

**PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATION 3(1) AND 4 READ WITH  
REGULATION 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS)  
REGULATIONS, 2011 AS AMENDED  
FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF  
BERYL SECURITIES LIMITED  
(CIN: L67120MP1994PLC008882)**

Open Offer ("Offer") by Mrs. Sangita Sethi (Acquirer 1), Mr. Sanjay B Sethi HUF (Acquirer 2), Mr. Sanjay Sethi (Acquirer 3), Mr. Sudhir B Sethi HUF (Acquirer 4), Mr. Sudhir B Sethi (Acquirer 5), Mr. Babulal Sethi (Acquirer 6), Mr. Babulal Sethi HUF (Acquirer 7), Mrs. Soniya Sethi (Acquirer 8), Mr. Sohil Sethi (Acquirer 9) And Mrs. Tara Sethi (Acquirer 10) and (herein after collectively referred to as "The Acquirers") is being made to the Eligible Shareholders Of Beryl Securities Limited (herein after referred to as "BSL" Or "Target Company" Or "TC") to acquire upto 12,60,922 (Twelve Lakhs Sixty Thousand Nine Hundred And Twenty Two Only) fully paid up equity shares of face value of Rs. 10/- each ("Equity Shares"), representing 26.00% of fully diluted voting equity share capital of the target company, for cash at an offer price payable to the shareholders as under

- a) An Offer Price Of Rs. 17.44/- (Rupees Seventeen and Forty Four Paise Only) Per Equity Share Inclusive Of Interest Amounting To Rs. 7.01 (Rupees Six And Ninety Four Paise Only) Per Equity Share Shall Be Payable To All The Equity Shareholders In Respect Of Equity Shares Held By Them In The Target Company as on August 07, 2013 (being the estimate date of payment of consideration had the Acquirers made the PA on May 17, 2013) And Which Are Continued To Be Held As On The Date Of This Public Announcement And Are Validly Tendered/Accepted In The Open Offer.
- b) Rs. 10.43 Per Equity Share Is The Offer Price Shall Be Payable To All The Equity Shareholders In Respect Of The Remaining Equity Shares Not Falling Under (a) Above Which Are Validly Tendered/ Accepted In The Open Offer.

This Offer Is Being By The Acquirers Pursuant To And In Accordance With Regulation 3(1) And 4 Read With Other Applicable Provisions Of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011 And Subsequent Amendments Thereto (Herein Referred To "SEBI (SAST) Regulations, 2011" Or SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011 Or "The Regulations" Or "The Takeover Regulations").

This Public Announcement ("Public Announcement" or "PA") is being issued by First Overseas Capital Limited (the "Manager to the Offer") for and on behalf of the Acquirers to the Public Shareholders of the Target Company pursuant to and in compliance with Regulation 3(1) and Regulation 4 read with other applicable provisions of the Takeover Regulations, as amended from time to time.

#### **1. Offer Details**

- **Offer Size:** This Offer is being made by the Acquirers to all the Public Shareholders of the Target Company, other than the Acquirers and Promoters of the Target Company, to acquire up to 12,60,922 (Twelve Lakhs Sixty Thousand Nine Hundred And Twenty Two Only) fully paid-up Equity Shares of Rs. 10/- each representing 26.00% of the paid up equity and voting share capital of the Target Company as of the 10<sup>th</sup> working day from the closure of the tendering period), subject to the terms and conditions mentioned in this Public Announcement ("PA") & the Detailed Public Statement (the "DPS") and the Letter of Offer ("LOF") that are proposed to be issued in accordance with the Takeover Regulations, as amended from time to time.

- **Offer Price/ Consideration:**

- a) The Offer Price is calculated in accordance with Regulation 8 of the Takeover Regulations.
- b) An Offer Price of Rs. 17.37/- (Rupees Seventeen and Thirty Seven Paise Only) Per Equity Share Inclusive Of Interest Amounting To Rs. 6.94 (Rupees Six And Ninety Four Paise Only) Per Equity Share shall be payable to all the equity shareholders in respect of Equity Shares held by them in the Target Company as on as on August 07, 2013 (being the estimate date of payment of consideration had the Acquirers made the PA on May



17, 2013) and which are continued to be held as on the date of this Public Announcement and are validly tendered/accepted in the Open Offer.

- c) Rs. 10.43 per equity share is the offer price shall be payable to be all the equity shareholders in respect of the remaining equity shares not falling under (b) above which are validly tendered/ accepted in the open offer.

- **Mode of payment:** The Open Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the Takeover Regulations, as amended from time to time.
- **Type of offer (Triggered offer, voluntary offer/ competing offer etc):** The Offer is a Triggered/ Mandatory Offer made in compliance with Regulation 3(1) and 4 with other applicable provisions of Takeover Regulations, as amended from time to time.
- This offer is being made in accordance with the SEBI order bearing number WTM/GM/EFD/43/2017-18 dated August 24, 2017.
- The trigger date for this Public Announcement is May 17, 2013 as per the SEBI order.
- There are no Persons Acting in Concert.

c) 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) \$ | Shares / Voting rights acquired/ proposed to be acquired |                                            | Total Consideration for shares /Voting Rights (VR) acquired (Rs. ) | Mode of payment (Cash/ securities) | Regulation which has triggered                    |
|                                        |                                                                | Number                                                   | % vis a vis total equity / voting capital. |                                                                    |                                    |                                                   |
| Indirect                               | Off- Market Purchase \$                                        | 93,600 <sup>\$</sup>                                     | 1.93%*                                     | 4,69,872 #                                                         | Cash                               | Regulation 3(1) & 4 of Takeover Regulations, 2011 |

\$ The equity shares were purchased through the Broker named Mr. S. K. Khemka, a Member of the Calcutta Stock Exchange (hereinafter referred to as "CSE") through Off Market Spot Delivery Contract on May 17, 2013.

\* As a percentage of total fully paid up Equity/ Voting Capital of the Target Company as on March 31, 2014.

# inclusive brokerage and levies

d) Acquirer(s) / PAC

| Details    | Name of Acquirer (s)/ PAC(s) | Address                                          | Name(s) of persons in control/ promoters of acquirers/ PAC where Acquirers/ PAC are companies | Name of the Group, if any, to which the Acquirers /PAC belongs to | Pre-Transaction shareholding ^ |                          | Proposed shareholding after the acquisition of shares which triggered the Open Offer # |                          | Any other interest in the TC                                                                                                |
|------------|------------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------|--------------------------|----------------------------------------------------------------------------------------|--------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|            |                              |                                                  |                                                                                               |                                                                   | Number                         | % of total share capital | Number                                                                                 | % of total share capital |                                                                                                                             |
| Acquirer 1 | Mrs. Sangita Sethi           | 133, Kanchan Bagh, Indore 452001, Madhya Pradesh | N.A.                                                                                          | N.A.                                                              | 1,05,200                       | 2.09                     | 127,700                                                                                | 2.63                     | NIL                                                                                                                         |
| Acquirer 2 | Mr. Sanjay B Sethi HUF       |                                                  | N.A.                                                                                          | N.A.                                                              | 70,600                         | 1.404                    | 93,600                                                                                 | 1.93                     | NIL                                                                                                                         |
| Acquirer 3 | Mr. Sanjay Sethi             |                                                  | N.A.                                                                                          | N.A.                                                              | 1,69,500                       | 2.92                     | 1,69,500                                                                               | 3.50                     | As on the date of the PA, Acquirer 3 is the Chairman & Non-Executive Director of the TC. No remuneration is paid or payable |

| Details     | Name of Acquirer (s)/ PAC(s) | Address | Name(s) of persons in control/ promoters of acquirers/ PAC where Acquirers/ PAC are companies | Name of the Group, if any, to which the Acquirers /PAC belongs to | Pre-Transaction shareholding ^ |                          | Proposed shareholding after the acquisition of shares which triggered the Open Offer # |                          | Any other interest in the TC                                                                                                                                              |
|-------------|------------------------------|---------|-----------------------------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------|--------------------------|----------------------------------------------------------------------------------------|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|             |                              |         |                                                                                               |                                                                   | Number                         | % of total share capital | Number                                                                                 | % of total share capital |                                                                                                                                                                           |
| Acquirer 4  | Mr. Sudhir B Sethi HUF       |         | N.A.                                                                                          | N.A.                                                              | 70,200                         | 1.396                    | 96,100                                                                                 | 1.982                    | to him by the TC.                                                                                                                                                         |
| Acquirer 5  | Mr. Sudhir B Sethi           |         | N.A.                                                                                          | N.A.                                                              | 1,93,500                       | 3.40                     | 1,93,500                                                                               | 3.99                     | As on the date of the PA, Acquirer 5 is the Managing Director of the TC. As a Managing Director, he also receives a remuneration of Rs 65,000 p.m. as salary from the TC. |
| Acquirer 6  | Mr. Babulal Sethi            |         | N.A.                                                                                          | N.A.                                                              | 1,44,800                       | 2.44                     | 1,44,800                                                                               | 2.99                     | NIL                                                                                                                                                                       |
| Acquirer 7  | Mr. Babulal Sethi HUF        |         | N.A.                                                                                          | N.A.                                                              | 50,600                         | 1.01                     | 50,600                                                                                 | 1.04                     | NIL                                                                                                                                                                       |
| Acquirer 8  | Mrs. Soniya Sethi            |         | N.A.                                                                                          | N.A.                                                              | 74,100                         | 1.47                     | 96,300                                                                                 | 1.99                     | NIL                                                                                                                                                                       |
| Acquirer 9  | Mr. Sohil Sethi              |         | N.A.                                                                                          | N.A.                                                              | 90,300                         | 1.37                     | 90,300                                                                                 | 1.86                     | NIL                                                                                                                                                                       |
| Acquirer 10 | Mrs. Tara Sethi              |         | N.A.                                                                                          | N.A.                                                              | 208,700                        | 3.15                     | 208,700                                                                                | 4.30                     | NIL                                                                                                                                                                       |

^ As a percentage of total fully paid up Equity/ Voting Capital of the Target Company as on March 31, 2013

# As a percentage of total fully paid up Equity/ Voting Capital of the Target Company as on March 31, 2014

#### 1. Details of selling shareholders, if applicable

| Name           | Part of Promoter Group (Yes/ No) | Details of Shares/Voting Rights held by the selling shareholders |     |                  |   |
|----------------|----------------------------------|------------------------------------------------------------------|-----|------------------|---|
|                |                                  | Pre-Transaction                                                  |     | Post-Transaction |   |
|                |                                  | No. of Shares                                                    | % * | Number           | % |
| Not Applicable |                                  |                                                                  |     |                  |   |

#### 2. Target Company

|                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name                                                 | Beryl Securities Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| CIN No.                                              | L67120MP1994PLC008882                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Registered Office                                    | 133, Ground Floor, Kanchan Bagh, Indore 452001, Madhya Pradesh                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Exchanges where listed                               | Bombay Stock Exchange (BSE); Scrip Code: 531582; Security ID: BERYLSE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| ISIN No.                                             | INE508J01015                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Other Important Information about the Target Company | <ul style="list-style-type: none"> <li>- This offer is being made in accordance with the SEBI order bearing number WTM/GM/EFD/43/2017-18 dated August 24, 2017.</li> <li>- The trigger date for this Open Offer shall be May 17, 2013 as per the SEBI order.</li> <li>- This Offer is being made to all the Eligible Public Shareholders of the Target Company who were the members as on June 25, 2013 ("Identified Date" provided the PA ought to have been made on May 17, 2013) other than the Acquirers.</li> <li>- The equity shares tendered and accepted pursuant to this Offer will be acquired by Acquirer 1, Acquirer 3, Acquirer 5, Acquirer 6 and Acquirer 8 only, as mutually accepted between and by all the Acquirers vide Memorandum of Undertaking dated December 28, 2019 entered between and among each of them.</li> <li>- Acquirer 1, Acquirer 3, Acquirer 5, Acquirer 6 and Acquirer 8 have executed Power of Attorney dated December 17, 2019 authorizing Acquirer 5 to conduct,</li> </ul> |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>act and execute all activities, documents and related matters to this open offer.</p> <p>- The Adjudicating Officer by an order No. EAD/SR/SJ/AO/41-50/2017-18 dated February 28, 2018 imposed a penalty of Rs. 25 Lakhs on the Acquirers and the said order is challenged by the Acquirers under an Appeal No. 138 of 2018 before the Hon'ble Securities Appellate Tribunal and same is pending for argument and disposal.</p> |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

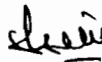
### 3. Other details

- The details of the Open Offer would be published on or before January 30, 2020 vide a DPS in the newspapers in terms of the provisions of the Regulation 14(3) of the Takeover Regulations which will be published as specified under Regulation 14(3) of the Takeover Regulations.
- The Acquirers undertake that they are aware of and will comply with their obligations under the Takeover Regulations, as amended from time to time and shall have adequate financial resources to meet the Offer obligations under Takeover Regulations, 2011, as amended from time to time.
- The Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations, as amended from time to time and this Public Announcement is not being issued pursuant to a competing offer in terms of Regulation 20 of the Takeover Regulations, as amended from time to time.
- Completion of the Offer is subject to receipt of statutory approvals required, if any.

### ISSUED BY MANAGER TO THE OFFER

|                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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|  | <p><b>FIRST OVERSEAS CAPITAL LIMITED</b><br/> 1-2 Bhupen Chambers, Ground Floor, Dalal Street,<br/> Mumbai-400 001<br/> Tel. No.: +91 22 40509999<br/> Email: <a href="mailto:satish@focl.in">satish@focl.in</a>/ <a href="mailto:mala@focl.in">mala@focl.in</a><br/> Investor Grievance Email: <a href="mailto:investorcomplaints@focl.in">investorcomplaints@focl.in</a><br/> Website: <a href="http://www.focl.in">www.focl.in</a><br/> Contact Person: Mr. Satish Sheth/ Ms. Mala Soneji<br/> SEBI Registration No.: INM000003671</p> |
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### FOR AND ON BEHALF OF THE ACQUIRERS

| Acquirer 1                                                                               | Acquirer 3                                                                               | Acquirer 5                                                                               | Acquirer 6                                                                                 | Acquirer 8                                                                                 |
|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| Mrs. Sangita Sethi                                                                       | Mr. Sanjay Sethi                                                                         | Mr. Sudhir B Sethi                                                                       | Mr. Babulal Sethi                                                                          | Mrs. Soniya Sethi                                                                          |
| Sd/-  | Sd/-  | Sd/-  | Sd/-  | Sd/-  |

Place: Indore

Date: January 23, 2020