

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
KUMBHAT FINANCIAL SERVICES LIMITED UNDER REGULATIONS 3(1) AND 4 READ WITH 13(2A) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS
THEREOF**

OPEN OFFER FOR ACQUISITION OF UP TO 35,75,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF KUMBHAT FINANCIAL SERVICES LIMITED ("TARGET COMPANY") BY MR. SUNIL KHETPALIA ("ACQUIRER 1"), MR. MANEESH PARMAR ("ACQUIRER 2") AND MR. RAVINDRAN R. ("ACQUIRER 3") (COLLECTIVELY REFERRED TO AS "ACQUIRERS") PURSUANT TO ALLOTMENT OF 90,00,000 EQUITY SHARES ON A PREFERENTIAL BASIS, REPRESENTING 26% OF FULLY PAID-UP EQUITY SHARE CAPITAL AND VOTING CAPITAL AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER (i.e. 1,37,50,000 EQUITY SHARES "EMERGING VOTING SHARE CAPITAL"), FROM PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS, 2011") ("OFFER" OR "OPEN OFFER").

This public announcement ("Public Announcement" or "PA") is being issued by Saffron Capital Advisors Private Limited, the Manager to the Open Offer ("Manager"), for and on behalf of the Acquirers, to the Public Shareholders of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4 read with other applicable regulations of the SEBI (SAST) Regulations, 2011.

1. OFFER DETAILS

- a. **Emerging Voting Share Capital:** shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (tenth) Working Day from the closure of the Tendering Period of the Open Offer, i.e. **1,37,50,000** Equity Shares
- b. **Offer Size:** Upto **35,75,000** (Thirty Five Lacs Seventy Five Thousand only) fully paid-up equity share of face value of ₹ 10/- each ("Equity Shares") representing 26% of Emerging Voting Share Capital of the Target Company.
- c. **Offer Price:** The Offer Price is being made at a price of ₹ 10 (Rupees Ten only) per Equity Share ("Offer Price") aggregating to **₹ 3,57,50,000** (Three Crores Fifty Seven Lacs Fifty Thousand only), which is determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011.
- d. **Mode of Payment:** The Offer Price is payable in cash by the Acquirers, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- e. **Type of Offer:** This Offer is triggered offer made in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.


(SUNIL KHETPALIA)


(MANEESH PARMAR)


(R. RAVINDRAN)

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER

2.

Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Details of underlying transaction			Mode of payment (Cash/ securities)	Regulation which has triggered
		Shares / Voting rights proposed to be acquired		Total Consideration for shares / Voting Rights acquired		
		Number	^ % of total equity / voting capital			
Direct	Share Purchase Agreement dated March 31, 2021	6,51,000 Equity Shares at ₹ 10 /- per equity share	4.73%	₹ 65,10,000/- (Rupees Sixty Five Lacs Ten Thousand only)	Cash	Regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011
	Board Directors of the Target Company at their meeting held on March 31, 2021 approved issue of 90,00,000 Equity Shares to the Acquirers on preferential basis under Section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations 2018, subject to shareholders and statutory / regulatory approvals ("Preferential Allotment")	90,00,000 Equity Shares at ₹ 10/- per equity share	65.45%	₹ 9,00,00,000/- (Rupees Nine Crores only)		

^ calculated on the Emerging Voting Share Capital of the Target Company

3. DETAILS OF THE ACQUIRERS

Details	Acquirer 1	Acquirer 2	Acquirer 3	Total
Name of Acquirers	Sunil Khetpalia	Maneesh Parmar	Ravindran R	3
Address	Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010	6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007	Flat No.201, First Floor, Plot No.13 (New), 'G' Block, 19th Street, Anna Nagar (West), Chennai - 600040	


 (MANEESH PARMAR)

 (SUNIL KHETPALIA)

 (R. RAVINDRAN)

Name(s) of persons in control/promoters of Acquirers			NA	NA
Name of the Group, if any, to which the Acquirers belong to			NA	NA
Pre shareholding			NIL	NIL
Proposed shareholding after acquisition of shares which triggered the Open Offer			96,51,000	96,51,000
Any other interest in the Target Company			^70.19	^70.19

Subject to allotment of equity shares in the proposed Preferential Allotment and benefits accrued thereof, Acquirers do not have any interest in the Target Company.

^ calculated on the Emerging Voting Share Capital of the Target Company

4. DETAILS OF SELLING SHAREHOLDERS:

Sr. No.	Name of the Sellers	Part of Promoter group	Details of shares / voting rights held by the Sellers		
			Pre Transaction	Post Transaction	
			No. of equity shares	No. of equity shares	% of total equity / voting capital
1.	Late Mr. Ajit Kumbhat	Yes	1,84,900	1,34	Nil
2.	Mr. Vinay Kumbhat		1,57,300	1.14	
3.	Mr. Sanjay Kumbhat		74,600	0.54	
4.	Mrs. Pushpa Kumbhat		60,000	0.44	
5.	Mr. Satish Kumbhat		50,500	0.37	
6.	Mr. Dilip Kumbhat		77,400	0.56	
7.	Mr. Vardhaman Parekh		16,600	0.12	
8.	Mr. Shanti Kumbhat		14,700	0.11	
9.	Mrs. Prem Kumbhat		10,800	0.08	
10.	Mrs. Madhu Kumbhat		3,400	0.02	
11.	Mrs. Shakuntala Kumbhat		800	0.01	
	Total		6,51,000	4.73	

Seller# 1 to Seller# 11 are collectively referred to as ("Sellers")

(Signature)
(SUNIL KHETPALIA)
(Signature)
(MANESH PARMAR)
(Signature)
(R. RAVINDRAN)

^ calculated on the Emerging Voting Share Capital of the Target Company
 \$ Out of 1,84,900 shares originally held by Late Mr. Ajit Kumbhat, 64,900 shares are in physical form and are currently in process of getting transmitted to his legal heir Mrs. Madhu Kumbhat. Further, 1,20,000 shares held by him in the demat account of Late Mr. Ajit Kumbhat shall also be transferred to the account of Mrs. Madhu Kumbhat upon the release of the lock-in restrictions imposed by BSE.

Post the completion of all Open Offer formalities the Sellers shall be reclassified as per Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

5. TARGET COMPANY

Name of the Target Company

CIN

Registered Office

Telephone Number

Fax No.

Email id

: **Kumbhat Financial Services Limited**

: L65991TN1993PLC024433

: Kumbhat Complex, 5th Floor, 29, Rattan Bazaar, Chennai, Tamil Nadu, 600003

: 044-25388720

: 044-25388720

: cs@kumbhatfinancialserviceslimited.com

The Target Company is listed only on BSE Limited (Scrip Code: 526869). The ISIN of Equity Share of the Target Company is INE795E01019.

6. OTHER DETAILS

- 6.1. All the details of the Open Offer would be published in the newspapers vide a detailed public statement within five (5) working days of this PA, in accordance with Regulations 13(4) and 14(3) on or before April 8, 2021 in compliance with Regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011.
- 6.2. The Acquirers accept full responsibility for the information contained in this PA and will comply with the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011. Acquirers have adequate financial resources to meet their obligations under the SEBI (SAST) Regulations, 2011 for the purposes of the Open Offer.
- 6.3. This Offer is not a competitive offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.
- 6.5. In this Public Announcement, all references to "₹" are references to Indian Rupees.
- 6.6. In this Public Announcement, any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.


 (SUNIL KHETPALA)

 (MANISHA PARMAR)

 (R. RAVINDRAN)

Issued by the Manager to the Offer

SAFFRON

energising ideas

Saffron Capital Advisors Private Limited

[Company Identification Number: U67120MH2007PTC166711]

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Website: www.saffronadvisor.com;

Investor Grievance: investorgrievance@saffronadvisor.com;

SEBI Registration Number: INM000011211; Validity: Permanent;

Contact Person: Mr. Amit Wagle/Gaurav Khandelwal

ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRERS

ACQUIRER 1	ACQUIRER 2	ACQUIRER 3
Flat No. 202, Prince Regent Apartments, 40, Thambusamy Road, Sylvan Lodge Colony, Kilpauk, Chennai- 600010	6D, Prince Paradise Apartment, 75, Jermiah Road, Vepery, Chennai- 600007	Flat No.201, First Floor, Plot No.13 (New), 'G' Block, 19 th Street, Anna Nagar (West), Chennai - 600040

Place: Chennai

Date: March 31, 2021


(SUNIL KHETPALIA)


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