DETAILED PUBLIC STATEMENT IN TERMS OF REGULATIONS 3(1) AND REGULATION 4 READ WITH 13(4), 14(3), AND 15(2) AND SUCH 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

R S C INTERNATIONAL LIMITED

Registered office: Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road, Jaipur, Rajasthan, India, 302013 | CIN: L17124RJ1993PLC007136

Corporate Office: 502, Orchid Plaza, Natakwala Lane, Behind Gokul Shopping centre Borivali (W), Mumbai, Maharashtra, India, 400092 | Tel No.: 8433936110 | Email id- rscinternational@gmail.com | Website: www.rscltd.in

OPEN OFFER FOR ACQUISITION OF UP TO 14,94,922 (FOURTEEN LAKHS NINETY FOUR THOUSAND NINE HUNDRED AND TWENTY TWO) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE TOTAL VOTING SHARE CAPITAL OF R S C INTERNATIONAL LIMITED ("TARGET COMPANY") FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY MR. SHAILESH AGRAWAL ("Acquirer-1") AND MR. RAMJI DAS AGARWAL ("Acquirer-2") ("HEREIN AFTER COLLECTIVELY REFERRED TO AS THE ACQUIRERS"), PURSUANT TO AND IN COMPLIANCE WITH THE REQUIREMENTS OF THE SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER").

THIS DETAILED PUBLIC STATEMENT (THE "DPS") IS BEING ISSUED BY SRUJAN ALPHA CAPITAL ADVISORS LLP, THE MANAGER TO THE OPEN OFFER ("MANAGER TO THE OPEN OFFER"), FOR AND ON BEHALF OF THE ACQUIRERS, IN COMPLIANCE WITH REGULATIONS 13(4), 14(3), AND 15(2) OF THE SEBI (SAST) REGULATIONS, PURSUANT TO THE PUBLIC ANNOUNCEMENT DATED JANUARY 20, 2025 ("PUBLIC ANNOUNCEMENT" OR "PA") IN RELATION TO THE OPEN OFFER, FILED WITH BSE LIMITED ("BSE"), SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"), AND THE TARGET COMPANY ON JANUARY 20, 2025 IN TERMS OF REGULATION 14(1) AND 14(2) OF THE SEBI (SAST) REGULATIONS.

For the purposes of this DPS, the following terms would have the meaning assigned to them herein below:

a. **"Acquirers"** means Mr. Shailesh Agrawal and Mr. Ramji Das Agarwal.
b. **"Equity Shares"** means 57,49,700 (Fifty Seven Lakh Forty Nine Thousand Seven Hundred) fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each of the Target Company.
c. **"Manager to the Open Offer"** or **"Manager"** shall mean Srujan Alpha Capital Advisors LLP the Manager to the Open Offer;
d. **"Open Offer Shares"** means 14,94,922 (Fourteen Lakh Ninety Four Thousand Nine Hundred and Twenty Two) Equity Shares constituting 26% of the Total Voting Share Capital of the Target Company.
e. **"Public Shareholders"** means all the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, other than the Acquirers and the parties to the Share Purchase Agreement (defined below) in compliance with the provisions of 7(6) of SEBI (SAST) Regulations;
f. **"SEBI"** means the Securities and Exchange Board of India
g. **"SEBI (SAST) Regulations"** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
h. **"Sellers"** means Mr. Gyan Chand Jain, Mrs. Alka Jain, Mr. Ankur Jain and M/s. Mascot Fashions Private Limited promoters and promoter group members of the Target Company, who have entered into the SPA (as defined below) to sell their entire shareholding constituting 37.06% of the Total Voting Share Capital of the Target Company;
i. **"Share Purchase Agreement"** or **"SPA"** means the Share Purchase Agreement dated January 20, 2025 executed between the Acquirers and Sellers, pursuant to which the Acquirers have agreed to acquire 21,30,678 (Twenty-One Lakh Thirty Thousand Six Hundred and Seventy-Eight) Equity Shares of the Target Company consisting of 37.06% of the Total Voting Share Capital of the Target Company at a price of ₹ 9.50/- (Rupees Nine and Fifty paisa only) per Equity Share;
j. **"Stock Exchange"** means BSE Limited **("BSE")**;
k. **"Target Company"** or **"RSC"** means R S C International Limited;
l. **"Tendering Period"** means the period of 10 (ten) Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the Letter of Offer;
m. **"Total Voting Share Capital"** means the total voting share capital of the Target Company on a fully diluted basis as of the tenth (10th) working day from the closure of the Tendering Period of the Open Offer;
n. **"Working Day"** means any working day of the SEBI.

I. ACQUIRER, SELLERS, TARGET COMPANY AND OFFER

A. INFORMATION ABOUT ACQUIRERS

1. Mr. Shailesh Agrawal ("Acquirer-1")

i. Acquirer-1, aged 44, s/o Mr. Ramji Das Agarwal, residing at Hari Kripa Bhawan, Tejendra Nath Lane, Dal Bazar, Gwalior, Madhya Pradesh - 474009. His mobile number is +91-8889033111 and email id is superecoindia@gmail.com.

ii. Acquirer-1 holds a MBA Degree from Jiwaji University and has 23 years of business experience in software development, soap, oil and electric vehicle industry.

iii. The Net worth of the Acquirer-1 as on December 30, 2024, is ₹ 96,89,99,504/- (Rupees Ninety Six Crores Eighty Nine Lakhs Ninety Nine Thousand Five Hundred and Four only) and the same is certified by Mr. S M Bhatt, Chartered Accountants (Membership No. 030696) proprietor of S M Bhatt & Associates (Firm Registration No. 131347W) having office at G-3, B Building, Labh Ashish, Old Police Lane, Andheri (E), Mumbai - 400060, email id: bhat30696@yahoo.in vide certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25030696BMIADD8837.

iv. The details of ventures promoted/controlled/managed by Acquirer-1 is given hereunder:

Sr. No.	Name of the Entity	Nature of Interest	% holding	Whether Listed (If yes on which Stock Exchange)
1	SuperEco Automotive Co. LLP	Designated Partner	45.00%	No
2	SE Express LLP	Designated Partner	50.00%	No
3	Quantico Electric Limited	Director and Shareholder	51.00%	No

(Source: MCA Master Data and Representation Letter dated: January 20, 2025 by Acquirer-1)

2. Mr. Ramji Das Agarwal ("Acquirer-2")

i. Acquirer-2, aged 75, s/o Mr. Babulal Agarwal, residing at Hari Kripa Bhawan, Tejendra Nath Lane, Dal Bazar, Gwalior, Madhya Pradesh - 474009. His mobile number is +91-9425109431 and email id is: indiaoverseas@gmail.com

ii. Acquirer-2 holds Master of Commerce and Bachelors of Law Degree from Jiwaji University and has 52 years of business experience in oil, soap and electric vehicle industry.

iii. The Net worth of the Acquirer-2 as on December 30, 2024, is ₹ 77,30,45,025/- (Seventy Seven Crores Thirty Lakhs Forty Five Thousand and Twenty Five only) and the same is certified by certified by Mr. S M Bhatt, Chartered Accountants (Membership No. 030696) proprietor of S M Bhatt & Associates (Firm Registration No. 131347W) having office at G-3, B Building, Labh Ashish, Old Police Lane, Andheri (E), Mumbai - 400069, email id: bhat30696@yahoo.in vide certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25030696BMIADB4104.

iv. The details of ventures promoted/controlled/managed by Acquirer-2 is given hereunder:

Sr. No.	Name of the Entity	Nature of Interest	% holding	Whether Listed (If yes on which Stock Exchange)
1	SuperEco Automotive Co. LLP	Designated Partner	6.00%	No
2	Quantico Electric Limited	Director and Shareholder	29.75%	No

(Source: MCA Master Data and Representation Letter dated: January 20, 2025 by Acquirer-1)

3. Acquirer's confirmations:

Each of the Acquirers have individually undertaken, warranted and declared that:

i. The Acquirers do not belong to any group
ii. The Acquirers do not form part of present promoter and promoter group of the Target Company
iii. There is / are no director(s) representing the Acquirers on the board of the Target Company
iv. The Acquirers have not been prohibited by SEBI from dealing in securities, in terms of the provisions of Section 11B of the Sebi Act or under other regulations made under Sebi Act
v. Acquirers have confirmed that they have not been categorized nor are they appearing in the 'Willful defaulter' in terms of Regulation 2(1)(zb) of the SEBI (SAST) Regulations. Acquirers further confirms that the other companies in which they are associated as a Promoter or as a Director are not appearing in the "Willful Defaulter" list of the Reserve Bank of India.
vi. Acquirers confirm that he is not declared as a "Fugitive Economic Offenders" under Section 12 of the Fugitive Economic Offenders Act, 2018
vii. Acquirer-1 confirm that there is no pending litigations pertaining to the securities market where they are made party to as on the date of this DPS
viii. No person is acting in concert with the Acquirers for the purposes of this Open Offer

B. DETAILS OF SELLER

The details of Sellers have been set out as below:

Sr. No.	Name including past name, if any and Address/ Registered Office of the Sellers	Nature of Entity/ Individual	Part of the Promoter / Promoter Group (Yes / No)	Name of the stock exchange in India or abroad where listed	Details of shares / voting rights held by the selling shareholder			
					Pre-Transaction*		Post Transaction#	
					No. of Equity Shares	%	No. of Equity Shares	%
1	Mascot Fashions Private Limited CIN: U18101MH2004PTC146640 **Address:** 502 Orchid Plaza, Natakwala Lane, Behind Gokul Shopping Centre Borivali (W), Mumbai Maharashtra, India, 400092	Private Limited Company	Yes (Promoter Group)	Not Listed	6,28,118	10.92	NIL	NIL
2	Mr. Ankur Jain **Address:** 402, Prathamesh Tower Link Road, Near Don Bosco, Borivali West, Mumbai, Maharastra, 400091	Individual	Yes (Promoter)	N.A	5,36,800	9.32	NIL	NIL
3	Mrs. Alka Jain **Address:** 402, Prathamesh Tower Link Road, Near Don Bosco, Borivali West, Mumbai, Maharastra, 400091	Individual	Yes (Promoter)	N.A	4,91,430	8.55	NIL	NIL
4	Mr. Gyan Chand Jain **Address:** 402, Prathamesh Tower Link Road, Near Don Bosco, Borivali West, Mumbai, Maharastra, 400091	Individual	Yes (Promoter)	N.A	4,75,330	8.27	NIL	NIL
	Total				**21,30,678**	**37.06**		

**The pre-transaction shareholding percentage of the Sellers is calculated after considering the Equity and Total Voting Share Capital of the Target Company as of the date of Public Announcement.*

#The post-transaction shareholding of the Sellers reflects the shareholding of the Sellers post consummation of the Share Purchase Agreement dated January 20, 2025.

i. The Sellers confirm that there is no lien, encumbrances or lock-in on the shares of the shares held by the Sellers and these shares will be transferred free from all lock-in requirements.
ii. None of the Sellers are prohibited by SEBI from dealing in securities, in terms of direction issued under Section 11B of the SEBI Act, 1992 and subsequent amendments thereto or under any other regulations made under the SEBI Act, 1992.
iii. Upon completion of the Underlying transaction, the Sellers shall not hold any Equity Shares of the Target Company and the Sellers shall relinquish the control and management of the Target Company in favor of the Acquirers the Acquirers will acquire control over the Target Company and shall become the promoters of the Target Company.
iv. Also, Mr. Ashok Jain, Mr. Bansi Lal Jain, Mr. Chain Raj Meena and Mr. Lal Chand Jain, prior- incumbent Promoters were reclassified and categorized as Non-Promoters vide shareholders resolution dated September 30, 2024. The Company has filed an application seeking approval from BSE vide application dated September 30, 2024. Currently the application for re-classification is pending with BSE.

C. INFORMATION ABOUT THE TARGET COMPANY

i. The Target Company is a public limited company bearing CIN: **L17124RJ1993PLC007136**. The Target Company was incorporated as **'Ratanjiri Textiles Limited'** under the Companies Act, 1956, with a certificate of incorporation issued by the Registrar of Companies, at Rajasthan, Jaipur dated January 06, 1993. In the year 2003, the name of the Target Company was change to **'R S C International Limited'** and a fresh certificate of incorporation was issued by the Registrar of Companies, at Rajasthan, Jaipur on January 21, 2003. There is no change in name of the Target Company in the last 3 years.
ii. The Registered Office of the Target Company is at Plot No. 30, Sangam Colony, Opposite VKI Road No. 14, Sikar Road, Jaipur, Rajasthan, India – 302013 and Corporate Office is situated at 502, Orchid Plaza, Natakwala Lane, Behind Gokul Shopping centre Borivali (W), Mumbai, Maharashtra, India, 400092.
iii. The Target Company is engaged agency business of synthetic fabrics.
iv. The Equity Shares of the Target Company are listed only on BSE Limited. (Scrip Code: 530179). The ISIN of the Equity Shares of the Target Company is **INE015F01019**
v. The authorized share capital of the Target Company is ₹ 7,00,00,000 (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each. The paid-up share capital of the Target Company is ₹ 5,74,97,000 /- (Rupees Five Crores Seventy Four Lakh Ninety Seven Thousand Only) divided into 57,49,700 (Fifty Seven Lakh Forty Nine Thousand Seven Hundred only) Equity Shares of ₹ 10/- (Rupees Ten Only).
vi. As on the date of this DPS, the Promoters of the Target Company are Mr. Gyan Chand Jain, Mr. Ankur Jain and Mrs. Alka Jain.
vii. The details of the Share Capital of Target Company as on the date of this DPS are as follows:

Particulars	No. of Equity Shares	% of Equity Shares
Fully paid-up Equity Shares	57,49,700	100%
Partly paid-up Equity Shares	NIL	NIL
Total paid-up Equity Shares	57,49,700	100%
Total Voting Rights in the Target Company	57,49,700	100%

viii. As on the date of this DPS, there is only one class of Equity Shares and there are no: (i) partly paid-up equity shares; (ii) equity shares carrying differential voting rights; and/ or (iii) outstanding convertible instruments (such as depository receipts, fully convertible debentures, warrants, convertible preference shares, etc.) issued by the Target Company which are convertible into Equity Shares of the Target Company.
ix. The Equity Shares of the Target Company are in-frequently traded on the Stock Exchange in terms of Regulations 2(1)(j) of the SEBI (SAST) Regulations.
x. As on the date of this DPS, the trading in Equity Shares of the Target Company is not suspended at BSE. The trading in Equity Shares of Target Company is under Trading Restricted Group on account of Graded Surveillance Measures(GSM): Stage 4.
xi. There are no outstanding Equity Shares of the Target Company that have been issued but not listed on the Stock Exchange.
xii. Key financial information of the Target Company based on the audited financial statements for six months ended September 30, 2024, the financial year ended as on March 31, 2024, March 31, 2023 and March 31, 2022, are provided hereunder:

(₹ in thousands, except per share data)

Particulars	Six months ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
	(Unaudited Limited Review)	(Audited)	(Audited)	(Audited)
Total Revenue	8,705.44	4,300.47	-	2,712.76
Net Income/ Profit after tax	795.33	(266.77)	(777.82)	(141.27)
Earnings per share (basic) (in ₹)	-	(0.05)	(0.15)	(0.03)
Earnings per share (diluted) (in ₹)	-	(0.05)	(0.15)	(0.03)
Net worth / Shareholders Fund	-	(166.53)	100.25	878.07

As certified by Mr. Hiren Maru, Chartered Accountants (Membership No. 115279) proprietor of M/s. D G M S & Co. (Firm Registration No. 112187W) having office at Office No-10, Vihang Vihar, Opp. Gautam Park, Panchpakhadi, Thane (west) – 400602, email id: hirenmaru@yahoo.in vide certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25115279BMIPTX2455.

D. DETAILS OF THE OPEN OFFER

i. The Offer is a mandatory offer being made by the Acquirers in compliance with Regulations 3(1) and 4 read with other applicable Regulations of SEBI (SAST) Regulations, pursuant to the execution of SPA for substantial acquisition of shares, voting rights and control over the Target Company, to all the Public Shareholders to purchase 14,94,922 (Fourteen Lakhs Ninety Four Thousand Nine Hundred and Twenty Two) Equity Shares **("Offer Shares")** representing 26.00% (Twenty six percent) of the Total Voting Share Capital, at a price of ₹ 9.50/- (Rupees Nine and Fifty paisa only), per Equity Share **("Offer Price")**, which has been determined in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, aggregating to a total consideration of to ₹ 1,42,01,759/- (Rupees One Crore Forty Two Lakhs One Thousand, Seven Hundred and Fifty Nine only) (assuming full acceptance) ("Offer Size"), subject to the other terms and conditions set out in the PA, this DPS, and the letter of offer that is proposed to be issued in connection with this Open Offer in accordance with the SEBI (SAST) Regulations **("Letter of Offer"** or **"LOF")**.
ii. The Offer Price has been arrived in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirers in accordance with the SEBI (SAST) Regulations will be ₹ 9.50/- (Rupees Nine and Fifty paisa only) per Equity Share.
iii. The Offer Price will be paid in cash through Banking Channels by the Acquirers, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
iv. All the Equity Shares validly tendered by the Public Shareholders in the Open Offer, will be acquired by the Acquirers in accordance with the terms and conditions set forth in this DPS and the terms and conditions which will be set out in the Letter of Offer, the relevant provisions of the SEBI (SAST) Regulations and applicable laws.
v. This Open Offer is a mandatory open offer. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations.
vi. This Open Offer is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations.
vii. This Open Offer is not given along with delisting offer.
viii. There are no condition as stipulated in the SPA, the meeting of which be outside the reasonable control of the Acquirers, and in view of which the Offer might be withdrawn under Regulation 23(1) of the SEBI (SAST) Regulations
ix. To the best of the knowledge and belief of the Acquirers, as on the date of this DPS, there are no statutory approval(s) required to implement the Open Offer. However, if any statutory or other approval(s) are required or become applicable prior to completion of the Open Offer, the Open Offer would be subject to the receipt of such statutory or other approval(s) being obtained and the Acquirers shall make necessary applications for such approvals.
x. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the reasonable control of the Acquirer, the approvals specified in section VI (Statutory and Other Approvals) of this DPS or those which become applicable prior to completion of the Open Offer are not received or refused or any of the conditions precedent under the SPA are not met, then the Acquirer shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirer, through the Manager to the Open Offer, shall, within 2 (two) 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.
xi. The primary objective of the Acquirers for the above mentioned acquisition is substantial acquisition of shares and voting rights accompanied with the change in control and management of the Target Company. The Acquirer intends to expand the Target Company's business activities by carrying on additional business for commercial reasons and operational efficiencies. The Acquirers reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in structure that may be carried out, will be in accordance with applicable laws.
xii. In the event that the number of Equity Shares validly tendered by the Public Shareholders under this Offer is more than the number of Equity Shares agreed to be acquired in this Offer, the Acquirers shall accept those Equity Shares validly tendered by such Public Shareholders on a proportionate basis in consultation with the Manager to the Offer.
xiii. Upon completion of the Offer, assuming full acceptance in the Offer, Acquirers will collectively hold 36,25,600 (Thirty Six Lakh Twenty-Five Thousand, Six Hundred) Equity Shares representing 63.06% of the Total Voting Share Capital of the Target Company as on the tenth working day after closure of the Tendering period.
xiv. The Public Shareholders who tender their Equity Shares in this Open Offer shall ensure that all the Equity Shares validly tendered by them are free from all liens, charges, and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereof, and the tendering Public Shareholders shall has obtained all necessary consents for it to sell the Offer Shares on the foregoing basis.
xv. The Manager to the Offer does not hold any Equity Shares in the Target Company as on the date of appointment as Manager to the Offer and as on the date of this DPS. The Manager to the Offer further declares and undertakes not to deal, on its own account, in the Equity Shares during the Open Offer period.

E. BACKGROUND OF THE OFFER

i. This Open Offer is a mandatory open offer being made by the Acquirers in terms of Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPA dated January 20, 2025, to acquire in excess of 25% (Twenty Five percent) of the Total Voting Share Capital of the Target Company along with control over the Target Company.
ii. The Acquirers has entered into a SPA dated January 20, 2025 with the Promoter Sellers pursuant to which the Acquirers has agreed to acquire, **21,30,678 (Twenty One Lakh Thirty Thousand Six Hundred and Seventy Eight)** Equity Shares, which constitutes 37.06% (Thirty Seven point zero six percentage) of the Total Voting Share Capital of the Target Company, for an aggregate consideration of ₹ 2,02,41,441/- (Rupees Two Crore Two Lakh Forty One Thousand Four Hundred and Forty One only) i.e. ₹ 9.50/- (Rupees Nine and Fifty paisa only) per Equity Share subject to the statutory approvals, if any and satisfaction of conditions precedent specified in the SPA (unless waived off in accordance with the Share Purchase Agreement).
iii. Details of 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	Mode of payment (Cash / Securities)	Regulations which has triggered
		Number	% vis-a-vis total diluted share and voting capital			
Direct Acquisition	Acquisition of 21,30,678 (Twenty One Lakhs Thirty Thousand Six Hundred and Seventy Eight) Equity shares at Price of ₹ 9.50/- (Rupees Nine and fifty paisa only) per Equity Share through Share Purchase Agreement dated January 20, 2025 entered into between the Acquirers and the Sellers	21,30,678 Equity Shares	37.06%	₹ 2,02,41,441/- (Rupees Two Crore Two Lakhs Forty One Thousand Four Hundred and Forty One only)	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations

iv. The Primary objective of the Acquirers for the above-mentioned acquisition is substantial acquisition of shares and voting rights accompanied with the change in control and management in the Target Company and acquisition of management control of the Target Company. The Acquirers may diversify its business activities in future into other line of business, however depending on the requirement and expediency of the business situation and subject to all applicable law, rule and regulations, the Board of Directors of the Target Company will take appropriate business decision from time to time in order to improve the performance of the Target Company The Offer Price will be paid in cash through Banking Channels by the Acquirers, in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations

F. SHAREHOLDING AND ACQUISITION DETAILS

The current and proposed (post-offer) shareholding pattern of the Acquirers in the Target Company, is as follows:

Details	Acquirer 1		Acquirer 2	
	No. of Equity Shares	% holding	No. of Equity Shares	% holding
Shareholding as on the PA date	NIL	NIL	NIL	NIL
Equity Shares acquired through SPA	10,65,339	18.53%	10,65,339	18.53%
Equity Shares acquired between the date of PA and the date of DPS	NIL	NIL	NIL	NIL
Equity Shares proposed to be acquired in the Offer	7,47,461	13.00%	7,47,461	13.00%
Post Offer shareholding as of 10th working day after the closure Tendering Period (assuming full acceptance of the Open Offer)	18,12,800	31.53%	18,12,800	31.53%

G. OFFER PRICE:

i. The Equity Shares of the Target Company are listed on **BSE Limited** (Scrip Code **'530179'** and Script ID: **'RSCINT'**) and the ISIN of the Equity Shares of Target Company is **'INE015F01019'**
ii. The annualized trading turnover of the Equity Shares of the Target Company on BSE based on trading volume during the period **January 01, 2024 to December 31, 2024** ("Twelve Month Period"), viz. twelve calendar months preceding the calendar month in which the PA i.e. **January 20, 2025**, has been made is set out below:

Stock Exchange	Total no. of Equity Shares of the Target company traded during the preceding 12 calendar months prior to the date of Public Announcement (A)	Total number of Equity Shares of the Target company during the Relevant Period (B)	Traded Turnover % (A/B)
BSE	2,54,230	57,49,700	4.42

(Source: www.bseindia.com)

Therefore, in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, the Equity Shares of the Target Company are in-frequently traded on BSE.

iii. The Offer Price of ₹ 9.50/- (Rupees Nine and fifty paisa only) has been determined considering the parameters as set out under Regulations 8 (2) of the SEBI (SAST) Regulations, being highest of the following:

Sr. No.	Particulars	Price
a)	The highest negotiated price per Equity Share of the Target company for any acquisition under the agreement attracting the obligations to make a Public Announcement for the Open Offer i.e. the price per Seller share under the SPA	₹ 9.50/- (Rupees Nine and Fifty paisa only)
b)	The volume-weighted average price paid or payable per Equity Share for acquisition(s) by the Acquirers, during the 52 (Fifty-Two) weeks immediately preceding the date of Public Announcement	₹ 9.50/- (Rupees Nine and Fifty paisa only)
c)	The highest price paid or payable per Equity Share, whether for any acquisition by the Acquirers, during the 26 (Twenty-Six) weeks immediately preceding the date of Public Announcement	₹ 9.50/- (Rupees Nine and Fifty paisa only)
d)	The volume-weighted average market price of Equity Shares for a period of 60 (Sixty) trading days immediately preceding the date of Public Announcement as traded on BSE where the maximum volume of trading in the Equity Shares of the Target Company is recorded during such period and such shares are frequently traded	Not applicable
e)	Where the Equity Shares are not frequently traded, the price determined by the Acquirers and the Manager to the Open Offer considering valuation parameters per Equity Share including, book value, comparable trading multiples, and such other parameters as are customary for valuation of equity shares of such companies; and	₹ 5.29/- (Rupees Five and Twenty Nine paisa Only)*
f)	The per equity share value computed under Regulation 8(5) of SEBI (SAST) Regulations, if applicable	Not applicable

As certified by Mr. Hiren Maru, Chartered Accountants (Membership No. 115279) proprietor of M/s. D G M S & Co. (Firm Registration No. 112187W) having office at Office No-10, Vihang Vihar, Opp. Gautam Park, Panchpakhadi, Thane (west) – 400602, email id: hirenmaru@yahoo.in vide certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25115279BMIPTX2455.

**W/ Priyanka Garg/ Sanjay, Registered Valuer (Registration no. IBBI/RV/06/2021/14388) has undertaken an independent valuation exercise and issued a valuation report dated January 20, 2025 under the provisions of Regulation 8(2)(e) of SEBI SAST Regulations. She has used weighted average of market price method, income method and book value method to arrive at a fair value of ₹ 5.29 (Rupees Five and Twenty Nine paisa) per Equity Share of the Target Company.*

iv. In view of the parameters considered and presented in the table in paragraph iii above, the Offer Price, under Regulation 8(2) of the SEBI (SAST) Regulations, is the higher of a to f above i.e. ₹ 9.50/- (Rupees Nine and Fifty paisa only). Accordingly, the Offer Price is justified in terms of the SEBI (SAST) Regulations.
v. There have been no corporate action in the Target Company warranting adjustment of relevant price parameters under Regulation 8(9) of the SEBI (SAST) Regulations.
vi. As on date of this DPS, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirers would comply with Regulation 18 and all other applicable provisions of SEBI (SAST) Regulations. The Offer Price may be adjusted by the Acquirers, in consultation with the Manager to the Open Offer, in the event of any corporate action(s) such as issuances pursuant to rights issue, bonus issue, stock consolidations, stock splits, payment of dividend, de-mergers, reduction of capital, etc. where the record date for effecting such corporate action(s) falls prior to the 3rd (third) Working Day before the commencement of the Tendering Period, in accordance with Regulation 8(9) of the SEBI (SAST) Regulations.
vii. In terms of Regulations 18(4) and 18(5) of the SEBI (SAST) Regulations, the Offer Price or the Offer Size may be revised at any time prior to the commencement of the last 1 (one) Working Day before the commencement of the Tendering Period. In the event of such revision: (a) the Acquirers shall make corresponding increases to the Escrow Amount, (b) make a public announcement in the same newspapers in which the Detailed Public Statement has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE and the Target Company at its registered office of such revision.
viii. In the event of acquisition of the Equity Shares by the Acquirers during the Offer Period, whether by subscription or purchase, at a price higher than the Offer Price, then the Offer Price will be revised upwards to be equal to or more than the highest price paid for such acquisition in terms of Regulation 8(8) of the SEBI (SAST) Regulations. In the event of such revision, the Acquirers shall: (a) make corresponding increases to the Escrow Amount; (b) make a public announcement in the same newspapers in which the DPS has been published; and (c) simultaneously with the issue of such public announcement, inform SEBI, BSE Limited, and the Target Company at its registered office of such revision. However, the Acquirers shall not acquire any Equity Shares after the 3rd (third) Working Day prior to the commencement of the Tendering Period of this Open Offer and until the expiry of the Tendering Period of this Open Offer.
ix. If the Acquirers acquires Equity Shares of the Target Company during the period of 26 (Twenty Six) weeks after the Tendering Period at a price higher than the Offer Price, the Acquirers will pay the difference between the highest acquisition price and the Offer Price, to all Public Shareholders whose Equity Shares has been accepted in the Open Offer within 60 (sixty) days from the date of such acquisition. However, no such difference shall be paid if such acquisition is made under another Open Offer under SEBI (SAST) Regulations, or pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of Equity Shares of the Target Company in any form.
x. If the aggregate number of Equity Shares validly tendered in this Open Offer by the Public Shareholders, is more than the Offer Size, then the Equity Shares validly tendered by the Public Shareholders will be accepted on a proportionate basis, subject to acquisition of a maximum of 14,94,922 (Fourteen Lakhs Ninety Four Thousand Nine Hundred and Twenty Two) Equity Shares, representing 26% of the Equity and Voting Share Capital, in consultation with the Manager to the Open Offer.

H. FINANCIAL ARRANGEMENTS

1. The total consideration for this Open Offer, assuming full acceptance of this Open Offer (i.e., for the acquisition of 14,94,922 (Fourteen Lakhs Ninety Four Thousand Nine Hundred and Twenty Two) Equity Shares at the Offer Price of ₹ 9.50/- (Rupees Nine and Fifty paisa only), per Equity Share (the **"Maximum Consideration"**) aggregating to ₹ 1,42,01,759/- (Rupees One Crore Forty Two Lakhs One Thousand Seven Hundred and Fifty Nine Only).
2. The Acquirers confirms that they have adequate resources to meet the financial obligations for the Open Offer in terms of Regulation 25(1) of the SEBI (SAST) Regulations and the Acquirers will be able to implement the Open Offer. The sources of funds for the Acquirers are from their cash and cash equivalents (including liquid investments).
3. Mr. S M Bhatt, Chartered Accountants (Membership No. 030696) proprietor of S M Bhatt & Associates (Firm Registration No. 131347W) having office at G-3, B Building, Labh Ashish, Old Police Lane, Andheri (E), Mumbai - 400069, email id: bhat30696@yahoo.in vide certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25030696BMIADF2578 for Acquirer-1 and certificate dated January 20, 2025, bearing Unique Document Identification Number (UDIN) – 25030696BMIADE2645 for Acquirer-2 has certified that the Acquirers collectively have adequate financial resources to meet financial obligations that shall be attracted pursuant to Open Offer.
4. In accordance with Regulation 17 of SEBI (SAST) Regulations, the Acquirers and the Manager to the Open Offer have entered into an escrow agreement dated January 20, 2025 with Indusind Bank Limited **("Escrow Agent")**, having its Registered Office at 2401 Gen. Thimmayya Road (Cantonment), Pune - 411 001, India, acting through its branch office at Premises No.59 & 61, Sonawala Building, 57, Mumbai Samachar Marg, Opp. Bombay Stock Exchange, Fort, Mumbai – 400001. Pursuant to the Escrow Agreement, the Acquirer has opened an escrow account under the name and title of **"R S C International Limited Open Offer Escrow Account" ("Escrow Account")**, and has made a cash deposit of ₹36,00,000/- (Rupees Thirty Six Lakhs Only) **("Escrow Amount")** (being more than 25% (Twenty Five percent) of the total considerations payable in the Open Offer, as required under Regulation 17(1) of the SEBI (SAST) Regulations). The cash deposit has been confirmed by way of a confirmation letter dated January 21, 2025 issued by the Escrow Agent to the Manager to the Open Offer.
5. The Manager to the Open Offer has been fully authorized to operate the Escrow Account and has been duly empowered to realize the value of the Escrow Account in terms of the SEBI (SAST) Regulations.
6. In case of any upward revision in the Offer Price or the size of this Open Offer, the value in cash of the Escrow Amount shall be computed on the revised consideration calculated at such revised offer price or offer size and any additional amounts required will be funded by the Acquirer, prior to effecting such revision, in terms of Regulation 17(2) of the SEBI (SAST) Regulations.
7. Based on the above, the Manager to the Open Offer is satisfied, (i) about the adequacy of resources to meet the financial requirements of the Open Offer and the ability of the Acquirers to implement the Open Offer in accordance with the SEBI (SAST) Regulations, and (ii) that firm arrangements for payment through verifiable means are in place to fulfill the Open Offer obligations.

I. STATUTORY AND OTHER APPROVALS

1. As on the date of this Detailed Public Statement, to the knowledge of the Acquirers, there are no other statutory approvals required to complete this Open Offer. However, in case of any such statutory approvals are required by the Acquirers, later, before the expiry of the Tendering Period, this Open Offer shall be subject to such approvals and the Acquirers shall make the necessary applications for such statutory approvals.
2. In case of delay in receipt of any statutory approval, SEBI may, if satisfied that delayed receipt of the requisite approvals was not due to any willful default or neglect of the Acquirers or the failure of the Acquirers to diligently pursue the application for the approval, grant extension of time for the purpose, subject to the Acquirer agreeing to pay interest to the Public Shareholders as directed by SEBI, in terms of Regulation 18(11) of the SEBI (SAST) Regulations. Further, if a delay occurs on account of willful default by the Acquirer in obtaining the requisite approvals, Regulation 17(9) of the SEBI (SAST) Regulations will also become applicable and the amount lying in the Escrow Account shall become liable for forfeiture.
3. In terms of Regulation 23 of the SEBI (SAST) Regulations, in the event that, for reasons outside the

(Continued next page....)

MPS MPS LIMITED

Registered Office: 4th Floor, R.R Towers IV, Super A, 16/17, T.V.K. Industrial Estate, Guindy, Chennai-600 032
Corporate Office: A-1, Tower A, 4th Floor, Windsor IT park, Sector 125, Noida, Uttar Pradesh-201 303, CIN: L22122TN1970PLC005795
Tel: +91 44 49162222, Email: investors@mpslimited.com, Website: www.mpslimited.com

Extract of unaudited financial results for the quarter and nine months ended 31 December 2024 *INR in lacs, except per equity share data*

Particulars	Standalone			Consolidated		
	Quarter Ended	Nine Months Ended	Corresponding quarter ended in the previous year	Quarter Ended	Nine Months Ended	Corresponding quarter ended in the previous year
	31-December-2024	31-December-2024	31-December-2023	31-December-2024	31-December-2024	31-December-2023
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Total Income from operations	9,009	25,763	8,404	18,636	54,478	13,381
Net Profit for the period before tax	3,701	10,892	4,169	5,509	13,923	4,065
Net Profit for the period after tax	2,852	8,258	3,200	4,071	10,184	2,973
Total Comprehensive Income for the period	2,966	8,381	3,201	4,439	10,729	3,136
Equity Share Capital	**1,711**	**1,711**	**1,711**	**1,711**	**1,711**	**1,711**
Other Equity	**35,398 (As on 31st March, 2024)**	**35,398 (As on 31st March, 2024)**	**33,488 (As on 31st March, 2023)**	**44,271 (As on 31st March, 2024)**	**44,271 (As on 31st March, 2024)**	**41,004 (As on 31st March, 2023)**
Earnings per equity share (not annualised for quarters and period) (Face value - INR 10 per equity share)						
Basic (INR)	16.82	48.69	18.87	24.00	60.04	17.53
Diluted (INR)	16.81	48.66	18.84	23.99	60.00	17.50

Notes :

1. The above standalone and consolidated unaudited financial results for the quarter and nine months ended 31 December 2024, have been reviewed by the Audit Committee and upon their recommendation approved by the Board of Directors of the Company at their meeting held on 23 January 2025. The Statutory Auditors of the Company have carried out limited review of the financial results for the quarter and nine months ended 31 December 2024 and an unmodified report has been issued.
2. The above is an extract of the detailed format of standalone and consolidated unaudited financial results for the quarter and nine months ended 31 December 2024 filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the standalone and consolidated unaudited financial results for the quarter and nine months ended 31 December 2024 are available on the Stock Exchange websites (**www.bseindia.com / www.nseindia.com**) and on the Company's website (**www.mpslimited.com**).

SCAN THE QR CODE TO VIEW THE UNAUDITED FINANCIAL RESULTS

For MPS Limited
Sd/-
Rahul Arora
Chairman and CEO

Place: Singapore
Dated: 23 January, 2025

ICICI Home Finance | PUBLIC ANNOUNCEMENT

INVITATION FOR EXPRESSION OF INTERSET FOR SALE OF SECURED REDEEMABLE TRANSFERABLE NON- CONVERTIBLE DEBENTURES THROUGH AUCTION UNDER SWISS CHALLENGE METHOD

ICICI Home Finance Company Limited, a company incorporated under the Companies Act, 1956, having CIN: U65922MH1999PLC120106, its registered office at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, Maharashtra (**"ICICI HFC"**) invites Expression of Interest (**"EOI"**) to participate in the public auction under Swiss Challenge Method (**"SCM"**) for the proposed sale/ transfer of secured transferable non – convertible debentures (**"NCD"**), in terms of the extant guidelines of Reserve Bank of India (**"Sale / Transfer Process"**). The sale of the NCD's are on a **"100% upfront cash basis"** only.

Borrower Name	Total Outstanding as on September, 2023	NPA date	Base / Anchor Bid Amount	Minimum Mark up stipulated for bidding
D. S. Kulkarni Developers Limited	Rs. 133.32 Crores	April 30, 2017	Rs. 38.00 Crores	Rs. 39.90 Crores

"The said outstanding amount is as on date as mentioned above and may vary at the time of actual sale"
The Borrower has defaulted of its debt to certain financial institutions (**"Lenders"**). The Bank of Maharashtra in its capacity as a secured financial creditor has initiated Corporate Insolvency Resolution Process (**"CIRP"**) against the Borrower under the provisions of the Insolvency Bankruptcy Code, 2016 before the Hon'ble NCLT, Mumbai on 26th September 2019.
On 23rd June 2023, the Hon'ble NCLT, Mumbai passed and approved the Resolution Plan submitted by the Resolution Applicant i.e., Ashdan Properties Private Limited, Classic Promoters & Builders Pvt. Ltd., Atul Builders - Consortium (**"APPL"**). ICICI HFC filed their claim and received a settlement amount in the form of NCD's to an amount of Rs.89.99 Crore in the CIRP proceedings.
Notice is hereby given to public at large and eligible interested applicants for inviting submission of bids under SCM in acquiring the secured, redeemable, transferable NCDs issued to ICICI HFC at a price which is 5% higher than the Anchor Bid Amount for the purchase of the NCDs and then further, by an incremental amount of at least Rs. 50,00,000 (Rupees Fifty Lakhs), in accordance with the terms of the process document (i.e. the bid submitted should be for an amount greater than the Base / Anchor Bid price of Rs. 38.00 Crore by at least Rs. 1.90 Crores which is 5% of Base/ Anchor Bid).
The eligible interested applicants may access the bid process document for the SCM on the following link https://BidDeal.in, or the same can be obtained by sending an email on join.gaurav@icicihfc.com or Sandesh.Ankushrao@icicihfc.com. The details of the Base / Anchor bid and related process is set out in the bid process document. The eligible interested applicants shall submit their EOI along with a duly signed (executed by authorized signatory) and adequately stamped non – disclosure agreement (**"NDA"**) as per the format and in the manner as prescribed by ICICI HFC on or before **5:00 pm** of 29th January 2025, post which access to the transactions documents related to the facility will be shared with the eligible interested applicants.
The sale is on **" as is what is basis"** and **"without recourse basis"**. ICICI HFC reserves the right to modify, alter and / or amend any terms of the Sale / Transfer Process and the bid process documents, including the prescribed time lines, and / or cancel the Sale / Transfer Process at any stage and / or accept or reject any EOI, with or without assigning any reason thereof (which decision shall be final, binding and conclusive), without any liability to any person whatsoever.

	RELEVANT PARTICULARS	
1.	Corporate Debtor	D. S. Kulkarni Developers Limited
2.	Asset on Sale	Secured, Redeemable, Transferrable Secured Non-Convertible Debentures (NCDs) shall mean 899.905 debentures having face value of Rs. 1000 each, aggregating to Rs. 89.99 Crore issued in two series issued on October 06, 2023 i.e. Series 1 & 2 as below: ·Series 1 NCD of Rs. 601.48 million redeemable over 7 years along with interest @0.50% ·Series 2 NCD of Rs. 298.43 million redeemable at the end of 7th year (without interest ***Please Ensure You Read Carefully And Refer To The E-bid Process Document Specifically Defined In The Swiss Challenge Process Document Available With The Undersigned and at https://BidDeal.in**
3.	Base/ Anchor Bid Price	Rs. 38.00 Crore (Rupees Thirty-Eight Crore only)
4.	EMD Amount	Rs. 3.80 Crore (Rupees Three Crore and Eighty Lakhs only)
5.	Mode of Sale	Swiss Challenge Process as per applicable laws
6.	Terms of Sale	The detailed Terms & Conditions & other details of the online auction are available on https://BidDeal.in
7.	Last Date for Submission of Eligibility Documents	29th January, 2025
8.	Last Date for Submission of EMD	29th January, 2025
9.	Date & Time for E-Auction	30th January, 2025 at 11:00 AM to 12:30 PM
10.	Date of Declaration of Successful Bidder	31th January, 2025
11.	Last date for Payment of Balance Sale Consideration by Successful Bidder	28th February, 2025

Note: In case of any clarifications, please contact the undersigned at jain.gaurav@icicihfc.com (+91 90041 44733) Sandesh.Ankushrao@icicihfc.com (+91 80823 52569) or our authorized E Auction Partner Value Trust Capital Services Private Limited at +91 92666 04643

Sd/-
ICICI Home Finance Company Limited
Lenders of D. S. Kulkarni Developers Limited
Address: ICICI HFC Tower, 3rd Floor, Andheri Kurla Road, J.B. Nagar, Andheri (E) Mumbai- 400059

Date: 24rd January, 2025
Place: Pune

SG MART LIMITED

(Formerly known as Kintech Renewables Limited)
CIN: L46102DL1985PLC426661

Registered Office: Ho. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi-110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, U.P.- 201305
Email: compliance@sgmart.co.in Website: www.sgmart.co.in Tel: +011-44457164

EXTRACT OF STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2024

(₹ in Crs. except earning per share data)

S. No.	Particulars	Quarter ended December 31, 2024 (Unaudited)	Nine Months ended December 31, 2024 (Unaudited)	Quarter Ended December 31, 2023 (Unaudited)
1	Total Income from Operations	1,345.29	4,305.25	748.26
2	EBITDA	47.63	126.42	26.65
3	Net Profit/(Loss) for the period (before Tax, Exceptional and/or Extraordinary items)	37.45	95.24	23.17
4	Net Profit/(Loss) for the period before Tax (after Exceptional and/or Extraordinary items)	37.45	95.24	23.17
5	Net Profit/(Loss) for the period after Tax (after Exceptional and/or Extraordinary items)	28.04	70.30	17.19
6	Total Comprehensive income for the period	29.04	71.32	17.19
7	Equity Share Capital	11.23	11.23	5.58
8	Other Equity	-	-	-
9	Earnings Per Share (face value of ₹ 1/- not annualised for quarterly figures)			
	Basic:	2.50	6.28	1.88
	Diluted:	2.39	5.98	1.83

Notes:

1 Brief of Standalone Financial Results for the quarter and nine months ended 31 December, 2024:

(₹ in Crs.)

Particulars	Quarter ended December 31, 2024 (Unaudited)	Nine Months ended December 31, 2024 (Unaudited)	Quarter Ended December 31, 2023 (Unaudited)
Income from Operations	1,281.96	4,205.48	748.26
Profit Before Tax	37.04	96.57	23.17
Profit After Tax	27.63	71.63	17.19

2 The above is an extract of the detailed format of Unaudited Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Unaudited Financial Results are available on the website of the Stock Exchange (www.bseindia.com) and on the Company's website at https://sgmart.co.in/investor-relations/financial-report/. The Same can be accessed by scanning the QR Code provide below.

For SG Mart Limited
Sd/-
Amit Thakur
Whole Time Director

Place: Noida
Date: 23rd January, 2025

ALPHALOGIC INDUSTRIES LIMITED

Registered Office: 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune, Pune, Maharashtra, India, 411014
CIN: U01100PN2020PLC194296 E Mail id: cs@alphalogicindustries.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL

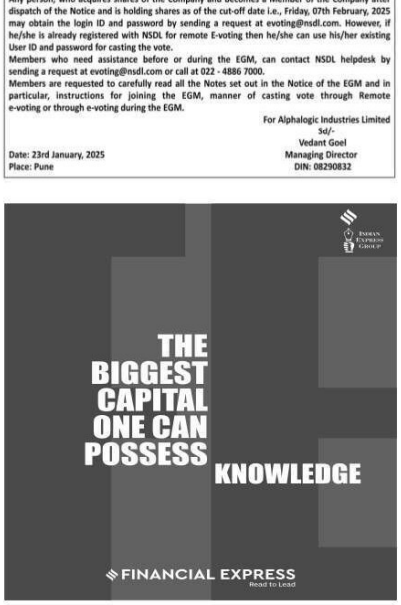
NOTICE is hereby given that the Extra Ordinary General Meeting ("EGM") of the members of the Company will be held on Friday, 14th day of February, 2025 at 4:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder ("the Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.20/2020 dated 5th May, 2020 and General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circular dated 5th January, 2023, and Circular No. SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/8164 dated October 6, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "Circulars"), to transact the business as set out in the Notice of EGM of the Company. Members will be able to attend and participate in the EGM by VC/OAVM only. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
In compliance with the aforesaid Circulars the Company has sent Notice of EGM by electronic mode only, on January 23, 2025, to all the members whose email addresses are registered with the Depository Participants up to Friday, January 17, 2025.
The Notice of the EGM can be downloaded from the Company's website at www.alphalogicindustries.com and website of the stock exchange, i.e., BSE Limited at www.bseindia.com.
REMOTE E-VOTING AND E-VOTING AT THE EGM
Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings, the Company has engaged services of National Securities Depository Limited ("NSDL") for providing remote e-voting facility prior to EGM ("remote e-voting"). Additionally, the Company, through NSDL is providing the facility of voting through e-voting system during the EGM ('e-voting').

Cut-off date for e-voting	07th February, 2025
Commencement of Remote e-voting	9:00 a.m. (IST) on Tuesday, 11th February, 2025
Conclusion of Remote e-voting	5:00 p.m. (IST) on Thursday, 13th February, 2025

Members who will be present at the EGM through VC/OAVM and who have not cast their vote by remote e-voting, will be eligible to exercise their right to vote during the EGM. Members who have cast their vote by Remote e-voting prior to the EGM may also attend and participate in the EGM but shall not be entitled to cast their vote again.
Accordingly, members may cast their votes through remote e-voting and e-voting at the EGM by following the instructions mentioned in the Notice. Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
The Company has appointed CS Anand Acharya (FCS: 61510 CP: 23001) Practising Company Secretary to act as a Scrutinizer for monitoring remote e-voting process and e-voting at the EGM in fair and transparent manner. The results of e-voting shall be declared within two working days from conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange and will be placed on the website of the Company at www.alphalogicindustries.com.
Members will be able to attend the EGM through VC/OAVM facility provided by NSDL by using NSDL's Remote e-voting login credentials and by following the instructions mentioned in the Notice.
Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date i.e., Friday, 07th February, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote E-voting then he/she can use his/her existing User ID and password for casting the vote.
Members who need assistance before or during the EGM, can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Members are requested to carefully read all the Notes set out in the Notice of the EGM and in particular, instructions for joining the EGM, manner of casting vote through Remote e-voting or through e-voting during the EGM.

For Alphalogic Industries Limited
Sd/-
Vedant Goel
Managing Director
DIN: 08290832

Date: 23rd January, 2025
Place: Pune



reasonable control of the Acquirers, the approvals specified in this DPS as set out in this part or those which become applicable prior to completion of the Open Offer are not received or refused or any of the conditions precedent under the SPA are not met, then the Acquirers shall have the right to withdraw the Open Offer. In the event of such a withdrawal of the Open Offer, the Acquirers, through the Manager to the Open Offer, shall, within 2 (two) 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.

4. Non-resident equity shareholders who wish to tender their equity shares in the Target Company in this Offer will be required to submit all the applicable Reserve Bank of India (hereinafter referred to as "RBI") approvals that they would have obtained for acquiring, the equity shares of the Target Company. In the event such RBI approvals are not submitted, the Acquirers reserves the sole right to reject the equity shares tendered in the Offer.

J. TENTATIVE SCHEDULE OF ACTIVITY

Tentative Activity Schedule	Schedule of Activities (Day and Date)*
Issue of Public Announcement	January 20, 2025
Publication of the Detailed Public Statement in the Newspapers	January 24, 2025
Last date for filing the Draft Letter of Offer with SEBI	January 31, 2025
Last date for public announcement for competing offer(s)	February 14, 2025
The 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 Open Offer)	February 24, 2025
Identified Date*	February 27, 2025
Last date for dispatch of the Letter of Offer to the Public Shareholders of the Target Company whose names appear on the register of members on the Identified Date	March 06, 2025
Last date for publication of the recommendations of the committee of the independent directors of the Target Company to the Public Shareholders for this Open Offer in the newspapers	March 10, 2025
Last date for upward revision of the Offer Price and/ or the Offer Size	March 11, 2025
Last date of publication of opening of Open Offer public announcement in the newspapers	March 12, 2025
Date of commencement of Tendering Period	March 13, 2025
Date of closing of Tendering Period	March 27, 2025
Last date of communicating the rejection/ acceptance and completion of payment of consideration or return of Equity Shares to the Public Shareholders	April 15, 2025
Last date for Publication of post-Open offer Public Announcement in the newspapers in which this Detailed Public Statement was published	April 23, 2025

**Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be sent in accordance with the SEBI (SAST) Regulations. It is clarified that all the Public Shareholders (even if they acquire Equity Shares and become shareholders of the Target Company after the Identified Date) are eligible to participate in this Open Offer any time during the Tendering Period.*

**The above timelines are indicative (prepared on the basis of timelines provided under the SEBI (SAST) Regulations) and are subject to receipt of relevant approvals from various statutory/regulatory authorities and may have to be revised accordingly. To clarify, the actions set out above may be completed prior to their corresponding dates subject to compliance with the SEBI (SAST) Regulations.*

I. PROCEDURE FOR TENDERING THE EQUITY SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER:

1. The Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the BSE in the form of a separate window ("Acquisition Window"), in accordance with SEBI (SAST) Regulations and the SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time, read with the SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, as amended from time to time and SEBI Circular SEBI/HO/CFD/ DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI master circular SEBI/HO/CFD/PoD-1/P/ CIR/2023/31 dated February 16, 2023, as amended from time to time and notices/ guidelines issued by BSE and the Clearing Corporation in relation to the mechanism/ process for the acquisition of shares through the stock exchange pursuant to the tender offers under takeovers, buy back and delisting, as amended and updated from time to time ('Acquisition Window Circulars'). The facility for acquisition of Equity Shares through the stock exchange mechanism pursuant to the Offer shall be available on BSE in the form of the Acquisition Window.
2. As per the provisions of Regulation 40 (1) of the SEBI (LODR) Regulations and SEBI's press release dated December 03, 2018, bearing reference number 'PR 49/2018', requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 01, 2019. However, in accordance with SEBI bearing reference number 'SEBI/HO/ CFD/CMD1/CIR/P/2020/144 dated July 31, 2020', shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, Public Shareholders holding Equity Shares in physical form as well are eligible to tender their Equity Shares in this Open Offer as per the provisions of the SEBI (SAST) Regulations.
3. All Public Shareholders, registered or unregistered, holding the Equity Shares in dematerialized form are eligible to participate in this Open Offer at any time during the period from the Offer Opening Date and Offer Closing Date before the closure of the Tendering Period. All Public Shareholders who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who has acquired Equity Shares after the Identified Date, or those who has not received the Letter of Offer, may also participate in this Open Offer. The accidental omission to send the Letter of Offer to any person to whom the Offer is made or the non-receipt or delayed receipt of the Letter of Offer by any such person will not invalidate the Open Offer in any way.
4. The Offer will be implemented by the Target Company through Stock Exchange Mechanism made available by BSE Limited in the form of a separate window as provided under the SEBI (SAST) Regulations read with Acquisition Window Circulars. The Acquisition Window will be provided by the Designated Stock Exchange to facilitate the placing of sell orders. The Selling Broker can enter orders for dematerialized Equity Shares. Before placing the bid, the concerned Public Shareholder/Selling Broker would be required to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ('Clearing Corporation'), by using the settlement number and the procedure prescribed by the Clearing Corporation.
5. BSE shall be the designated stock exchange (**"Designated Stock Exchange"**) for the purpose of tendering Offer Shares in the Open Offer.
6. The Acquirer have appointed Shreni Shares Limited (**"Buying Broker"**) as its broker for the Open Offer through whom the purchase and settlement of the Equity Shares tendered in the Open Offer will be made. The contact details of the Buying Broker are as mentioned below:

Name	Shreni Shares Limited
Address	Office No. 217, Hive 67 Icon, Poisar Gymkhana Road, Near Raghuleela Mall, Kandivali West, Mumbai – 400067
Phone	022-35011600
Email	shrenisharespvttd@yahoo.in
Website	www.shreni.in
SEBI Registration No	INZ000268538
Investor Grievance Email ID	info@shreni.in

7. All Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to intimate their respective stockbrokers (**"Selling Brokers"**) within the normal trading hours of the secondary market, during the Tendering Period. The Selling Broker can enter orders for dematerialized as well as physical Equity Shares.
8. All the Public Shareholders who desire to tender their Equity Shares under the Open Offer would be required to make available their shares for bidding to their respective stock broker (**"Selling Broker"**). The shareholders have to intimate their Selling Broker to place the bid during the normal trading hours of the secondary market during the Tendering Period. Upon placing the bid, the Selling Broker(s) shall provide the Transaction Registration Slip (**"TRS"**) generated by the exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, Regd. Folio No., No. of Equity Shares Tendered, etc.
9. In terms of the SEBI Master Circular, a lien shall be marked against the Equity Shares tendered in the Offer. Upon finalization of the entitlement, only the accepted quantity of Equity Shares will be debited from the demat account of the concerned Public Shareholder.
10. Equity Shares should not be submitted / tendered to the Manager, the Acquirer or the Target Company.

THE DETAILED PROCEDURE FOR TENDERING THE EQUITY SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER, WHICH SHALL ALSO BE MADE AVAILABLE ON SEBI'S WEBSITE (www.sebi.gov.in.)

II. OTHER INFORMATION

1. The Acquirer accepts full and final responsibility for the information contained in the Public Announcement and this Detailed Public Statement and for their obligations as laid down in SEBI (SAST) Regulations. All information pertaining to the Target Company and/or the Sellers has been obtained from (i) publicly available sources, or (ii) any information provided or confirmed by the Target Company, and the accuracy thereof has not been independently verified by the Manager to the Open Offer.
2. The Acquirer and the Manager to the Open Offer do not accept any responsibility with respect to such information relating to the Target Company and/or the Sellers.
3. The Acquirer have appointed Skyline Financial Services Private Limited, as the Registrar to the Open Offer. The contact person (as mentioned below) can be contacted from 10:00 a.m. (Indian Standard Time) to 5:00 p.m. (Indian Standard Time) on working days (except Saturdays, Sundays, and all public holidays), during the Tendering Period.
4. In this DPS, any discrepancy in any table between the total and sums of the amount listed is due to rounding off and/or regrouping.
5. In this DPS, all references to "Rs." or "INR" are references to the Indian Rupee(s).
6. This Detailed Public Statement will be available and accessible on the websites of SEBI at www.sebi.gov.in. and BSE at www.bseindia.com
7. Pursuant to Regulation 12 of the SEBI (SAST) Regulations, the Acquirer has appointed Srujan Alpha Capital Advisors LLP as the Manager to the Open Offer and Skyline Financial Services Private Limited has been appointed as Registrar to the Open Offer. Their contact details are as mentioned below:

MANAGER TO THE OPEN OFFER	REGISTRAR TO THE OPEN OFFER
SRUJAN ALPHA CAPITAL ADVISORS LLP **Registered Office Address:** 112A, 1st floor, Arun Bazar, S.V. Road, Beside Bank of India, Malad (West), Mumbai - 400 064 **Corporate Office Address:** 824 & 825, Corporate Avenue, Sonawala Rd, opposite Atlanta Centre, Sonawala Industry Estate, Goregaon, Mumbai- 400064 **Tel. No.:** +91 022-46030709; **E-mail:** partners@srujanalpha.com **Website:** www.srujanalpha.com **Investor Grievance:** partners@srujanalpha.com, jinesh@srujanalpha.com **SEBI Reg. No.:** INM000012829 **Validity Period:** Permanent **Contact Person:** Mr. Jinesh Doshi	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **Registered Address:** D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 **Tel No.:** 011-40450193-97 **E-mail:** admin@skylinerta.com **Website:** www.skylinerta.com **SEBI Registration No.:** INR000003241 **Validity Period:** Permanent **Contact Person:** Mr. Anuj Rana

ISSUED BY MANAGER TO THE OPEN OFFER ON BEHALF OF THE ACQUIRERS

Sd/- **Mr. Shailesh Agrawal** ("Acquirer - 1")	Sd/- **Mr. Ramji Das Agarwal** ("Acquirer - 2")

Place: Mumbai
Date: January 24, 2025

AdBaaz