OFFER OPENING PUBLIC ANNOUNCEMENT

TRANSPEK FINANCE LIMITED

("TFL" or "Target Company")

a company incorporated under the Companies Act, 1956 having its registered office at First Floor, ABS Towers, Old Padra Road, Vadodara-390007, Gujarat, India.

Tel No.: (0265) 2341648, 2341649 , Fax No.: (0265) 2336908, Email: transpek@yahoo.com

This Advertisement is being issued by Intensive Fiscal Services Pvt. Ltd. (hereinafter referred to as "Manager to the Offer") on behalf of Sukruti Infratech Pvt. Ltd (the 'Acquirer') in respect of the Open Offer to the equity shareholders of Transpek Finance Limited (the 'Target Company' or 'TFL') pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (hereinafter referred to as "SEBI (SAST) Regulations, 2011" or "Regulations") in respect of the open offer to acquire up to 9,28,798 (Nine Lakhs Twenty Eight Thousand Seven Hundred Ninety Eight only) fully paid up equity shares from shareholders of Transpek Finance Limited (hereinafter referred to as "Target Company" or "TFL"). The Detailed Public Statement (DPS) with respect to the aforementioned offer was made on January 23, 2015 in The Financial Express (English & Gujarati-All Edition), Jansatta (Hindi-All Edition) and Mumbai Lakshadeep (Marathi-Mumbai Edition).

1. The offer price is ₹ 13.00/- (Rupees Thirteen only) plus Applicable Interest payable to original shareholders as defined in para 6.3.2 of the letter of offer per fully paid up equity share of ₹ 10/- each.
2. A Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company recommends acceptance of the open offer price of ₹ 13.00/- per fully paid up equity shares is fair and reasonable based on the following reasons:
   i. The offer price of ₹ 13.00/- per fully paid up equity share offered by the Acquirer is equal to the price paid to outgoing promoters who propose to sell their holdings via SPA at ₹ 13.00/- per fully paid up equity share.
   ii. The Offer Price of ₹ 13.00 per equity share of the Target Company is higher than ₹ 9.70, being the Volume - Weighted Average Market Price of shares of the Target Company for a period of sixty trading days immediately preceding the date of Public Announcement.

   The recommendation of IDC was published on June 18, 2015 in the same newspapers where Detailed Public Statement was published.
3. There has been no Competitive bid to this offer.
4. The Letter of offer had been sent to all the shareholders of the Target Company on June 16, 2015.
5. Please note that a copy of the Letter of Offer (including Form of Acceptance cum acknowledgement) will also be available on SEBI's website (http://www.sebi.gov.in) during the offer period and shareholders can also apply by downloading such forms from the website. Further, in case of non-receipt/non-availability of the form of acceptance, the application can be made on plain paper along with the following details:
   a. In case of physical shares: Name(s) & Address(es) of the First Holder or Joint Holder(s) if any, Number of Shares held, Number of Shares offered, Distinctive Numbers, Folio Number, Original Share Certificate(s), Valid share transfer form(s). In case of unregistered shareholders, along with the above document, Broker contract note would also be required & details of the Acquirer to be kept blank, failing which; the same will be invalid under the Offer.
   b. In Case of Dematerialized Shares: Name, Address, Number of Equity shares held, Number of Equity shares tendered, DP Name, DP ID, Beneficiary Account no. and a photocopy or counterfoil of the delivery instructions in "Off-Market" mode duly acknowledged by the DP in favour of Special Depository Account:

   A special depository account has been opened, details thereof are as under:

Depository Name	National Securities Depository Limited
DP Name	Nirmal Bang Securities Private Limited
Account Name	Transpek Finance Ltd Open Offer Escrow Account
DP ID Number	IN301604
Beneficiary Account Number	11508766

   Shareholders having their beneficiary account with Central Depository Services (India) Limited have to use Inter depository delivery instruction slip for the purpose of crediting their shares in favour of the Special Depository Account with NSDL.
6. As on date, to the best knowledge and belief of the Acquirer, there are no statutory approvals require to acquire the equity shares by the acquirer tendered pursuant to this Open Offer other than as indicated hereinabove. However, in case of any other statutory are required or become applicable at a later date before the completion of the offer, the Open Offer would be subject to the receipt of such other statutory approvals also and the acquirer shall make the necessary applications for such approvals.
7. In terms of Regulation 16(1) of the SEBI (SAST) Regulations, 2011, the Draft Letter of Offer was submitted to SEBI on February 02, 2015. The final observation was received in terms of Regulation 16(4) of the SEBI (SAST) Regulations from SEBI vide its letter no CFD/DCR2/OW/15718/2015 dated June 05, 2015.
8. **Major change in letter of offer-**

   8.1. **The Original Shareholders will be entitled to receive Applicable Interest.**

   The relevant definitions are as under:
   - Original Shareholders: Those registered shareholders (excluding the Acquirer and Sellers) who were holding equity shares as on trigger date i.e. December 01, 2003, March 01, 2005 and November 15, 2011 and continue to hold same equity shares till the date of offering those equity shares in this offer.
   - Applicable Interest: ₹ 14.46 or ₹ 12.56 or ₹ 4.29 per equity share whichever is applicable payable to original shareholders as defined in para 6.3.2 of the letter of offer for offer triggers on December 01, 2003, March 01, 2005 and November 15, 2011 and interest payable to original shareholders i.e. from December 01, 2003 till July 20, 2015 or March 01, 2005 till July 20, 2015 or November 15, 2011 till July 20, 2015 being the assumed last date of payment at a simple interest rate of 10 % per annum (the interest amount is subject to change depending upon the actual date of payment).

   8.2. **Escrow Account:** Pursuant to the Offers triggers due to the interse transfer among promoters on December 01, 2003, March 01, 2005 and November 15, 2011 which are the triggering dates and hence the Acquirer is paying interest at a simple interest rate of 10% per annum for the period of the delay, additional amount of ₹ 35,00,000 (Rupees Thirty Five Lakhs Only) in cash was deposited in the Escrow Account, there by the total amount deposited in the Escrow Account is ₹ 65,50,000 (Rupees Sixty Five Lakhs Fifty Thousand Only) in cash which is more than 25% of total open offer consideration in accordance with Regulation 17 of the Regulations.

   8.3. **Statutory and other Approvals:** Under Non-Banking Financial Companies (Approval of Acquisition or Transfer of Control) Directions, 2014, issued by Reserve Bank of India under Master Circular No. DNBS (PD) CC No. 397/03.02.001/2014-15 dated July 01, 2014, the Acquirer has received NOC for proposed change in ownership, control, and Management vide letter no. DNBS(AH) No. 4476/01.10.347/2014-2015 dated April 20, 2015 from Reserve Bank of India.
9. Schedule of Activities

Activity	Date	Day
Date of Public Announcement	January 16, 2015	Friday
Date of Detailed Public Statement	January 23, 2015	Friday
Last date for a Competitive Bid	February 16, 2015	Monday
Identified Date	June 09, 2015	Tuesday
Date on which Letter of Offer was dispatched to the Shareholders	June 16, 2015	Tuesday
Date of opening of the Tendering Period	June 23, 2015	Tuesday
Date of closing of the Tendering Period	July 06, 2015	Monday
Date by which the acceptance/rejection would be intimated and the corresponding payment for the acquired shares and/or share certificate for the rejected shares will be dispatched	July 20, 2015	Monday
Date by which the underlying transaction which triggered open offer will be completed	Latest by Five months from the completion of all the formalities relating to the Open Offer including filing of Final report by Merchant Banker to SEBI as per Regulation 27(7) of SEBI (SAST) Regulations, 2011.	

The Acquirer accepts full responsibility for the information contained in this Advertisement and also for the fulfillment of their obligations laid down in the Regulations.

Issued by Manager to the Offer on behalf of the Acquirer:

intensive

INTENSIVE FISCAL SERVICES PRIVATE LIMITED

Contact Person: Mr. Anand Rawal

914, 9th floor, Raheja Chamber, Nariman Point, Mumbai - 400 021.

Tel.: 022-22870443/44/45; **Fax:** 022-22870446; **E-mail:** anand@intensivefiscal.com

Date : June 20, 2015

Place : Mumbai