

IFL ENTERPRISES LIMITED  
CIN: L67100DL2009PLC186958

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This advertisement ("Offer Opening Public Announcement") and Corrigendum is being issued by Fast Track Finsec Private Limited ("**Manager to the Offer**") on behalf of Gandhi Nishant S (Acquirer) (PAN:AJQPG2471C), pursuant to Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended ("SEBI (SAST) Regulation, 2011"/"Regulation"), in respect of the open offer to acquire upto 7,86,000 (Seven Lakh Eighty Six Thousand) Equity Shares of INR 10/- (Rupees Ten Only) each of IFL Enterprises Limited ("Target Company" or "TC") representing 26.18% of the Equity Share Capital of the Target Company on a fully diluted basis carrying voting rights. The Detailed Public Statement ("**DPS**") with respect to the Offer was published in Business Standard (English – All Edition), Business Standard (Hindi-All edition) and PratahKal (Mumbai edition) on December 15, 2021 (Wednesday)

- 1. Offer Price:**  
The Offer Price is INR 20/- (Rupees Twenty Only) per Equity Share. There has been no revision in the Offer Price.
- 2. Recommendations of the Committee of the Independent Directors of the Target Company**  
The Committee of the Independent Directors of the Target Company ("IDC") published its recommendations on the Offer on February 04, 2022 in the same newspapers where the DPS was published. Based on the review, IDC Members believe that the Offer is fair and reasonable in line with the SEBI (SAST) Regulations, 2011.
- 3.** The offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations,2011. There was no competing offer to the Offer and the last date for making such competing offer has expired. The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations,2011.
- 4. Dispatch of Letter of Offer to the public shareholders**  
The dispatch of the Letter of Offer to all the Public Shareholders of the Target Company holding Equity Share on the Identified Date i.e. Monday, January 24, 2022 has been completed through the registered post and E-mail on February 01, 2022. The Identified Date was relevant only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer was to be sent. It is clarified that all the Holders (registered or unregistered) of Equity Shares (except the Acquirers and PAC) are eligible to participate in the Offer any time during the Tendering Period. A copy of the Letter of Offer (which includes the Form of Acceptance -cum- Acknowledgment) is also available on the SEBI's website(www.sebi.gov.in).
- 5. Instructions to the Public Shareholders**
- a. In case the shares are held in physical form  
Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.2 (page 19) of the LoF.
- b. In case the shares are held in demat form  
Public Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under the Offer would have to do so through their respective Selling Brokers by giving the details of Equity Shares they intend to tender under the Offer and as per the procedure specified in paragraph 8.3 (page 20) of the LoF.
- c. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer  
In case of non-receipt of the LoF, the Public Shareholders holding the Equity Shares may download the same from the website of SEBI at www.sebi.gov.in, Manager to the Offer at www.ftfinsec.com; and BSE at www.bseindia.com. Alternatively, they may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents and other relevant documents as mentioned in Paragraph 8.5 (Page 21) of the LoF.
- 6. Any other change suggested by SEBI in their comments to be incorporated**  
In terms of Regulation 16(1) of the SEBI (SAST) Regulations,2011 the draft Letter of Offer was submitted to SEBI on December 22, 2021. On January 21, 2022, SEBI, vide its email, issued its comments on the Draft Letter of Offer. These comments have been incorporated in the Letter of Offer. These comments and other key changes (occurring after the date of the Public Announcement) have been incorporated in the LoF. These changes in the LOF include the following: (i) on page no. 2, updates to the schedule of major activities of the Open Offer, and consequential updates to the dates mentioned in the LoF; (ii) in para 3.1.5 on page 8 (iii) in para 3.2.9 on Page No. 9 (iv) at point 4 on page no. 10 & 11 (v) at point 5 on page 11 & 12 (vi) at point 8.1.2 on page 18 (vii) at point 9 on page 22 and (viii) at point 10 on page 23.
- 7. Any other material change from the Date of Public Announcement**  
There have been no material changes in relation to the Offer since the date of the PA.
- 8. Status of Statutory and Other Approvals**
- As of the date of the LoF, to the best of the knowledge of the Acquirer and PACs, there are no statutory or other approvals required to complete the Offer.
  - However, in case any statutory approvals are required by the Acquirer / the PACs at a later date before closure of the Tendering Period, the Offer shall be subject to such statutory approvals and the Acquirer shall make the necessary applications for such statutory approvals.
  - NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including but not limited to, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), if applicable, and submit such approvals along with the Form of Acceptance and other documents required to accept this Offer.
- Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIs and FPIs) had required any approvals(including from the RBI or any other regulatory body) at the time of the original investment, in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer.
- If such approvals are not submitted, the Acquirer reserve the right to reject such Equity Shares tendered pursuant to this Offer. If the Equity Shares are held under the general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under such general permission and whether such Equity Shares are held on a repatriable basis or a non-repatriable basis
- 9. Schedule of Activities**  
The Schedule of Activities has been revised and the necessary changes have been incorporated in the LOF at all relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI(SAST) Regulations, 2011 and the same is as under:

| Activity                                                                                                                                                                                                 | Schedule               |                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
|                                                                                                                                                                                                          | Day and Date           | Revised Day and Date   |
| Date of the Public Announcement                                                                                                                                                                          | 09.12.2021 (Tuesday)   | 09.12.2021 (Tuesday)   |
| Date of publishing of the DPS                                                                                                                                                                            | 15.12.2021 (Wednesday) | 15.12.2021 (Monday)    |
| Last date of filing of the draft Letter of Offer with SEBI                                                                                                                                               | 22.12.2021 (Wednesday) | 22.12.2021 (Wednesday) |
| Last date of Public Announcement for a Competing Offer(s)                                                                                                                                                | 12.01.2022 (Wednesday) | 12.01.2022 (Wednesday) |
| Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)                        | 12.01.2022 (Wednesday) | 21.01.2022 (Friday)    |
| Identified Date*                                                                                                                                                                                         | 13.01.2022 (Thursday)  | 24.01.2022 (Monday)    |
| Last date by which Letter of Offer will be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date                                                    | 20.01.2022 (Thursday)  | 01.02.2022 (Tuesday)   |
| Last date by which the Committee of Independent Directors of the Board of Directors of the Target Company shall give its recommendations to the Public Shareholders of the Target Company for this Offer | 25.01.2022 (Tuesday)   | 04.02.2022 (Friday)    |
| Last date for Upward revision in Offer Price/ Offer Size                                                                                                                                                 | 24.01.2022 (Monday)    | 07.02.2022 (Monday)    |
| Date of Publication of Offer opening Public Announcement in the newspaper in which DPS has been published                                                                                                | 27.01.2022 (Thursday)  | 07.02.2022 (Monday)    |
| Date of commencement of Tendering Period (" <b>Offer Opening Date</b> ")                                                                                                                                 | 28.01.2022 (Friday)    | 08.02.2022 (Tuesday)   |
| Date of closure of Tendering Period (" <b>Offer Closing date</b> ")                                                                                                                                      | 10.02.2022 (Thursday)  | 21.02.2022 (Monday)    |
| Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company                              | 24.02.2022 (Thursday)  | 07.03.2022 (Monday)    |
| Last Date for issue of post- offer advertisement                                                                                                                                                         | 04.03.2022 (Friday)    | 11.03.2022 (Friday)    |

*\*Identified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent. It is clarified that all the Shareholders (registered or unregistered) of the Target Company (except the acquirer and the selling Shareholder)are eligible to participate in this offer any time during the tendering period of the Offer.*

- 10. Other Information:**
- The Acquirer accept full responsibility for the obligations of the Acquirer as laid down in terms of the SEBI (SAST) Regulations and for the information (other than such information as has been provided or confirmed by the Target Company) contained in this Offer Opening Public Announcement cum Corrigendum.
  - This Offer Opening Public Announcement cum Corrigendum would also be available on websites of SEBI at www.sebi.gov.in, Manager to the Offer at www.ftfinsec.com, and BSE at www.bseindia.com.

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



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**Investor Grievance Email: investor@ftfinsec.com**  
**Website:www.ftfinsec.com**  
**Contact Person: Mr. Vikas Kumar Verma**  
**SEBI Reg. No: INM000012500**  
**CIN: U65191DL2010PTC200381**

**For & On behalf of Acquirer**  
**Sd/-**  
**Gandhi Nishant S**  
**Acquirer**

**Date: February 06, 2022**  
**Place: New Delhi**