PRE-OFFER ADVERTISEMENT CUM CORRIGENDUM TO THE DETAILED PUBLIC STATEMENT
FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF

DEVKI LEASING AND FINANCE LIMITED

Registered Office: Velocity Multiplex, Plot No. 18-A, Scheme No. 94-C, Ring Road, Indore, Madhya Pradesh – 452 010, India; **Tel. No.:** +91 0731 - 2555041 | **Email ID:** dlflindore@gmail.com
Website: www.devkileasing.com | **Corporate Identification Number (CIN):** L65921MP1993PLC007522

OPEN OFFER ("OFFER") FOR ACQUISITION OF UP TO 9,12,500 (NINE LAKHS TWELVE THOUSAND AND FIVE HUNDRED) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES"), REPRESENTING 26% OF THE VOTING EQUITY SHARE CAPITAL ON A FULLY DILUTED BASIS OF DEVKI LEASING AND FINANCE LIMITED ("TARGET COMPANY"), AS OF THE TENTH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD OF THE OPEN OFFER ("VOTING SHARE CAPITAL"), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY FOR CASH AT A PRICE OF ₹ 8.00 (RUPEES EIGHT ONLY) PER EQUITY SHARE BY MR. MAHESH KUMAR AGARWAL ("ACQUIRER"). NO OTHER PERSON IS ACTING IN CONCERT WITH THE ACQUIRER FOR THE PURPOSE OF THIS OPEN OFFER.

This Pre-Offer Advertisement cum Corrigendum to the Detailed Public Statement (hereinafter referred to as "Advertisement")is being issued by Sun Capital Advisory Services Private Limited ("Manager to the Offer"), on behalf of the Acquirer pursuant to Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and subsequent amendments thereto ("Takeover Regulations") in respect of the Open Offer to acquire the Equity Shares of the Target Company. The Detailed Public Statement ("DPS") with respect to the Offer was made on November 22, 2021 in Business Standard (English) (All Editions), Business Standard (Hindi) (All Editions), Raj Express (Hindi) (Indore Edition) and Pratahkal (Marathi) (Mumbai Edition) newspapers.

This Advertisement to be read in conjunction with the (a) Public Announcement (**"PA"**) dated November 12, 2021; (b) the DPS and (c) the Letter of Offer (**"LOF"**) dated December 24, 2021. This Advertisement is being published in all the newspapers in which the DPS was published. The capitalized terms used in this Advertisement have the meaning assigned to them in the LOF, unless otherwise specified.

1) **Offer Price:** The Offer Price is ₹ 8.00 (Rupees Eight only) per Equity Share and it has been arrived in accordance with Regulation 8(2) of the Takeover Regulations, payable in Cash. There has been no revision in the Offer Price. The Target Company has 84,800 partly paid equity shares. The consideration payable to the shareholder of party paid-up equity shares would be subject to the amount due towards calls-in-arrears. The net amount per partly paid equity share shall be paid after reducing the pending calls money out of the Offer Price.
2) **Recommendations of the Committee of Independent Directors ("IDC") of the Target Company:** The IDC has opined that the Offer Price of ₹ 8.00 (Rupees Eight only) is fair and reasonable in accordance with the Takeover Regulations. The IDC's recommendations were published on January 5, 2022 in the same newspapers in which the DPS was published.
3) The Offer is not a competing offer in terms of Regulation 20 of the Takeover Regulations. No competitive offer has been made to the Offer.
4) Dispatch of the LOF was completed by December 31, 2021 to the Public Shareholders whose name appears as on the Identified Date i.e. December 24, 2021.
5) All Public Shareholders are eligible to participate in the Offer. Please note that a copy of the LOF alongwith the Form of Acceptance-cum-Acknowledgement is also available on the website of Securities and Exchange Board of India (**"SEBI"**) at www.sebi.gov.in and in case of non-receipt of the LOF, all Public Shareholders (including those who have acquired the Equity Shares of the Target Company after the Identified Date), if they so desire, may download the LOF along with the Form of Acceptance-cum-Acknowledgement, from the website of the SEBI for applying in the Offer. The Public Shareholders must refer to paragraph 8 (Procedure for Acceptance and Settlement) of the LOF in relation to the detailed procedure for tendering the Equity Shares in the Offer and must adhere to and follow the procedure set out therein. A summary of procedure for tendering the Equity Shares in the Offer is set out below:
   i. **In case the Equity Shares are held in dematerialized form:** Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of the Equity Shares they intend to tender under the Offer. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
   ii. **In case the Equity Shares are held in physical form:** Public Shareholders holding physical Equity Shares and who wish to tender their Equity Shares in the Offer may participate in the Offer through their Selling Broker and submit documents set out at paragraph 8.15 (Procedure to be followed by the registered Shareholders holding Equity Shares in physical form) of the LOF. Public Shareholders should tender their Equity Shares before market hours close on the last day of the Tendering Period.
   iii. **In case of non-receipt / non availability of the LOF or the Form of Acceptance-cum-Acknowledgement:** Public Shareholders may participate in the Offer by providing their application in plain paper in writing signed by that Public Shareholder (including joint holders, if any), stating name, address, number of shares held, number of shares tendered and details of client ID number, DP name, DP ID number in case the Equity Shares are held in demat or distinctive numbers, folio numbers in case the Equity Shares held in physical form. Such Public Shareholder(s) must ensure that their order is entered in the electronic platform to be made available by BSE Limited before the Closure of the Tendering Period. Such application along with relevant documents, as applicable, is to be sent to Bigshare Services Private Limited (the Registrar to the Offer).
6) The Offer will be implemented by the Acquirer through the Stock Exchange mechanism made available by BSE Limited in the form of a separate window ("Acquisition Window") as provided under the Takeover Regulations and SEBI circular CIR/CFD/POLICY/CELL/1/2015 dated April 13,2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI Circular SEBI/HO/CFD/DCRIII/CIR/P/2021/615 dated August 13, 2021.For further details, the Public Shareholders are requested to refer to part 8 titled "Procedure for Acceptance and Settlement" on page 21 of the LOF.
7) All comments / observations, received from the SEBI vide letter dated December 22, 2021 in terms of Regulation 16(4) of the Takeover Regulations, are duly incorporated in the LOF.
8) **Material updates since the date of the Public Announcement:** There have been no material updates in relation to the Offer since the date of the PA, save as otherwise, already disclosed in the DPS and the LOF.
9) To the best of knowledge of the Acquirer, there are no statutory approvals required to acquire the Equity Shares of the Target Company that are validly tendered pursuant to the Offer or to complete the Offer. However, in case, any statutory approvals become applicable at a later date, the Offer will be subject to such approval(s).
10) The Schedule of Activities for the Offer has been revised and the necessary changes have been incorporated in the LOF at page no. 2 and at all the relevant other places. **The Revised Schedule of Activities is as under:**

Activity	Original Date	Original Day	Revised Date	Revised Day
Public Announcement	12 November, 2021	Friday	12 November, 2021	Friday
Publication Date of Detailed Public Statement in newspapers	22 November, 2021	Monday	22 November, 2021	Monday
Last date of filing Draft Letter of Offer with SEBI	29 November, 2021	Monday	29 November, 2021	Monday
Last date for a Competing bid*	13 December, 2021	Monday	13 December, 2021	Monday
Last date for SEBI observations on Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	20 December, 2021	Monday	22 December, 2021**	Wednesday
Identified Date***	22 December, 2021	Wednesday	24 December, 2021	Friday
Date by which the Letter of Offer to be dispatched to the shareholders	29 December, 2021	Wednesday	31 December, 2021	Friday
Last date by which the committee of the Independent Directors of the Target Company shall give its recommendation	3 January, 2022	Monday	5 January, 2022	Wednesday
Last date for revising, if any, the Offer Price / number of Equity Shares	4 January, 2022	Tuesday	6 January, 2022	Thursday
Date of publication of Offer opening public announcement, in the newspapers in which the DPS has been published (Issue Opening PA Date)	4 January, 2022	Tuesday	6 January, 2022	Thursday
Date of commencement of Tendering Period (Offer Opening Date)	5 January, 2022	Wednesday	**7 January, 2022**	**Friday**
Date of expiry of Tendering Period (Offer Closing Date)	18 January, 2022	Tuesday	**20 January, 2022**	**Thursday**
Last date for completion of all requirements including payment of consideration	2 February, 2022	Wednesday	4 February, 2022	Friday

* There has been no competing offer

** Actual date of receipt of SEBI comments

*** Identified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be dispatched. It is clarified that all the public shareholders (except the Acquirer and the Sellers) of the Target Company (registered or unregistered) are eligible to participate in this Offer at any time prior to the closure of this Offer.

The Acquirer accepts full responsibility for the information contained in this Advertisement and also for the fulfillment of their obligations laid down in the Takeover Regulations. A copy of this Advertisement shall also be available on the SEBI website at www.sebi.gov.in.

ISSUED BY MANAGER TO THE OFFER

Sun capital
Let's get it done

Sun Capital Advisory Services Private Limited
Registered Office: 301-A, Kumar Plaza, Kalina - Kurla Road, Near Kalina Market, Santacruz (East), Mumbai - 400 029;
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Investor grievance email: investorgrievance@suncapital.co.in
Contact Person: Ms. Kinnari Mehta | **Email:** kinnari@suncapital.co.in
SEBI Registration No.: INM000012591

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For and on behalf of the Acquirer
Sd/-
Mahesh Kumar Agarwal
(The Acquirer)

Place: Mumbai
Date: January 5, 2022