

STEP TWO CORPORATION LIMITED

A public limited company incorporated under the provisions of the Companies Act, 1956

Corporate Identification Number: L65991WB1994PLC066080;

Registered Office: 21, Hemanta Basu Sarani, 5th Floor, Room No-507, PS Hare Street, Kolkata-700013, West Bengal, India;

Contact Number: +033-22318207; **Email Address:** admin@steptwo.in; **Website:** www.steptwo.in.

Open Offer for acquisition of up to 11,04,298 (Eleven Lakhs Four Thousand Two Hundred and Ninety-Eight) Equity Shares, representing 26.00% (Twenty-Six Percent) of the Voting Share Capital of Step Two Corporation Limited (Target Company), at an offer price of ₹13.00/- (Rupees Thirteen Only) per Equity Share, by Anuj Agarwal (Acquirer), pursuant to and in compliance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended (SEBI (SAST) Regulations) ('Offer').

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement ('Pre-Offer Advertisement') is being issued by CapitalSquare Advisors Private Limited ('Manager'), for and on behalf of the Acquirer and pursuant to the provisions of Regulation 18 (7) of the SEBI (SAST) Regulations, in respect of the Offer in Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Duranta Barta (Bengali daily) (Kolkata Edition), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) wherein the Detailed Public Statement dated Monday, May 16, 2022 was published on Tuesday, May 17, 2022, in accordance with the provisions of Regulation 14 (3) of the SEBI (SAST) Regulations ('Newspapers').

This Pre-Offer Advertisement is to be read in continuation of, and in conjunction with the:

- Public Announcement dated Thursday, May 12, 2022 ('Public Announcement');
 - Detailed Public Statement dated Monday, May 16, 2022, which was published on Tuesday, May 17, 2022, in the newspapers, namely being Financial Express (English daily) (All India Edition), Jansatta (Hindi daily) (All India Edition), Duranta Barta (Bengali daily) (Kolkata Edition), and Mumbai Lakshadeep (Marathi Daily) (Mumbai Edition) ('Newspapers') ('Detailed Public Statement');
 - Draft Letter of Offer dated Monday, May 23, 2022 ('Draft Letter of Offer');
 - Letter of Offer dated Thursday, July 21, 2022, along with the Form of Acceptance-cum-Acknowledgement and Form No. SH-4 Securities Transfer Form ('Letter of Offer');
 - Letter of Offer Dispatch Confirmation Advertisement dated Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022 ('Letter of Offer Dispatch Confirmation Advertisement'); and
 - Recommendations of Committee of Independent Directors dated Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022 ('Recommendations of IDC').
- The Public Announcement, Detailed Public Statement, Draft Letter of Offer, Letter of Offer, Letter of Offer Dispatch Confirmation Advertisement and the Recommendations of IDC are hereinafter referred to as the 'Offer Documents'.
- Offer Price:** The Offer Price of ₹13.00/- (Rupees Thirteen Only) is payable in cash. There has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6.1.3 beginning on page 24 of the Letter of Offer.
 - Recommendations of the Committee of Independent Directors of the Target Company (IDC):** The Committee of IDC has opined that the Offer Price of ₹13.00/- (Rupees Thirteen Only) is fair and reasonable in accordance with the provisions of SEBI (SAST) Regulations, which was approved on Thursday, July 28, 2022, which was published in the Newspapers on Friday, July 29, 2022.
 - This Offer is not a competing offer.
- The dispatch of the Letter of Offer to Public Shareholders as on Identified Date being Tuesday, July 19, 2022, for the purpose of this Offer, has been completed on Tuesday, July 26, 2022, the details of which has been summarized herewith as below:

Sr. No.	Particulars	Mode of Dispatch	No. of Public Shareholders
1.	Letter of Offer (Through Demat mode)	Email	710
2.	Letter of Offer (to Demat Non-Email cases and all Physical cases)	Registered/ Speed Post	466
Total			1176

- Please note that a copy of the Letter of Offer along with other Offer Documents is also available and accessible on the websites of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, Target Company at www.steptwo.in, Registrar at support@pursashare.com and Manager at www.capitalsquare.in.

- Public Shareholders are required to refer to Paragraph 8 titled '**Procedure for Acceptance and Settlement of the Offer**' beginning on page 28 of the Letter of Offer in relation to the procedure for tendering their Equity Shares in the Offer.

Instructions for Public Shareholders

- In case the Equity Shares are held in physical form**

Public Shareholders holding Equity Shares in physical form may participate in this Offer through their Selling Broker by providing relevant information and documents as mentioned in Paragraph 8.9 titled '**Procedure for Equity Shares held in physical form**' beginning on page 28 of the Letter of Offer.

- In case the Equity Shares are held in Demat form**

Public Shareholders holding the Equity Shares in Demat form may participate in this Offer by approaching their Selling Broker and tender their Equity Shares in Offer as per the procedure as mentioned in Paragraph 8.10 titled '**Procedure for Equity Shares held in dematerialized form**' beginning on page 29 of the Letter of Offer along with other details.

- All the observations received from SEBI vide letter bearing reference number 'SEBI/HO/CFD/DCR-3/P/OW/2022/000028884/1' dated Friday, July 15, 2022, in terms of Regulation 16 (4) of the SEBI (SAST) Regulations upon submission of the Draft Letter of Offer are duly incorporated in the Letter of Offer.
- There are no other material updates concerning this Offer since the date of the Public Announcement, save as otherwise disclosed in the Offer Documents.
- To the best of the knowledge of the Acquirer as of the date of this Pre-Offer Advertisement, there are no statutory, regulatory, or other approvals required by the Acquirer to be implemented to complete this Offer. Please refer to Paragraph 7.6 titled '**Statutory Approvals and conditions of the Offer**' on page 27 of the Letter of Offer.

Schedule of Activities:

Schedule of Activities	Tentative Schedule	Revised Schedule
	Day and Date	Day and Date
Issue date of the Public Announcement	Thursday, May 12, 2022	Thursday, May 12, 2022
Publication date of the Detailed Public Statement in the newspapers	Tuesday, May 17, 2022	Tuesday, May 17, 2022
Date of filing of the Draft Letter of Offer with SEBI	Monday, May 23, 2022	Monday, May 23, 2022
Last date for public announcement for a competing offer(s) #	Tuesday, June 07, 2022	Tuesday, June 07, 2022
Last date for receipt of comments from SEBI on the Draft Letter of Offer will be received (in the event SEBI has not sought clarification or additional information from the Manager)	Monday, June 13, 2022	Monday, June 13, 2022@
Identified Date*	Wednesday, June 15, 2022	Tuesday, July 19, 2022
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	Wednesday, June 22, 2022	Tuesday, July 26, 2022
Last date of publication in the Newspapers of recommendations of the independent directors committee of the Target Company for this Offer	Monday, June 27, 2022	Friday, July 29, 2022
Last date for upward revision of the Offer Price and / or the Offer Size	Tuesday, June 28, 2022	Monday August 01, 2022
Last date of publication of opening of Offer public announcement in the newspapers in which the Detailed Public Statement had been published	Tuesday, June 28, 2022	Monday August 01, 2022
Date of commencement of Tendering Period	Wednesday, June 29, 2022	Tuesday, August 02, 2022
Date of closing of Tendering Period	Tuesday, July 12, 2022	Thursday, August 18, 2022
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders	Tuesday, July 26, 2022	Friday, September 02, 2022

Note: The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of requisite approvals from various statutory/ regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.

@Actual date of receiving SEBI's Observation Letter.

There has been no competing offer.

*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the Letter of Offer would be sent. All the Public Shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the parties to the Share Purchase Agreement) are eligible to participate in this Offer any time before the closure of this Offer.

- The copies of the inspection documents as specified under Paragraph 13 titled '**Documents for Inspection**' beginning on page 39 of the Letter of Offer will be available for inspection at the registered office of the Manager, CapitalSquare Advisors Private Limited, located at 205-209, 2nd Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai - 400093, Maharashtra, India, or the Public Shareholders may access the inspection documents accessible on the website of the Manager at https://capitalsquare.in/stcl-oo-id and by obtaining its login credentials from the Manager, on any working day between 10:00 a.m. (Indian Standard Time) and 5:00 p.m. (Indian Standard Time) during the Tendering period i.e., commencing from Tuesday, August 02, 2022, to Thursday, August 18, 2022.

- The Acquirer accepts full responsibility for the information contained in this Pre-Offer Advertisement and for the fulfillment of their obligations laid down in the SEBI (SAST) Regulations. A copy of this Pre-Offer Advertisement shall also be available and accessible on the websites of the SEBI at www.sebi.gov.in, BSE at www.bseindia.com, and Target Company at www.steptwo.in, Registrar at support@pursashare.com and Manager at www.capitalsquare.in.

- The capitalized terms used in this Pre-Offer Advertisement shall have the meaning assigned to them in the Offer Documents unless otherwise specified.

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

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Teaming together to create value

CAPITALSQUARE ADVISORS PRIVATE LIMITED
205-209, 2nd Floor, AARPEE Center, MIDC Road No 11, CTS 70, Andheri (East), Mumbai 400093, Maharashtra, India;
Tel: +91-22-6684-9999/ 145/ 138;
Email Address: tanmoy.banerjee@capitalsquare.in/ pankita.patel@capitalsquare.in;
Website: www.capitalsquare.in;
Contact Person: Mr. Tanmoy Banerjee/ Ms. Pankita Patel;
SEBI Registration Number: INM00012219;
Validity: Permanent;
Corporate Identification Number: U65999MH2008PTC187863

Date: Saturday, July 30, 2022
Place: Mumbai

On Behalf of the Acquirer
Sd/-
Anuj Agarwal