

Post Offer Advertisement under Regulation 18(12) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, for the public shareholders of

**SPBP TEA (INDIA) LIMITED**

Registered Office: Crescent Tower, 4th Floor, Room No. 4E, 229 A.J.C. Bose Road, Kolkata- 700020

**OPEN OFFER FOR ACQUISITION OF 2,50,605 EQUITY SHARES FROM THE SHAREHOLDERS OF SPBP TEA (INDIA) LIMITED (THE "TARGET COMPANY") BY JALAN INDUSTRIES PRIVATE LIMITED, JALAN HOLDINGS PRIVATE LIMITED, JALANS INVESTMENTS PRIVATE LIMITED, NARSINGDASS SURAJMALL PROPERTIES PVT LTD, MR. MAHADEV JALAN, MRS. SARALA JALAN, MS. KUMKUM JALAN, MRS. AVANTIKA JALAN AND MR MRITYUNJAY JALAN (THE "ACQUIRERS")**

This Post Offer Public Announcement (the "Announcement") is being issued by Narnolia Financial Advisors Limited, on behalf of Jalan Industries Private Limited, Jalan Holdings Private Limited, Jalans Investments Private Limited, Narsingdass Surajmall Properties Pvt Ltd, Mr. Mahadev Jalan, Mrs. Sarala Jalan, Ms. Kumkum Jalan, Mrs. Avantika Jalan and Mr Mrityunjay Jalan (hereinafter collectively referred to as "the Acquirers" and individually referred to as "the Acquirer"), in connection with the offer made by the Acquirers, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011. The detailed public statement with respect to the aforementioned offer was made on September 18, 2018 in the Financial Express (English) – All Editions, Jansatta (Hindi) - All Editions, and Sukhabar (Bengali) - Kolkata-Edition.

1.	Name of the Target Company	: SPBP Tea (India) Limited
2.	Name of Acquirers	: Jalan Industries Private Limited, Jalan Holdings Private Limited, Jalans Investments Private Limited, Narsingdass Surajmall Properties Pvt Ltd, Mr. Mahadev Jalan, Mrs. Sarala Jalan, Ms. Kumkum Jalan, Mrs. Avantika Jalan and Mr Mrityunjay Jalan
3.	Name of Manager to the Offer	: Narnolia Financial Advisors Limited
4.	Name of the Registrar to the Offer	: ABS Consultant Private Limited
5.	Offer Details	
	a) Date of Opening of the Offer	: Monday, November 26, 2018
	b) Date of Closure of the Offer	: Friday, December 07, 2018
6.	Date of payment of consideration	: Wednesday, December 19, 2018

7. Details of Acquisition


Sl. No.	Item	Proposed in the Offer document		Actuals	
7.1	Offer Price	Rs.90/- per fully paid up equity share of Rs. 10/- each		Rs.90/- per fully paid up equity share of Rs. 10/- each	
7.2	Aggregate number of Equity Shares tendered	2,50,605		2,50,605	
7.3	Aggregate number of Equity Shares accepted	2,50,605		2,50,605	
7.4	Size of the Offer (Rs.)(Number of Equity Shares multiplied by Offer Price per Equity Share)	2,25,54,450		2,25,54,450	
7.5	Shareholding of the Acquirers before Agreements/ Public Announcement (No. & %)	Nil		Nil	
7.6	Equity Shares acquired by way of Agreements				
	• Number	6,86,595		6,86,595	
	• % of fully diluted equity share capital	73.26%		73.26%	
7.7	Equity Shares acquired by way of Open Offer				
	• Number	2,50,605		2,50,605	
	• % of fully diluted equity share capital	26.74%		26.74%	
7.8	Equity Shares acquired after Detailed Public Statement	Nil		Nil	
7.9	Post Offer shareholding of Acquirers				
	• Number	9,37,200		9,37,200	
	• % of fully diluted equity share capital	100.00%		100.00%	
7.10	Pre & Post Offer shareholding of Public	<b>Pre-Offer</b>	<b>Post-Offer</b>	<b>Pre-Offer</b>	<b>Post-Offer</b>
	• Number	2,50,605	0	2,50,605	0
	• % of fully diluted equity share capital	26.74%	0.00%	26.74%	0.00%

8. The Acquirers along with its Directors (where applicable) accept full responsibility for the information contained in this Post Offer Advertisement and also accepts responsibility for the obligations of the Acquirer laid down under the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

9. A copy of this Post Offer Advertisement will be available on the websites of SEBI and at the registered office of the Target Company. The terms used but not defined in this Announcement shall have the same meaning assigned in the earlier Public Announcements / Letter of Offer.

Please read this Post Offer Advertisement in conjunction with the earlier Public Announcements / Letter of Offer.

**Issued by the Manager to the Offer for and on behalf of the Acquirers**

	<p><b>Narnolia Financial Advisors Limited</b>  <b>(Formerly Microsec Capital Limited)</b>                  201, 2nd Floor, Marble Arch                  236B A.J.C. Bose Road, Kolkata- 700020                  Tel.: +91-33-4050 1500                  Fax: +91-33-4050 1549                  E-mail: mgoenka@narnolia.com                  Website: www.narnolia.com  <b>Contact Person: Mr. Manav Goenka</b></p>
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Note: The name of the Manager to the Offer has been changed from "Microsec Capital Limited" to "Narnolia Financial Advisors Limited" pursuant to change of control. The change in name has been duly effected in the records of the Registrar of Companies, West Bengal. The application for fresh registration in the new name of "Narnolia Financial Advisors Limited" pursuant to change of control is under process with SEBI.

**For and on behalf of the Acquirers**

Date: December 24, 2018  
Place : Kolkata

Sd/-  
Avantika Jalan