

DETAILED PUBLIC STATEMENT IN ACCORDANCE WITH THE PROVISIONS OF REGULATIONS 13(4), 14(3), AND 15(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED,

JSG LEASING LIMITED

Corporate Identification Number: L65993DL1989PLC038194;

Registered Office: Office No.201, Namdhari Chamber, Deshbandhu Gupta Road, Karol Bagh, New Delhi – 110005, India;

Contact Number: +91-90047-54433, E-mail Address: jsgleasinglimited@gmail.com; Website: www.jsgleasinglimited.club;

Open Offer for acquisition of up to 7,80,000 (Seven Lakhs Eighty Thousand) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of JSG Leasing Limited, at an offer price of ₹22.00/- (Rupees Twenty-Two Only) per Equity Share, by Skybridge Incap Advisory LLP (Acquirer), pursuant to and in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations.

This Detailed Public Statement is being issued by CapitalSquare Advisors Private Limited, the Manager to the Acquirer, on behalf of the Acquirer in compliance with the provisions of Regulations 3 (1) and 4 read with Regulations 13(4), 14(3), and 15(2) of the SEBI (SAST) Regulations, pursuant to the Public Announcement dated Wednesday, April 13, 2022, which was filed with SEBI, BSE Limited, and the Target Company at its registered office, in compliance with the provisions of Regulations 3(1) and 4 and other applicable Regulations of the SEBI (SAST) Regulations. The Public Announcement was sent to SEBI, BSE Limited, and to the Target Company on Wednesday, April 13, 2022, in terms of Regulations 14 (1) and 14 (2) of the SEBI (SAST) Regulations.

I. DEFINED TERMS

For this Detailed Public Statement, the following terms have the meaning assigned to them herein below:

Definitions/Abbreviations	Particulars
Acquirer	Skybridge Incap Advisory LLP, a limited liability partnership firm incorporated on Tuesday, September 14, 2021, under the provisions of Limited Liability Partnership Act, 2008, bearing limited liability partnership identification number AA4-5532, having its registered office located at 30, Floor 2nd, Navab Building, D.N. Road, Hutatma Chowk, Fort, Mumbai – 400001, Maharashtra, India.
Board of Directors	The board members of the Board of Directors of the Target Company.
BSE Limited/Stock Exchange	The stock exchange where presently the Equity Shares of the Target Company are listed.
CIN	Corporate Identification Number issued and allotted under the Companies Act, 2013, and the rules made thereunder.
CDSL	Central Depository Services (India) Limited.
Companies Act	The Companies Act, 2013, along with the relevant rules made thereunder.
Depositories	CDSL and NSDL.
DIN	Director Identification Number issued and allotted under the Companies Act, 2013, and the rules made thereunder.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of face value of ₹10.00/- (Rupees Ten Only) each.
Identified Date	Identified date means the date falling on the 10 th (Tenth) Working Day prior to the commencement of the Tendering Period for the Offer, for the purposes of determining the Public Shareholders to whom the Letter of Offer shall be sent. It is clarified that all the Public Shareholders (registered or unregistered) who own Equity Shares are eligible to participate in this Offer at any time before expiry of the Tendering Period. In this case being Tuesday, May 24, 2022.
ISIN	International Securities Identification Number.
LLP Act	Limited Liability Partnership Act, 2008 along with rules, including subsequent amendments thereto.
LLPIN	Limited Liability Partnership Identification Number, as issued under the provisions of Limited Liability Partnership Act, 2008 and the rules made thereunder.
Negotiated Price	A negotiated price is ₹10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of ₹78,00,000.00/- (Rupees Eighty-Seven Lakhs Thirty-Eight Thousand Only) for sale of 8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of a Share Purchase Agreement. The said price constitutes of fixed consideration of ₹1.00/- (Rupee One Only) per Sale Shares aggregating to an amount of ₹8,73,80,000.00/- (Rupees Eighty-Seven Lakhs Thirty-Eight Thousand and Eight Hundred Only), and with balance amount of ₹78,64,20,00.00/- (Rupees Seventy-Eight Lakhs Sixty-Four Thousand and Two Hundred Only) being contingent payment consideration payable to the Promoter Sellers within a reasonable period not exceeding 3 (Three) days, after the Promoter Sellers resolve, settle, and pay all demands, claims, penalties and interest arisen against the Target Company for the acts, omission, or commission of the Target Company up to the closing date (including the Income Tax demand in the matter for Assessment Year 2018-19, violation of SEBI (LODR) Regulations, and such other applicable Laws).
Newspapers	Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (Delhi Edition and All India Edition), Financial Express (Gujarati daily) (Ahmedabad Edition), Mumbai Lakshadweep (Marathi Daily) (Mumbai Edition), wherein the Detailed Public Statement dated Tuesday, April 13, 2022, and which shall be published on Wednesday, April 20, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations.
NSDL	National Securities Depository Limited.
Offer Documents	Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Recommendation of the Committee of the Independent Directors of the Company, Pre-Offer Cum Corrigendum to Detailed Public Statement, and Letter of Offer Public Announcement, and any other notices, advertisements, and correspondence issued by or on behalf of the Manager.
Offer Period	The period from the date of entering into an agreement, to acquire the Equity Shares, and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement was issued by the Acquirer, i.e., Wednesday, April 13, 2022 and the date on which the payment of consideration to the Equity Public Shareholders whose Equity Shares are validly accepted in this Offer is made, or the date on which this Offer is withdrawn, as the case may be.
Offer Price	An offer price of ₹22.00/- (Rupees Twenty-Two Only) per Equity Share. The offer price of ₹22.00/- (Rupees Twenty-Two Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the Financial Year 2014-2015, in accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations, as an open offer had been triggered due to the acquisition of Equity Shares by the promoter and promoter group of the Target Company, in pursuance of which a public announcement should have been made on June 30, 2014.
Offer Shares	7,80,000 (Seven Lakhs Eighty Thousand) Equity Shares of representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company.
Voting Share Capital	The fully diluted Equity Share Capital and voting share capital of the Target Company as of the 10 th (Tenth) working day from the closure of the Tendering Period.
PAN	Permanent account number allotted under the Income Tax Act, 1961.
Promoter Sellers	The existing promoters of the Target Company, in accordance with the provisions of Regulations 2 (1) (a), and 2 (1) (i) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo) and 2 (1) (pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, in the case of name being Kamnibhai Atulbhai Patil, Rakesh Bhalaibhai Patel, Rishidh Gopal Modi, Atul J. Patni, Nitin K. Modi and Jayesh Shah.
Public Shareholders	All the equity shareholders of the Target Company other than (i) the parties to the Share Purchase Agreement, and (ii) persons deemed to be acting in concert with parties at (i), undertaking sale of Equity Shares of the Target Company in compliance with the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
Sale Shares	8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.
SEBI (CDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, including subsequent amendments thereto.
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including subsequent amendments thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
Share Purchase Agreement/SPA	The share purchase agreement dated Wednesday, April 13, 2022, executed between the Acquirer and the Promoter Sellers, pursuant to which the Acquirer has agreed to acquire 8,73,800 (Eighty Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company from the Promoter Sellers at a Negotiated Price of ₹10.00/- (Rupees Ten Only) per Sale Share, aggregating to a purchase consideration of ₹78,64,20,00.00/- (Rupees Seventy-Eight Lakhs Sixty-Four Thousand and Two Hundred Only).
Target Company/ JSGLEASING	A company incorporated under the name and style of JSG Leasing Private Limited on Friday, October 27, 1989, in accordance with the provisions of the Companies Act, 1956, with Registrar of Companies, Delhi, bearing registration 038194, thereafter the Target Company was converted into a public limited company on Friday, July 07, 1995 under the name and style of JSG Leasing Limited, with the CIN being L65993DL1989PLC038194, and having its registered office located at Office No. 201, Namdhari Chamber, Deshbandhu Gupta Road, Karol Bagh, New Delhi – 110005, India.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1) (za) of the SEBI (SAST) Regulations.
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1) (zf) of the SEBI (SAST) Regulations.

II. DETAILS OF THE ACQUIRER, PROMOTER SELLERS, TARGET COMPANY, AND OFFER

1. INFORMATION ABOUT THE ACQUIRER

- Skybridge Incap Advisory LLP, a limited liability partnership firm incorporated on Tuesday, September 14, 2021, pursuant to the provisions of Section 12(1) of the LLP Act, bearing LLP-IN-AA4-5532, and bearing PAN AENF53799F, and having its registered office located at 30, 2nd Floor, Navab Building, D.N. Road, Hutatma Chowk, Fort, Mumbai – 400001, Maharashtra, India, with contact number being +91-987001433 and e-mail address being skybridgeincap@gmail.com. There has been no change in the name of the Acquirer since its incorporation.
- The main object of the Acquirer is to carry on the business as advisors and to advise and assist in all financial, costing, accounting, internal control and other similar matters to advise and assist in the preparation of all revenue and capital budgets, deployment of funds, wealth planning or utilization of resources, procuring bank and institutional finance including cash, credit facilities, overdraft facilities, subscription of shares, securities, debentures and other loans, to assist in short and long term credit facilities, and raising of resources, to advise and assist in the formulation of procedures for prevention of fraud, wastage, financial and cost accounting procedure and other connected matters to advise and assist in formulating long term financial policies and control of their execution, and generally to advise and assist in all financial, financial and revenue matters.
- Devang Dinesh Master bearing DIN 00480608 and Kiran Dilip Thakore bearing DIN 03140791 are the designated partners of the Acquirer (Designated Partners), and Devang Dinesh Master bearing DIN 00480608 is the person in control of the Acquirer.
- The Net Worth of the Acquirer as on April 12, 2022, is ₹3,10,76,874.00/- (Rupees Three Crores Ten Lakhs Seventy-Six Thousand Eight Hundred and Seventy-Four Only) as certified bearing unique document identification number 22031256AGYODK6242 on Wednesday, April 13, 2022, by Chartered Accountant, Belle Mohandas Shetty bearing membership number 031256, proprietor of Mohandas & Co. Chartered Accountants bearing firm registration number 106529W, having their office located at 10, Krishna Cottage, Dattapada Road number 2, Dattapada Subway, Borivali (East), Mumbai – 400066, Maharashtra, India, with contact number being +91-9892697290 and e-mail address being cabmshetty1949@gmail.com.
- The Acquirer along with its Designated Partners have confirmed, warranted, undertaken that:
 - They do not hold any Equity Shares or Voting Share Capital in the Target Company, prior to the execution of the Share Purchase Agreement and subsequently, pursuant to consummation of the Share Purchase Agreement, the Acquirer shall be classified as the Promoter of the Target Company, subject to the compliance of the SEBI (LODR) Regulations.
 - They do not belong to any group.
 - They do not form part of the present promoters and promoter group of the Target Company.
 - There are no designated partners representing itself on the board of the Target Company.
 - They have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of SEBI Act or under any other Regulation made under the SEBI Act.
 - They have not been categorized nor are appearing in the 'Willful Defaulter or a Fraudulent Borrower' list issued by any bank, financial institution, or consortium thereof in accordance with the guidelines on willful defaulters or fraudulent borrowers issued by Reserve Bank of India.
 - They have not been declared as 'Fugitive Economic Offenders' under Section 12 of the Fugitive Economic Offenders Act, 2018.
 - There are no persons acting in concert in relation to this Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.
 - They will not sell the Equity Shares of the Target Company, held, and acquired, if any, during the Offer period in terms of Regulation 25(4) of the SEBI (SAST) Regulations.

2. INFORMATION ABOUT THE PROMOTER SELLERS

- The Promoter Sellers form a part of the present promoters and promoter group of the Target Company, and prior to the execution of the Share Purchase Agreement, held 8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company. Pursuant to the execution of the Share Purchase Agreement, the Acquirer has agreed to purchase the Sale Shares from the Promoter Sellers.
- The details of the Promoter Seller who has entered into the Share Purchase Agreement with the Acquirer, are as follows:

Name, PAN, and Address of the Promoter Seller	Changes in the past	Nature of Entity	Group	Part of Promoter Group of Target company	Details of Equity Shares/Voting Rights held by the Promoter Seller
Pre-SPA Transaction	No of Equity Shares	% of equity shareholding	Post-SPA Transaction	No of Equity Shares	% of equity shareholding
Kamnibhai Atulbhai Patil PAN AQOP9575G Resident at Punarvati Building Dacharya Pole, Behind Sandev Temple Wadi, Vadodra – 390017, Gujarat, India	Not Applicable	Individual	None	Yes	1,44,150 - 4.81%
Rakesh Bhalaibhai Patel PAN ABRRP6848D Resident at 15, Shanak Vasi Jain Society, Near Railway Crossing Harapura, Ahmedabad – 380013, Gujarat, India	Not Applicable	Individual	None	Yes	1,44,150 - 4.81%
Rishidh Gopal Modi PAN BIPM8639M Resident at 12, Laxminagar Society, Ashram Road, Umanpura, Ahmedabad – 380013, Gujarat, India	Not Applicable	Individual	None	Yes	1,39,200 - 4.64%
Atul J. Patni PAN AEI9P202H Resident at Punarvati Building Dacharya Pole, Behind Sandev Temple Wadi, Vadodra – 390017, Gujarat, India	Not Applicable	Individual	None	Yes	1,36,700 - 4.56%
Nitin K. Modi PAN AEOPM974F Resident at A/1, Parvati Nagar Society, Near Shiva Kuni Warshiva Ring Road, Vadodra – 390022, Gujarat, India	Not Applicable	Individual	None	Yes	1,00,000 - 3.33%
Jayesh Shah PAN ACKPS021U Resident at 4/37, Ami Apartment, Opposite Margal Murti, Nr. Telephone Nagar, Nanpura, Ahmedabad – 380013, Gujarat, India	Not Applicable	Individual	None	Yes	2,08,600 - 6.99%
Total					8,73,800 - 29.13%

- Post completion of the Offer formalities, the Promoter Sellers shall relinquish their control and management over the Target Company in favor of the Acquirer, in accordance with and in compliance with the provisions of Regulation 31A of SEBI (LODR) Regulations.
- The Promoter Sellers shall declassify themselves from the promoter and promoter group category of the Target Company subject to receipt of necessary approvals required in terms of Regulation 31A (10) of the SEBI (LODR) Regulations and the satisfaction of conditions prescribed therein.
- The Promoters have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act or under any other regulation made under the SEBI Act.

3. INFORMATION ABOUT THE TARGET COMPANY

- The Target Company was incorporated under the name and style of JSG Leasing Private Limited on Friday, October 27, 1989, in accordance with the provisions of the Companies Act, 1956, with Registrar of Companies, Delhi, bearing registration number 038194, thereafter the Target Company was converted into a public limited company on Friday, July 07, 1995 under the name and style of JSG Leasing Limited, bearing CIN L45201GJ1993PLC114416. The registered office of the Target Company is situated at Office No. 201, Namdhari Chamber, Deshbandhu Gupta Road, Karol Bagh, New Delhi – 110005, India, with contact number being +91-9004754433, e-mail address being jsgleasinglimited@gmail.com, and website being www.jsgleasinglimited.club.
- The Equity Shares of the Target Company bearing ISIN 'INE317W01014' are presently listed on BSE Limited bearing Scrip ID 'JSGLEASING' and Scrip Code '542866'. The Target Company has already established connectivity with the Depositories.
- The share capital of the Target Company is as follows:

Sr. No.	Particulars	Number of Equity Shares	Aggregate amount of Equity Shares
a.	Authorized share capital		
1.	Equity share capital	30,00,000 (Thirty Lakhs)	₹3,00,00,000.00/- (Rupees Three Crores Only)
b.	Redeemable Preference Shares for consideration other than cash for face value of ₹10.00/- (Rupees Ten Only)	1,50,000 (One Lakh Fifty Thousand)	₹15,00,000 (Rupees Fifteen Lakhs Only)
2.	Issued, subscribed and paid-up		
a.	Equity Share Capital	30,00,000 (Thirty Lakhs)	₹3,00,00,000.00/- (Rupees Three Crores Only)
b.	Redeemable Preference Shares for consideration other than cash for face value of ₹10.00/- (Rupees Ten Only)	1,50,000 (One Lakh Fifty Thousand)	₹15,00,000 (Rupees Fifteen Lakhs Only)

- There are no outstanding partly paid-up shares or any other convertible instruments to be converted into Equity Shares of the Target Company at a date. Further, 8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company held by the Promoter Sellers are subject to lock-in until Saturday, December 31, 2022. Further, the lock in requirement shall be the same as applicable to the Promoter Sellers, i.e., the Sale Shares post-acquisition by the Acquirer shall also be subject to lock-in until Saturday, December 31, 2022.
- The Equity Shares of the Target Company are infrequently traded on BSE in accordance with the provisions of Regulation 2(1)(i) of the SEBI (SAST) Regulations.
- The latest unaudited and limited reviewed financial statements for the 9 (nine) months period ending December 31, 2021, 6 (six) months period ending September 30, 2021, and the audited financial information for the Financial Years ending March 31, 2021, March 31, 2020, and March 31, 2019, are as follows:

(Amount in Lakhs except Equity Share Data)					
Particulars		Unaudited and Certified Financial Statements for		Audited Financial Statements for the Financial Year ending March 31	
		Nine months period ended December 31, 2021	Six months period ending September 30, 2021	2021	2020
Total Revenue		6.00	3.99	8.42	34.95
Net Earnings or Profit/(Loss) after tax		0.48	(1.37)	(10.29)	(16.55)
Earnings per Share (EPS)		0.02*	(0.05)*	(0.34)	(0.70)
Net Worth		–	378.36	379.73	365.38
*Not annualized.					

- The present Board of Directors of the Target Company are as follows:

Sr. No.	Name	Date of Appointment	Director Identification Number	Designation
1.	Udaythai Arvindhath Patel	Friday, January 29, 2021	8068806	Independent Director
2.	Motibhai Jaskishai Rabari	Friday, January 01, 2021	8573080	Chairman Whole Time Director
3.	Chandni Solanki	Sunday, March 01, 2020	8705082	Non-Executive Independent Woman Director
4.	Kaiphesh Gunaji Medhekar	Friday, February 25, 2022	9519789	Additional Director
5.	Subhash Anant Nagam	Thursday, March 03, 2022	9526544	Additional Non-Executive Director

4. DETAILS OF THE OFFER

- The Offer is being made by the Acquirer in accordance with the provisions of Regulations 3 and 4 of the SEBI (SAST) Regulations to acquire up to 7,80,000 (Seven Lakhs Eighty Thousand) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of the Target Company, at a price of ₹22.00/- (Rupees Twenty-Two Only) per Equity Share from the Public Shareholders of the Target Company, Assuming full acceptance, the total consideration payable by the Acquirer under the Offer at the Offer Price aggregates to ₹1,71,60,00,00.00/- (Rupees One Crore Seventy-One Lakhs and Sixty Thousand Only), payable in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, subject to the terms and conditions set out in the Offer Documents.
- During the financial year 2014-15, an open offer had been triggered due to change in the promoter and promoter group of the Target Company. In pursuance of which a public announcement should have been made on June 30, 2014, by the Promoter Sellers. Since, no public announcement had been made by the said Promoter Sellers, the Acquirer is making offer at a price of ₹22.00/- (Rupees Twenty-Two Only), inclusive of interest @ 10.00% (Ten Percent) per annum, for complying with the provisions of Regulation 18 (11A) of the SEBI (SAST) Regulations.
- This Offer is being made under SEBI (SAST) Regulations, to all the Public Shareholders of the Target Company as on Tuesday, May 24, 2022, the Identified date, other than the parties to the Share Purchase Agreement under the provisions of Regulation 7(6) of the SEBI (SAST) Regulations.
- This Offer is not conditional upon any minimum level of acceptance in terms of the Regulation 19(1) of SEBI (SAST) Regulations.
- This Offer is not a competitive bid in terms of the Regulation 20 of SEBI (SAST) Regulations.
- This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of Equity Shares of the Target Company.
- There are no conditions as stipulated in the Share Purchase Agreement, the meeting of which would be outside the reasonable control of the Acquirer, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations.
- The Equity Shares of the Target Company to be acquired by the Acquirer are fully paid up, free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereon.
- The Manager does not hold any Equity Shares in the Target Company as on the date of appointment as Manager. The Manager hereby declares and undertakes that, he will not acquire any Equity Shares of the Target Company during the period commencing from the date of his appointment as Manager until the expiry of 15 (Fifteen) Days from the date of closure of this Offer.
- To the best of the knowledge and belief of the Acquirer, as on the date of this Detailed Public Statement, there are no statutory or other approvals required to implement the Offer other than as indicated in Paragraph VII of this Detailed Public Statement. If any other statutory approvals are required or become applicable prior to completion of the Offer, the Offer would be subject to the receipt of such other statutory approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made by the Acquirer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made by the Acquirer in terms of Regulation 23 of the SEBI (SAST) Regulations. In the event of withdrawal, a public announcement will be made by the Acquirer in terms of Regulation 23 of the SEBI (SAST) Regulations.
- The Acquirer does not have any plans to alienate any significant assets of the Target Company whether by way of sale, lease, encumbrance or otherwise for a period of 2 (Two) years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, within 2 (Two) years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot and the notice for such postal ballot shall contain reasons as to why such alienation is necessary in terms of Regulation 25(2) of SEBI (SAST) Regulations.

- This Detailed Public Statement is being published in the following newspapers:

Publication	Language	Edition
Financial Express	English	All Editions
Jansatta	Hindi	All Editions and Delhi Edition
Mumbai Lakshadweep	Marathi	Mumbai Edition

- The Public Shareholders who tender their Equity Shares in this Offer shall ensure that all the Equity Shares validly tendered by the Public Shareholders in this Offer are free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereon, and in accordance with the terms and conditions set forth in the Public Announcement, this Detailed Public Statement, and as will be set out in the LoF and the tendering Public Shareholders have obtained all necessary consents for to sell the Offer Shares on the foregoing basis.
- If the aggregate number of Equity Shares validly tendered in this Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, in consultation with the Manager.
- As per Regulation 38 of the SEBI (LODR) Regulations read with rule 19A of the SCRR, the Target Company is required to maintain at least 25.00% (Twenty-Five Percent) public shareholding as determined in accordance with the SCRR, on a continuous basis for listing. Upon completion of the Offer and the underlying transaction pursuant to the SPA, the public shareholding is not envisaged to fall below the required minimum public shareholding.
- If the Acquirer acquires Equity Shares of the Target Company during the period of 26 (Twenty-Six) weeks after the Tendering Period at a price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Offer Shares have been accepted in the Offer within 60 (Sixty) days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another open offer under the SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or pursuant to subsequent amendments thereto, or open market purchases made in the form of Acceptance cum Acknowledgement, or through negotiated acquisition of Equity Shares of the Target Company in any form.
- The payment of consideration shall be made to all the Public Shareholders, who have tendered their Equity Shares in acceptance of the Offer within 10 (Ten) Working Days of the expiry of the Tendering Period. Credit for consideration will be paid to the Public Shareholders who have validly tendered Equity Shares in the Offer by crossed account payee cheques/pay order/demand drafts/electronic transfer. It is desirable that Public Shareholders provide bank details in the Form of Acceptance cum Acknowledgement, and that the same can be incorporated in the cheques/demand draft/transfer order.

III. BACKGROUND TO THE OFFER

- The Acquirer has entered into a Share Purchase Agreement with the Promoter Sellers with an intent to purchase 8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, representing 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company along with control in terms of Regulations 3 (1) and 4 of the Target Company, at a price of ₹10.00/- (Rupees Ten Only) per Sale Share aggregating to an amount of ₹78,64,20,00.00/- (Rupees Eighty-Seven Lakhs Thirty-Eight Thousand Only), payable through banking channels subject to such terms and conditions as mentioned in the Share Purchase Agreement and subject to acquiring/surrendering its shareholding within the limits prescribed for minimum public shareholding. The acquisition will result in the change in control and management of the Target Company.
- The negotiated price is ₹10.00/- (Rupees Ten Only) per Sale Share, aggregating to an amount of ₹78,64,20,00.00/- (Rupees Eighty-Seven Lakhs Thirty-Eight Thousand Only) for sale of 8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred) Equity Shares, constituting 29.13% (Twenty-Nine Point One Three Percent) of the Voting Share Capital of the Target Company, by Promoter Sellers to the Acquirer, pursuant to the execution of a Share Purchase Agreement. The said price constitutes of fixed consideration of ₹1.00/- (Rupee One Only) per Sale Shares aggregating to an amount of ₹8,73,80,000.00/- (Rupees Eighty-Seven Lakhs Thirty-Eight Thousand and Eight Hundred Only), and with balance amount of ₹78,64,20,00.00/- (Rupees Seventy-Eight Lakhs Sixty-Four Thousand and Two Hundred Only) being contingent payment consideration payable to the Promoter Sellers within a reasonable period not exceeding 3 (Three) days, after the Promoter Sellers resolve, settle, and pay all demands, claims, penalties and interest arisen against the Target Company for the acts, omission, or commission of the Target Company up to the closing date (including the Income Tax demand vide letter bearing reference number ITBAASST/S143 (3)/2021-22/1032643474 (1) in the matter for Assessment Year 2018-19, violation of SEBI (LODR) Regulations, and such other applicable laws).
- During the Financial Year 2014-15, the present Promoter Sellers have been categorized as the promoter and promoter group of the Target Company. Thus, pursuant to change of management and control of the Target Company, the present Promoter Sellers were under an obligation to make a public announcement of an open offer in terms of Regulations 3 (1) and 4 of the SEBI (SAST) Regulations for acquiring Equity Shares of the Target Company from the public shareholders. As no public announcement had been made by the Promoter Sellers, the offer price of ₹22.00/- (Rupees Twenty-Two Only) per Equity Share has been calculated considering the interest factor at the rate of 10.00% (Ten Percent) per annum from the Financial Year 2014-2015, in accordance with the provisions of Regulation 18(11A) of the SEBI (SAST) Regulations.
- The Promoter Sellers have irrevocably agreed to relinquish the management control of the Target Company in favor of the Acquirer, subject to the receipt of all the necessary approvals and the Acquirer completing all the Offer formalities. Upon completion of the Offer, the Promoter Sellers shall cease to be promoter of the Target Company and the Acquirer shall become the new promoter of the Target Company, subject to compliance with conditions stipulated in Regulation 31A of the SEBI (LODR) Regulations.
- The prime object of this Offer is to acquire substantial Equity Shares and Voting Rights capital accompanied by control over the Target Company. The Acquirer intends to expand the Target Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with applicable laws.

IV. EQUITY SHAREHOLDING AND ACQUISITION DETAILS

- The current and proposed shareholding pattern of the Acquirer in the Target Company and the details of the acquisition are as follows:

Details		Acquirer	
		Number of Equity Shares	% of Equity Share Capital
Shareholding as on the Public Announcement date		Nil	Nil
Equity Shares acquired between the Public Announcement date and the Detailed Public Statement date		Nil	Nil
Equity Shares acquired through Share Purchase Agreement		8,73,800 (Eight Lakhs Seventy-Three Thousand and Eight Hundred)	29.13% (Twenty-Nine Point One Three Percent)
Equity Shares proposed to be acquired in the Offer		7,80,000 (Seven Lakhs Eighty Thousand)	26.00% (Twenty-Six Percent)
Post-Offer Shareholding on diluted basis on 10 th (Tenth) Working Day after closing of Tendering Period assuming full acceptance of Equity Shares tendered in this Offer		16,53,800 (Sixteen Lakhs Fifty-Three Thousand and Eight Hundred)	55.13% (Fifty-Five Point One Three Percent)

V. OFFER PRICE