, 947, 948, 949, 950, 951, 952, 953, 954, 955, 956, 957, 958, 959, 960, 961, 962, 963, 964, 965, 966, 967, 968, 969, 970, 971, 972, 973, 974, 975, 976, 977, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 991, 992, 993, 994, 995, 996, 997, 998, 999, 1000.



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