

PUBLIC ANNOUNCEMENT UNDER REGULATION 3(2) READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

SYSTEMATIX CORPORATE SERVICES LIMITED

Open Offer ('Offer') for acquisition of up to 33,75,000 fully paid up equity shares of face value of Rs. 10/- each ('Equity Shares'), representing 26% of the voting equity share capital of Systematix Corporate Services Limited ('Target Company') from the Public Shareholders (defined below) of the Target Company by Superstar Exports Private Limited ('Acquirer') along with Mr. Radhe Shyam Khandelwal ('PAC 1'), Mr. Chandra Prakash Khandelwal ('PAC 2'), Mrs. Anju Khandelwal ('PAC 3'), Mr. Nikhil Khandelwal ('PAC 4') and Chandra Prakash Khandelwal 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 Public Announcement ('PA') is being issued by Ashika Capital Limited ('Manager to the Offer'), for and on behalf of the Acquirer and PACs, to the Public Shareholders (defined below) pursuant to and in compliance with Regulation 3(2) read with 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'].

For the purpose of this Public Announcement, 'Public Shareholders' mean all 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.

1. OFFER DETAILS:

- 1.1. **Offer Size:** Up to 33,75,000 fully paid-up Equity Shares ('Offer Shares'), representing 26% of the fully diluted voting equity share capital ('Voting Equity Share Capital') of the Target Company, as of the 10th working day from the closure of the Tendering Period for the Offer, subject to the terms and conditions mentioned in this Public Announcement, the Detailed Public Statement ('DPS') and the Letter of Offer ('LoF') proposed to be issued for the Offer in accordance with SEBI (SAST) Regulations, 2011. The Offer Shares shall be acquired entirely by the Acquirer.
- 1.2. **Offer Price / Consideration:** The Offer is made at a Price of Rs. 21/- (Indian Rupees Twenty One only) per Offer Share ("Offer Price"), determined in accordance with Regulation 8 of the SEBI (SAST) Regulations, 2011. Assuming full acceptance of the Offer, the total consideration payable by the Acquirer and PACs will be Rs. 7, 08, 75,000/- (Indian Rupees Seven Crore Eight Lakhs and Seventy Five thousand only).
- 1.3. **Mode of Payment:** The Offer Price will be paid in Cash by the Acquirer and PACs in accordance with Regulation 9(1) (a) of the SEBI (SAST) Regulations, 2011.
- 1.4. **Type of Offer:** This Offer is a Voluntary Offer 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.

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

Details of Underlying Transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ Market Purchase)	Equity Shares/Voting Rights acquired / proposed to be acquired		Total Consideration for Equity Shares / Voting Rights acquired (Rs. in Lakhs)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis Equity Shares / Voting Rights			
Not Applicable						

3. ACQUIRER / PAC(s):

Details	Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	Total	
Name of Acquirer/PACs	Superstar Exports Private Limited	Radhe Shyam Khandelwal	Chandra Prakash Khandelwal	Anju Khandelwal	Nikhil Khandelwal	Chandra Prakash Khandelwal HUF	Not Applicable	
Address	603 - 606, 6 th Floor, A-Wing, The Capital, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051.	41/B, Embassy Apartment, 46, Nepeansea Road, Priyadarshni Park, Mumbai-400006.	41/B, Embassy Apartment, 46, Nepeansea Road, Priyadarshni Park, Mumbai-400006.	41/B, Embassy Apartment, 46, Nepeansea Road, Priyadarshni Park, Mumbai-400006.	41/B, Embassy Apartment, 46, Nepeansea Road, Priyadarshni Park, Mumbai-400006.	41/B, Embassy Apartment, 46, Nepeansea Road, Priyadarshni Park, Mumbai-400006.	J. K. Somani Building, 2 nd Floor, British Hotel Lane, Fort, Mumbai-400001.	Not Applicable
Names of persons in control/ Promoters	a) Chandra Prakash Khandelwal b) Nikhil Khandelwal	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
Name of the Group, if any, to which the Acquirer and the PACs belongs to	Systematix Group	Systematix Group	Systematix Group	Systematix Group	Systematix Group	Systematix Group	Not Applicable	
Pre Transaction Shareholding								
• Number	54,83,862 Equity Shares	3,22,437 Equity Shares	2,13,215 Equity Shares	50,803 Equity Shares	93,455 Equity Shares	6,496 Equity Shares	61,70,268 Equity Shares	
• % age of Voting Share Capital	42.25%	2.48%	1.64%	0.39%	0.72%	0.05%	47.54%	
Proposed Shareholding after the acquisition of Shares which triggered the Open Offer	54,83,862 Equity Shares representing 42.25% of the Voting Equity Share Capital	3,22,437 Equity Shares representing 2.48% of the Voting Equity Share Capital	2,13,215 Equity Shares representing 1.64% of the Voting Equity Share Capital	50,803 Equity Shares representing 0.39% of the Voting Equity Share Capital	93,455 Equity Shares representing 0.72% of the Voting Equity Share Capital	6,496 Equity Shares representing 0.05% of the Voting Equity Share Capital	61,70,268 Equity Shares representing 47.54% of the Voting Equity Share Capital	
Any other interest in the Target Company	The Acquirer is a shareholder and part of Promoter/Promoter Group of the Target Company	The PAC 1 is a shareholder and part of Promoter/Promoter Group of the Target Company	The PAC 2 is a shareholder and part of Promoter/Promoter Group of the Target Company. Further he is an Executive Chairman & Managing Director of the Target Company	The PAC 3 is a shareholder and part of Promoter/Promoter Group of the Target Company. Further, she is a non-executive Director of the Target Company	The PAC 4 is a shareholder and part of Promoter/Promoter Group of the Target Company	The PAC 5 is a shareholder and part of Promoter/Promoter Group of the Target Company	Not Applicable	

4. **DETAILS OF SELLING SHAREHOLDERS, IF APPLICABLE:** Not applicable. The Open Offer is being made for acquisition of additional equity shares/ voting rights of the Target Company by the Acquirer and PACs.

5. **TARGET COMPANY:**

Name:	Systematix Corporate Services Limited
Corporate Identification Number (CIN):	L91990MP1985PLC002969
Registered Office:	206-207, Bansi Trade Centre, 581/5, M.G. Road, Indore-452001.
Corporate Office:	603 - 606, 6 th Floor, A-Wing, The Capital, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051.
Stock Exchanges where the equity shares of the Target Company are listed:	BSE Limited, Mumbai (' BSE ') (Security Code: 526506)

6. **OTHER DETAILS:**

- 6.1. The Detailed Public Statement pursuant to this Public Announcement, to be issued in terms of the provision to Regulation 13(4) and other applicable provisions of the SEBI (SAST) Regulations, 2011, will be published in newspapers, as specified under Regulation 14(3) of the SEBI (SAST) Regulations, 2011, not later than 5 (Five) working days from the date of this Public Announcement (being February 08, 2018). The DPS will, *inter alia*, contain further information about the Offer, detailed information of the Offer Price, the Acquirer, the PACs, the Target Company, the background to the Offer, statutory approvals, if any, required for the Offer, details of financial arrangements and other terms and conditions of the Offer.
- 6.2. The Acquirer and PACs undertake that they are fully aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011. The Acquirer and PACs have adequate financial resources to meet their obligations under the Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares tendered in the Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations, 2011. The acquisition of Offer Shares shall be made entirely by the Acquirer.
- 6.3. The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19 of the SEBI (SAST) Regulations, 2011.
- 6.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.5. This Offer is subject to the terms and conditions mentioned in this Public Announcement, the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.
- 6.6. The Acquirer and its directors and PACs accept full responsibility for the information contained in this Public Announcement.

ISSUED BY MANAGER TO THE OFFER:



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 (CIN: U30009WB2000PLC091674)
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 E-mail: mbd@ashikagroup.com
 SEBI Registration No.: INM000010536
 Contact Person: Mr. Narendra Kumar Gamini / Ms. Devika Kakar

For and on behalf of

Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5
For and on behalf of Superstar Exports Private Limited					For and on behalf of Chandra Prakash Khandelwal HUF
Sd/- Name: Chandra Prakash Khandelwal	Sd/- Radhe Shyam Khandelwal	Sd/- Chandra Prakash Khandelwal	Sd/- Anju Khandelwal	Sd/- Nikhil Khandelwal	Sd/- Name: Chandra Prakash Khandelwal

Place: Mumbai

Date: February 01, 2018