

DETAILED PUBLIC STATEMENT IN TERMS OF REGULATION 3(2) READ WITH REGULATIONS 13(4), 14(3), 15(2) AND OTHER APPLICABLE REGULATIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, TO THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF

# SYSTEMATIX CORPORATE SERVICES LIMITED

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Corp. Off.: No. 603-606, 6th Floor, A-Wing, The Capital, Plot No. C-70, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. | Tel.: +91-22-30298000 | Fax: +91-22-30298029 | Corporate Identification Number: L91990MP1985PLC002969

**OPEN OFFER OF ₹ 10 EACH (OFFER SHARES) REPRESENTING 26% OF VOTING EQUITY SHARE CAPITAL (AS DEFINED BELOW) OF SYSTEMATIX CORPORATE SERVICES LIMITED ('TARGET COMPANY'), FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) BY SUPERSTAR EXPORTS PRIVATE LIMITED ('ACQUIRER') ALONG WITH MR. RADHE SHYAM KHANDLWAL ('PAC 1'), MR. CHANDRA PRAKASH KHANDLWAL ('PAC 2'), MRS. ANJU KHANDLWAL ('PAC 3'), MR. NIKHIL KHANDLWAL ('PAC 4'), AND CHANDRA PRAKASH KHANDLWAL HUF ('PAC 5') [PAC 1, PAC 2, PAC 3, PAC 4 AND PAC 5 ARE COLLECTIVELY REFERRED TO AS 'PACs'] IN THEIR CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRER. SAVE AND EXCEPT FOR THE PACs, NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSES OF THIS OFFER.**

This Detailed Public Statement ('DPS') is being issued by Ashika Capital Limited ('Manager to the Offer'), for and on behalf of the Acquirer and PACs, in compliance with Regulation 3(2) read with Regulations 13(4), 14(3), 15(2) and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ('SEBI (SAST) Regulations, 2011') and pursuant to the Public Announcement in relation to this Offer dated February 01, 2018 ('PA') filed with BSE Limited ('BSE') on February 01, 2018. The PA was also filed with Securities and Exchange Board of India ('SEBI') and sent to the Target Company at its registered office and corporate office by way of its letter dated February 02, 2018 in terms of Regulation 14(2) of the SEBI (SAST) Regulations, 2011.

For the purpose of this DPS, the following terms shall have the meanings assigned to them below:

**'Public Shareholders'** shall mean all the equity shareholders of the Target Company other than the shareholders forming a part of the Promoter / Promoter Group of the Target Company and any Persons Acting in Concert or deemed to be acting in concert with them.

**'Equity Shares'** shall mean the fully paid-up equity shares of face value of ₹ 10 each of the Target Company. **'Voting Equity Share Capital'** shall mean 1,29,80,258 Equity Shares, being the total voting equity share capital of the Target Company on a fully diluted basis as of the 10th working day from the date of closure of the Tendering Period of the Open Offer.

**I. ACQUIRER, PACs, SELLING SHAREHOLDERS, TARGET COMPANY & OFFER:**

**A. Information about the Acquirer / PACs:**

**Superstar Exports Private Limited ('Acquirer'):**  
The Acquirer is a private limited company and was incorporated on January 19, 2004 as 'Superstar Exports Private Limited' under the provisions of the Companies Act, 1956 with Registrar of Companies, Maharashtra. The name of the Acquirer has never been changed since the date of its incorporation. The Registered Office of the Acquirer is located at No. 603-606, 6th Floor, A-Wing, The Capital, Plot No. C-70, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051, Maharashtra, India. The Corporate Identification Number of the Acquirer is U51909MH2004PTC144065.

The Acquirer is engaged in the business of trader, distributor, dealers, exporters, importers, promoters, stockist and commission agent.

The present Authorized Share Capital of the Acquirer is ₹ 6500.00 Lakhs comprising of 1.00 Lakhs equity shares of face value of ₹ 10 each and 649.00 Lakhs preference shares of face value of ₹ 10 each. As on March 31, 2017, the issued and paid up share capital of the Acquirer is ₹ 6354.55 Lakhs divided into 10,000 equity shares of face value of ₹ 10 each and 3,42,500 redeemable preference shares of face value of ₹ 10 each and 6,31,93,000 optionally convertible preference shares of face value of ₹ 10 each.

The equity shares of the Acquirer are not listed on any stock exchange.

The Shareholding Pattern of equity share capital of the Acquirer, as on date, is as under:

Name of the Shareholder	No. of Equity Shares	%
Chandra Prakash Khandlwal	9,990	99.90
Nikhil Khandlwal	10	0.10
<b>TOTAL</b>	<b>10,000</b>	<b>100.00</b>

f. As on the date of the PA, the composition of the Board of Directors of the Acquirer is as follows:

Name of Director	Designation	Director Identification Number (DIN)
Chandra Prakash Khandlwal	Director	00016373
Nikhil Khandlwal	Director	00016387

g. As on date, the Acquirer is a part of Promoter and Promoter Group of the Target Company and holds 54, 83,862 Equity Shares representing 42.25% of the Voting Equity Share Capital.

h. Details of the ventures promoted/controlled/managed by the Acquirer:

Name of the company	Percentage of holding	Nature of Business
Wendire Builders and Developers Private Limited	100.00%	To carry on the business of real estate activities.
Perspire Dream Realtors Private Limited	100.00%	
Thirdwave Mercantile Company Private Limited	100.00%	To carry on the business as traders, exporters, distributors, dealers, importers, brokers, stockist, commission agent.
Goldflag Exports Private Limited	97.01%	
Goldlife Trading Company Private Limited	97.56%	
Magicline Trading Company Private Limited	97.83%	
Riteplaza Trading Company Private Limited	97.56%	
Topcity Trading Company Private Limited	97.75%	

i. Key financial information of the Acquirer is as under:

Particulars	(Amount in ₹ Lakhs except earnings per share data)			
	As of 15.01.2018	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015
Total Revenue	000124	114.94	98.22	8.46
Profit / (Loss) After Tax	(116.72)	(87.23)	(226.77)	(1160.17)
Earnings per Equity Share (EPS) (Face Value of ₹ 10)	Negative	Negative	Negative	Negative
Net Worth / Shareholders' Funds	7475.18	8328.98	8362.85	8728.48

Net Worth/Shareholders' funds = Share Capital + Reserves and Surplus  
Earnings per Share is calculated as Profit / (Loss) After Tax/Equity Shares outstanding at the end of respective period  
(Source: Audited Consolidated Financial Statements as and for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 and un-audited but duly certified financial information for the period ended January 15, 2018)

**ii. Mr. Radhe Shyam Khandlwal ('PAC 1'),** son of Late Govind Narain Khandlwal, aged about 81 years, Indian habitant currently residing at 41/B, Embassy Apartment, 46, Nepean Sea Road, Priyadarshni Park, Mumbai-400006. He is a Graduate in Commerce. He is having experience of around 40 years in the areas of Accounts and Finance. The network of Mr. Radhe Shyam Khandlwal, as on January 15, 2018, as certified by Mr. J. N. Khandlwal (Membership No. 073744), Partner of M/s. J. N. Khandlwal & Co, Chartered Accountants (Firm Registration No.: 0049666), having office at 126, 2nd Floor, Bimalraj Building, Furniture Market, Shopping Centre, Kota-324007, Rajasthan, India. Tel: (+91) 944-2361002; E-mail: khandlwalraj@rediffmail.com. As on date, PAC 1 is a part of Promoter and Promoter Group of the Target Company and holds 3,22,437 Equity Shares representing 2.48% of the Voting Equity Share Capital.

**iii. Mr. Chandra Prakash Khandlwal ('PAC 2'),** son of Mr. Radhe Shyam Khandlwal, aged about 58 years, Indian habitant residing at 41/B, Embassy Apartment, 46, Nepean Sea Road, Priyadarshni Park, Mumbai-400006. He is a Fellow Member of the Institute of Chartered Accountants of India. He is having experience of around 29 years in the areas of Investment Banking, Capital Markets, Accounts and Finance. The network of Mr. Chandra Prakash Khandlwal as on January 15, 2018, as certified by Mr. Parag Jain (Membership No. 078548), Partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Off. Linking Road, Bandra (West), Mumbai-400050; Tel.: +91-22-26511213/15; Fax: +91-22-26511197; E-mail: info@bjaa.in vide certificate dated January 15, 2018, is ₹ 5,10,40,492 (Rupees Five Crores Ten Lakhs Fifty Thousand Four Hundred and Ninety Two only). As on date, PAC 2 is a part of Promoter and Promoter Group of the Target Company and holds 2,13,215 Equity Shares representing 1.64% of the Voting Equity Share Capital.

**iv. Mrs. Anju Khandlwal ('PAC 3'),** wife of Mr. Chandra Prakash Khandlwal, aged about 51 years, Indian habitant residing at 41/B, Embassy Apartment, 46, Nepean Sea Road, Priyadarshni Park, Mumbai-400006. She completed her Master of Engineering (M.E.) in Electrical. She is having around 12 years of experience in the areas of capital market. The network of Mrs. Anju Khandlwal as on January 15, 2018, as certified by Mr. Parag Jain (Membership No. 078548), Partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Off. Linking Road, Bandra (West), Mumbai-400050; Tel.: +91-22-26511213/15; Fax: +91-22-26511197; E-mail: info@bjaa.in vide certificate dated January 15, 2018, is ₹ 2,03,96,481 (Rupees Two Crores Three Lakhs Ninety Six Thousand Four Hundred and Eighty One only). As on date, PAC 3 is a part of Promoter and Promoter Group of the Target Company and holds 50,803 Equity Shares representing 0.39% of the Voting Equity Share Capital.

**v. Mr. Nikhil Khandlwal ('PAC 4'),** son of Mr. Chandra Prakash Khandlwal, aged about 33 years, Indian habitant residing at 41/B, Embassy Apartment, 46, Nepean Sea Road, Priyadarshni Park, Mumbai-400006. He completed his Bachelor of Engineering (B.E.) in Electronics and Communications Engineering and Post Graduate Program in Management (MBA) from Indian School of Business. He is having experience of around 12 years in the areas of Investment Banking and Equity Research, etc. The network of Mr. Nikhil Khandlwal as on January 15, 2018, as certified by Mr. Parag Jain (Membership No. 078548), Partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Off. Linking Road, Bandra (West), Mumbai-400050; Tel.: +91-22-26511213/15; Fax: +91-22-26511197; E-mail: info@bjaa.in vide certificate dated January 15, 2018, is ₹ 4,62,07,115 (Rupees Four Crores Sixty Two Lakhs Seven Thousand One Hundred and Fifteen only). As on date, PAC 4 is a part of Promoter and Promoter Group of the Target Company and holds 93,455 Equity Shares representing 0.72% of the Voting Equity Share Capital.

**vi. Chandra Prakash Khandlwal HUF ('PAC 5')** having its office at 2nd Floor, J. K. Somani Building, British Hotel Lane, Fort, Mumbai-400001. The network of Chandra Prakash Khandlwal HUF as on January 15, 2018, as certified by Mr. Parag Jain (Membership No. 078548), Partner of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No.: 100990W), having office at 404/405, Imperial Plaza, Dr. K. B. Hedgewar Marg, Off. Linking Road, Bandra (West), Mumbai-400050; Tel.: +91-22-26511213/15; Fax: +91-22-26511197; E-mail: info@bjaa.in vide certificate dated January 15, 2018, is ₹ 1,51,222 (Rupees One Lakh Fifty One Thousand Two Hundred and Twenty Two only). As on date, PAC 5 is a part of Promoter and Promoter Group of the Target Company and holds 6,496 Equity Shares representing 0.05% of the Voting Equity Share Capital.

vii. The Acquirer and PACs belongs to Systematix Group.

viii. Save and except for the PACs, no other person is acting in concert with the Acquirer for the purposes of this Offer.

ix. The Acquirer and PACs are part of Promoter and Promoter Group of the Target Company and presently they are controlling the management of the Target Company. Further PAC 2 is the Executive Chairman & Managing Director of the Target Company and PAC 3 is a non-executive Director of the Target Company.

x. The Acquirer and PACs have not acquired, directly or indirectly any shares of Target Company during the 52 weeks period prior to the date of PA except 1,48,455 equity shares (Mr. Chandra Prakash Khandlwal ('PAC 2')-75,000 equity shares and Mr. Nikhil Khandlwal ('PAC 4')-73,455 equity shares) representing 1.14% of voting equity share capital in the Target Company through market purchase at BSE at an average price of ₹ 20.77 on January 22, 2018. Further, the Acquirer and PACs have not acquired any Equity Shares of the Target Company after the date of the PA.

xi. The Equity Shares of the Target Company proposed to be acquired under the Open Offer will be acquired entirely by the Acquirer.

xii. The PACs have undertaken that they do not intend to acquire any Offer Shares. Mr. Chandra Prakash Khandlwal is the Constituted Attorney on behalf of the PACs vide Power of Attorney ('PoA') in relation to the Offer.

xiii. The Acquirer and PACs have not been prohibited by SEBI from dealing in securities, in terms of directions issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other Regulations made under the SEBI Act, 1992.

**B. Information about the Sellers:** Not applicable as the Open Offer is being made for acquisition of additional equity shares / voting rights of the Target Company by the Acquirer and PACs.

**C. Information about the Target Company:**

i. The Target Company was originally incorporated on August 21, 1985 as 'Systematix Consultancy Services Private Limited' under the provisions of the Companies Act, 1956 with Registrar of Companies, Madhya Pradesh. Subsequently, the name was changed to 'Systematix Consultancy Services Limited' and received the Certificate of Change of Name from the Registrar of Companies, Madhya Pradesh on July 20, 1993. Later on, the name of the company was further changed to the present name 'Systematix Corporate Services Limited' and received the Fresh Certificate of Incorporation consequent on Change of Name from Registrar of Companies, Madhya Pradesh on December 21, 1993. There have been no changes in the name of the Target Company during the last three years.

ii. The Corporate Identification Number of the Target Company is L91990MP1985PLC002969. The Registered Office of the Target Company is located at 206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore-452001, Madhya Pradesh, India. Tel: +91-731-3018111; Fax: +91-731-4068253 and the Corporate Office of the Target Company is located at No. 603-606, 6th Floor, A-Wing, The Capital, Plot No. C-70, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051; Tel.: +91-22-30298000; Fax: +91-22-30298029.

iii. The main objects of the Target Company as per Memorandum of Association inter-alia include:  
a) to carry on all or any of the business and promotion of providing services including technical, administrative, marketing and providing services of technicians, scientist, artist, administrators, salesman, economist, accountants, tax experts and of acting as recruitment agents, advertising agencies, organizers of conference, auctioneers, trustees, executors, administrators, attorneys, nominees, receivers and agents and of working as professional consultants, on technical financial management for financial matters, insurance claims, productivity, taxation employment, investment, marketing, banking and economic problems and matters.

b) to carry on trade or business as consultants particular matters relating to finance, investments, taxes administration, collaboration, amalgamation, marketing, exports, imports, personnel manufacturing engineering, data processing legal, government relation and any other functional field of management and act as managers to issue any shares, securities and to function as transfer agents.

iv. The Target Company is presently engaged in the business of Investment Banking and Merchant Banking activities and registered with SEBI as a Category I Merchant Banker.

v. The present Authorized Share Capital of the Target Company is ₹ 5000.00 Lakhs comprising of 200.00 Lakhs equity shares of face value of ₹ 10 each and 300.00 Lakhs preference shares of face value of ₹ 10 each. As on March 31, 2017, the issued capital is ₹ 4012.25 Lakhs comprising of 1,31,22,558 equity shares of face value of ₹ 10 and 270.00 Lakhs non convertible redeemable preference shares of face value of ₹ 10 each. The Subscribed and Paid-up Capital of the Target Company is ₹ 3998.02 Lakhs, comprising of 1,29,80,258 fully paid-up equity shares of face value of ₹ 10 each and 270.00 Lakhs non convertible redeemable preference shares of face value of ₹ 10 each.

vi. As on date of this DPS, the Target Company does not have any partly paid-up equity shares and there are no outstanding warrants or options or similar instruments, convertible into equity shares at a later date.

vii. No Equity Shares of the Target Company are under lock-in as on the date of this DPS.

viii. As on date of this DPS, the Target Company and the PACs hold 61,70,268 Equity Shares representing 47.54% of the Voting Equity Share Capital.

ix. The Equity Shares of the Target Company are presently listed and permitted to trade on BSE Limited, Mumbai ('BSE') (Security Code: 526506) (Security ID: SYSTMTXC).

x. The equity shares of the Target Company are frequently traded on BSE, within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011, for the twelve calendar months preceding the month in which the PA was issued (period commencing on February 01, 2017 and ending on January 31, 2018).

xi. Details of the ventures promoted/controlled/managed by target company:

Name of the company	Percentage of shareholding	Nature of business
Systematix Shares and Stocks (India) Limited	100.00%	Management, Private Client Brokerage (PCG), Portfolio Management Services, Client Advisory Services, Institutional Equity Broking Services, Depository Services, Retail Broking, Currency Futures and Distribution of Financial Products.
Systematix Fincorp India Limited	100.00%	Syndication of Loans, Loans against Shares & Lending Solutions.
Systematix Finvest Private Limited	100.00%	Syndication of Loans, Loans against Shares & Lending Solutions.
Systematix Commodities Services Private Limited	100.00%	Commodity Broking Services

xii. The key financial information of the Target Company is as follows:

Particulars	(Amount in ₹ Lakhs except earnings per share data)			
	6 months period ended 30.09.2017	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015
	<b>Consolidated</b>	<b>Consolidated</b>	<b>Consolidated</b>	<b>Consolidated</b>
Total Revenue	2179.27	4396.02	3501.37	3823.67
Profit / (Loss) After Tax	110.63	395.29	(89.82)	117.71
Earnings per Equity Share (EPS) (Face Value of ₹ 10)	0.85	3.03	Negative	0.90
Net Worth / Shareholders' Funds	8426.63	8315.99	7920.70	8010.52

Net Worth/Shareholders' funds = Share Capital + Reserves and Surplus  
Earnings per Share is calculated as Profit / (Loss) After Tax/Equity Shares outstanding at the end of respective period  
(Source: Consolidated Audited Financial Statements for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 and Limited Review Financial Information for the 6 months period ended September 30, 2017, as filed with BSE)

xiii. As on the date of the PA, the composition of the Board of Directors of the Target Company is as follows:

Name of Director	Designation	Director Identification
Mr. Chandra Prakash Khandlwal	Executive Chairman & Managing Director	00016373
Mrs. Anju Khandlwal	Non- Executive Director	00474604
Mr. Sanjay Khandlwal	Independent Non-Executive Director	01592134
Mr. Mahesh Solanki	Independent Non-Executive Director	00006923
Mr. Shiram Khandlwal	Independent Non-Executive Director	06729564

xiv. Further, our directors namely Mr. Chandra Prakash Khandlwal (PAC 2) and Mrs. Anju Khandlwal (PAC 3) have undertaken not to participate in any deliberations of the Target Company till the completion of the Offer Period in terms of the SEBI (SAST) Regulations, 2011 except which are necessary in the normal course of business.

**D. Details of the Offer**

i. This Offer is being made by the Acquirer and PACs, in accordance with the provisions of Regulation 3(2) and other applicable provisions of the SEBI (SAST) Regulations, 2011, to all the Public Shareholders of the Target Company, to acquire up to 33,75,000 Equity Shares, representing 26% of the Voting Equity Share Capital ('Offer Size').  
ii. This Offer is being made at a price of ₹ 21 (Rupees Twenty one only) ('Offer Price') per Equity Share of the Target Company, determined in accordance with Regulation 8 of the SEBI (SAST) Regulations, 2011.  
iii. The Offer Price will be paid in cash in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011 and subject to the terms and conditions set out in this DPS and the Letter of Offer that will be dispatched to the Public Shareholders in accordance with the provisions of the SEBI (SAST) Regulations, 2011. Save and except for the PACs, no other person is acting in concert with the Acquirer for the purpose of this Offer.

iv. All validly tendered Equity Shares under the Offer shall be acquired by the Acquirer and PACs, subject to applicable laws. The Acquirer and PACs will acquire only such Equity Shares that are fully paid up, free from all liens, charges and encumbrances and the Equity Shares shall be acquired together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared there on.

v. As on the date of this DPS, to the best of the knowledge and belief of the Acquirer and PACs, there are no statutory or other approvals required to complete the acquisition of the Equity Shares that are tendered pursuant to the Offer. If, however, any statutory or other approval becomes applicable prior to completion of the Offer, the Offer would also be subject to such other statutory or other approval(s) and the Acquirer and PACs shall make the necessary applications for such approvals.

vi. In terms of Regulation 23(1) of the SEBI (SAST) Regulations, 2011, in the event that the approvals which may become applicable prior to completion of the Offer are not received, the Acquirer and PACs shall have the right to withdraw the Offer. In the event of such a withdrawal of the Offer, the Acquirer and PAC shall have the right to shall, within 2 Working Days of such withdrawal, make an announcement of such withdrawal stating the grounds for the withdrawal in accordance with Regulation 23(2) of the SEBI (SAST) Regulations, 2011.

vii. This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011.

viii. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.

ix. The Manager to the Offer i.e. Ashika Capital Limited does not hold any Equity Shares in the Target Company as on the date of PA. The Manager to the Offer further declares and undertakes that they will not deal in their own account in the equity shares of the Target Company during the Offer Period.

E. As on date, the Acquirer and PACs do not have any intention to alienate any significant assets of the Target Company or its subsidiary whether by way of sale, lease, encumbrance or otherwise for a period of two years except in the ordinary course of business of the Target Company. The Target Company's future policy for disposal of its assets, if any, for 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 in terms of Regulation 25(2) of SEBI (SAST) Regulations, 2011.

F. As per Regulation 38 of the Securities (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Rules 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957, as amended ('SCRR'), the Target Company is required to maintain at least 25% public shareholding ('Minimum Public Shareholding'), as determined in accordance with SCRR, on a continuous basis for listing. If, pursuant to this Offer and acquisition of Equity Shares, if any, during the Offer Period, the public shareholding in the Target Company falls below the Minimum Public Shareholding, the Acquirer and PACs hereby undertake that the public shareholding in the Target Company will be enhanced, in such manner and within the time period specified in the SCRR, such that the Target Company complies with the required Minimum Public Shareholding.

**II. BACKGROUND OF THE OFFER:**

i. At present, the Acquirer and PACs are part of Promoter and Promoter Group of the Target Company and presently they are controlling the management of the Target Company.  
ii. This Offer is made in compliance with Regulation 3(2) of the SEBI (SAST) Regulations, 2011, for acquisition of additional equity shares / voting rights of the Target Company by the Acquirer and PACs.

iii. The Acquirer and PACs propose to continue the existing business of the Target Company in future and do not have any plans to make major changes to the existing line of business of the Target Company except in the ordinary course of business.

**III. SHAREHOLDING AND ACQUISITION DETAILS:**

The Current and Proposed shareholding of the Acquirer and PACs in Target Company and the details of their acquisition are as follows:

Details	Shareholding as on the date of PA	Shares acquired between the date of PA and the date of DPS	Shares proposed to be acquired in the Offer (assuming full acceptance)	Post Offer shareholding (On Diluted basis, as on 10th working day after closing of Tendering Period)
Superstar Exports Private Limited (Acquirer)	No. of Equity Shares 54,83,862	Nil	33,75,000*	88,58,862
Radhe Shyam Khandlwal (PAC 1)	% age of Voting Share Capital 42.25%	-	26.00%	68.25%
Chandra Prakash Khandlwal (PAC 2)	No. of Equity Shares 2,13,215	Nil	Nil	2,13,215
Anju Khandlwal (PAC 3)	% age of Voting Share Capital 1.64%	-	-	1.64%
Nikhil Khandlwal (PAC 4)	No. of Equity Shares 93,455	Nil	Nil	93,455
Chandra Prakash Khandlwal HUF (PAC 5)	% age of Voting Share Capital 0.72%	-	-	0.72%
Total	No. of Equity Shares 61,70,268	Nil	33,75,000	95,45,268
	% age of Voting Share Capital 47.54%	-	26.00%	73.54%

\* The Offer Shares shall be acquired entirely by the Acquirer.

**IV. OFFER PRICE:**

i. The Equity Shares of the Target Company are presently listed and permitted to trade on BSE (Security Code: 526506) (Security ID: SYSTMTXC).  
ii. The trading turnover in the Equity Shares based on the trading volume during the twelve calendar months prior to the calendar month in which the PA ought to have been made i.e. February 01, 2017 to January 31, 2018 on BSE is as under:

Name of Stock Exchange	Total Number of Equity Shares Traded (A)	Total Number of Equity Shares Listed (B)	Trading Turnover % (A/B)
BSE	13,22,177</		