

CORRIGENDUM CUM ADDENDUM TO THE DETAILED PUBLIC STATEMENT AND
LETTER OF OFFER FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
SCARNOSE INTERNATIONAL LIMITED
(“SIL”/ “TARGET COMPANY”/ “TC”)
(CIN: U15400GJ2011PLC064911)

Registered Office: 503, Sun Square, Nr. Hotel Nest, Off. C.G. Road, Navrangpura, Ahmedabad 380006 Gujarat India
Contact No.: 079-48975503; | Email Id: compliance@scarnose.com; | Website: www.scarnose.com

Open offer for the acquisition of 8,20,000 (Eight Lakhs Twenty Thousand) Fully Paid-Up Equity Shares of the face value of Rs. 10/- each, representing 26.03% of the total Equity and voting Share Capital of the Target Company by Ms. Devi Dineshbhai Pandya (“Acquirer-1”), Mr. Dev Dineshbhai Pandya (Acquirer-2), and Mr. Jigar Dineshkumar Pandya (“Acquirer-3”) (“herein after collectively referred as “Acquirers”) at a price of Rs. 73.00/- (Rupees Seventy-Three Only) per fully paid-up Equity Share (the “Offer Price”) payable in Cash pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time (“SEBI (SAST) Regulations”).

This Corrigendum cum addendum to the Detailed Public Statement and the Letter of Offer (“Corrigendum”) is being issued by Beeline Capital Advisors Private Limited, the manager to the Open Offer (“Manager” or “Manager to the Offer”), for and on behalf of the Acquirers, in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”). This Corrigendum should be read in continuation of and in conjunction with: (a) the Detailed Public Statement dated November 20, 2023 published in Newspapers namely - Financial Express (National English Daily), Jansatta (National Hindi Daily), Financial Express (Regional Gujarati Daily - since registered office of the Target Company is situated at Ahmedabad - Gujarat) and Pratahkal (Regional Marathi Daily - since Stock Exchange is situated at Mumbai - Maharashtra) and (b) the Letter of offer dated February 06, 2024.

In this regard, following changes in Detailed Public Statement are read as under:

I(A) OTHER DETAILS OF ACQUIRERS:

- This Open Offer is being made for upto 8,20,000 Equity Shares at a price of Rs.73.00/- per fully diluted Equity Share of the Target Company aggregating to Rs. 5,98,60,000/- (Rupees Five Crore Ninety-Eight Lakhs Sixty Thousand Only). The Total Net worth of Acquirers is Rs. 7,05,97,900/- (Rupees Seven Crores Five Lakhs Ninety-Seven Thousand Nine Hundred only) out of which liquid network is Rs. 6,64,21,322 (Rupees Six Crores Sixty-Four Lakhs Twenty-One Thousand Three Hundred and Twenty-Two).
- The Acquirers hereby undertake to fulfill the obligation under SPA and Open Offer.

I(C) DETAILS OF TARGET COMPANY – SCARNOSE INTERNATIONAL LIMITED (“SIL”)

- The Target Company was incorporated under the provisions of the Companies Act, 1956 on “Chordia Agro Products Private Limited” on April 12, 2011. The Corporate Identification Number of Target Company is U15400GJ2011PLC064911. The name of company changed to “Scarnose International Private Limited” vide a fresh certificate of incorporation dated July 26, 2018 issued by Registrar of Companies – Ahmedabad. Consequently, company was converted into public limited company and name was changed to “Scarnose International Limited” vide a fresh certificate of incorporation dated June 21, 2021. Except, this there has been no change in name of the Target Company in the last 3 (three) years. The registered office of the Target Company is situated at 503, Sun Square, NR. Hotel Nest, OFF. C.G. Road, Navrangpura Ahmedabad Gujarat 380006 India. The Company is engaged in trading of textile goods. The Company procures cotton bales from different ginners whereby they provide cotton in the form of bales and such bales are sold in open market. The company is also engaged in trading in Agro commodity.
- Reasons for selling of shares by Promoters within 1 year of Listing**
The promoter of the company identified the compelling investment opportunities in other sectors/ industries that align with their strategic vision. Selling their shares provides the necessary capital to explore and capitalize on these opportunities, contributing to the overall success of the promoters' investment portfolio.
In addition, the company is dealing in trading in textile and Agro commodity business. The promoters have seen sharp decline in turnover of the company since last 15-18 months. The reason for decline in sale is on account of slowdown in textile sector and one of the major reasons is also trading factor of the company. The margin in trading has also reduced significantly. Therefore, in the interest of investors and shareholders the promoters were in search of new investors which can hassle free run the company and therefore decided to sell the shares.
- Reasons for Listing of Target Company and Utilisation of Fund**
The Company had raised fund vide issuing 12,00,000 equity shares having face value of Rs.10/- each at a premium of Rs. 45/- equity shares aggregating to Rs. 660.00 Lakhs. The said funds are being utilised for the purpose of which it was raised the details of the same areas under.

(Amount in Lakhs)

Sr. No	Object of the Issue	Amount to be utilised	Amount actual utilise
1.	Repayment of Unsecured Loan	289.44	289.44
2.	Working Capital Requirement	250.56	253.51
3.	General Corporate Purpose	65.00	65.00
4.	Issue Expenses	55.00	52.05
	Total IPO Proceeds	660.00	660.00

Source: Audit Report forming part of Annual Report for the FY 2022-2023.

- Reason for increase in revenue from Operations of 193.85% from ₹ 3254.90 Lakhs in FY 2020-21 to ₹ 9564.58 Lakhs in FY 2021-22 whereas decrease of 57.06% i.e. ₹ 4,106.93 Lakhs in FY 2022-23.**

Reason for increase in Revenue

In the FY 2021-22 the Company had achieved turnover of Rs 9564.58 Lakhs against Rs 3254.90 Lakhs which result to increase of 193.85% of the top line. The Major reason for the said increase in revenue are as under:

The Net worth of the Company including short term borrowings in FY 2020-21 was Rs 1,91,55,488/-During the financial year ended 31st March, 2022, the promoter had additionally infused more funds by way of share capital and short-term borrowings amounting to Rs. 4,36,88,618. Thus, it is visible that promoter and shareholders had infused the capital which results into higher turnover and volume of the Company which shows increase in revenue from Operations by 193.85%

The second most reason of the increase in turnover was increase in price of the commodity. The average price per kg of cotton in the FY 2020-21 varies from Rs. 125/- to 137/- Rs. per kg whereas the average price of cotton in the FY 2021-22 varies from 172/- to 180/- Rs per kg. Meanwhile, there was a 35 % approx. increase in the commodity price regularly monitored in the commodity stock exchange as cotton is one kind of commodity. The actual increase in kg as compare to FY 2020-21 & FY 2021-22 was 29,27,777 kg which results into better profit and high turnover.

Reason for decrease of 57.06% in revenue in FY 2022-23 compared to FY 2021-22:

The story of the textile sector is known to whole world. As per industry survey and other analysis, the textile sector was the booming sector in FY 2021-22. During the financial year started w.e.f. 01st April, 2021, the down trend of the textile sector has been started. The price cotton had been on his history pick. The supply of the cotton had been stopped by the farmers and many factories had stopped the production of converting raw material cotton from yarn. The realisation of the raw material was very negligible and therefore the demand of cotton bales had been tremendous reduced. The global demand in the cotton industry was slowdown and this is the reason for decrease of 57.06% in revenue in FY 2022-23 compared to FY 2021-22.

VII. TENTATIVE SCHEDULE OF THE ACTIVITIES PERTAINING TO THE OFFER

SCHEDULE OF MAJOR ACTIVITIES

Major Activities	Old Schedule	Revised Schedule
Public Announcement	Friday, November 10, 2023	Friday, November 10, 2023
Publication of Detail Public Statement	Monday, November 20, 2023	Monday, November 20, 2023
Last Date of Filing of Draft Letter of Offer with SEBI	Tuesday, November 28, 2023	Tuesday, November 28, 2023
Last Date for a Competing Offer	Tuesday, December 12, 2023	Tuesday, December 12, 2023
Receipt of Comments from SEBI on Draft Letter of Offer	Tuesday, December 19, 2023	Monday, January 29, 2024
Identified Date*	Thursday, December 21, 2023	Wednesday, January 31, 2024
Date by which Letter of Offer will be dispatched to the Shareholder	Friday, December 29, 2023	Wednesday, February 07, 2024
Last date by which a Committee of Independent Directors constituted by the BODs of the Target Company shall give its recommendations	Wednesday, January 03, 2024	Monday, February 12, 2024
Last Day of Revision of Offer Price / Share	Thursday, January 04, 2024	Tuesday, February 13, 2024
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	Thursday, January 04, 2024	Tuesday, February 13, 2024
Date of Opening of the Offer	Friday, January 05, 2024	Wednesday, February 14, 2024
Date of Closing of the Offer	Thursday, January 18, 2024	Wednesday, February 28, 2024
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	Friday, February 02, 2024	Thursday, March 14, 2024

* Identified Date is only for the purpose of determining the names of the Shareholders as on such date to whom the Letter of Offer would be sent. All owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers and Sellers of the Target Company) are eligible to participate in the offer any time before the closure of the Offer.

Following points of Letter of Offer should be read as follows:

5.14 Details of Compliance Officer of the Target Company:

Company Secretary and Compliance Officer of Target Company has resigned w.e.f. January 12, 2024.

8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT OF THE OFFER

8.2 BSE Limited shall be the Designated Stock Exchange for the purpose of tendering Shares in the Open Offer. Equity shares of Target Company are listed on SME Platform of BSE Limited. At present the bid lot is of 2000 Equity Shares and hence bids in the open offer can be made for a minimum of 2000 Equity Shares and in multiples of 2000 Equity Shares thereafter.

ISSUED BY MANAGER TO THE OPEN OFFER FOR AND ON BEHALF OF THE ACQUIRERS MS. DEVI DINESHBHAI PANDYA (“ACQUIRER-1”), MR. DEV DINESHBHAI PANDYA (“ACQUIRER-2”), AND MR. JIGAR DINESHKUMAR PANDYA (“ACQUIRER-3”)



Beeline Capital Advisors Private Limited

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Contact Person: Mr. Nikhil Shah | SEBI Registration No.: INM000012917 | SEBI Registration Validity: Perpetual

Place: Ahmedabad

Date: February 09, 2024