

**PRABHHANS INDUSTRIES LIMITED**  
(FORMERLY KNOWN AS SEA GOLD INFRASTRUCTURE LIMITED)  
Corporate Identification Number: L70200TG1993PLC016389

Registered Office - Plot No.270E/A, MCH No. 985, Road No.10, Jubilee Hills, Hyderabad, TG- 500 033  
Tel: 040-23544558 | Email - seagoldacqa@gmail.com | Website: www.seagoldacqa.com;

This advertisement ("Offer Opening Public Announcement") and Corrigendum is being issued by Fast Track Finsec Private Limited ("Manager to the Offer") on behalf of Mr. Satnam Singh ("Acquirer 1") (PAN: BROP55260E), Ms. Harjot Kaur Chawla ("Acquirer 2") (PAN: BCRPC5687D) and Ms. Parminder Kaur ("Acquirer 3") (PAN: ACJPK8431C), pursuant to Regulation 18(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, as amended ("SEBI (SAST) Regulation, 2011"/"Regulation"), in respect to the open offer letter to acquire upto 15,31,330 (Fifteen Lakh Thirty One Thousand Three Hundred Thirty) Equity Shares of INR 10/- (Rupees Ten Only) each of Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited) ("Sea Gold" or "the Target Company" or "TC") representing 24.51% of the Equity Share Capital of the Target Company on a fully diluted basis carrying voting rights. The Detailed Public Statement ("DPS") with respect to the Offer was published in Business Standard (English – All Edition), Business Standard (Hindi-All edition), PratahKal (Mumbai edition) and Mega Jyothi (Hyderabad edition) on September 14<sup>th</sup>, 2021 (Tuesday)

**1. Offer Price:**  
The Offer Price is INR 10/- (Rupees Ten) per Equity Share. There has been no revision in the Offer Price.

**2. Recommendations of the Committee of the Independent Directors of the Target Company**  
The Committee of the Independent Directors of the Target Company ("IDC") published its recommendations on the Offer on January 25, 2022 in the same newspapers where the DPS was published. Based on the review, IDC Members believe that the Offer is fair and reasonable in line with the SEBI (SAST) Regulations, 2011.

**3.** The offer is not a competing offer in terms of the Regulation 20 of SEBI (SAST) Regulations, 2011. There was no competing offer to the Offer and the last date for making such competing offer has expired. The offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations, 2011.

**4. Dispatch of Letter of Offer to the public shareholders**  
The dispatch of the Letter of Offer to all the Public Shareholders of the Target Company holding Equity Share on the Identified Date i.e. Thursday, January 13, 2022 has been completed through the registered post and E-mail on January 20, 2022. The Identified Date was relevant only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer was to be sent. It is clarified that all the Holders (registered or unregistered) of Equity Shares (except the Acquirers and PAC) are eligible to participate in the Offer any time during the Tendering Period. A copy of the Letter of Offer (which includes the Form of Acceptance -cum- Acknowledgment) is also available on the SEBI's website (www.sebi.gov.in).

**5. Instructions to the Public Shareholders**

a. In case the shares are held in physical form  
Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through their respective Selling Broker by providing the relevant information and documents as mentioned in paragraph 8.2 (page 22) of the LoF.

b. In case the shares are held in demat form  
Public Shareholders who desire to tender their Equity Shares in the electronic / dematerialized form under the Offer would have to do so through their respective Selling Brokers by giving the details of Equity Shares they intend to tender under the Offer and as per the procedure specified in paragraph 8.3 (page 23) of the LoF.

c. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer  
In case of non-receipt of the LoF, the Public Shareholders holding the Equity Shares may download the same from the websites of SEBI at www.sebi.gov.in, Manager to the Offer at www.ftfinsec.com and BSE at www.bseindia.com. Alternatively, they may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents and other relevant documents as mentioned in Paragraph 8.5 (Page 24) of the LoF.

**6. Any other change suggested by SEBI in their comments to be incorporated**  
In terms of Regulation 16(1) of the SEBI SAST Regulations, 2011 the draft Letter of Offer was submitted to SEBI on September 21, 2021 (Draft Letter of Offer). On January 12, 2022, SEBI, vide its email, issued its comments on the Draft Letter of Offer. These comments have been incorporated in the Letter of Offer. These comments and other key changes (occurring after the date of the Public Announcement) have been incorporated in the LoF. These changes in the LOF include the following:

- on page no. 3, updates to the schedule of major activities of the Open Offer, and consequential updates to the dates mentioned in the LoF;
- Change of Offer Size from 16,24,543 to 15,31,330 i.e. 24.51% at Page No. 01 and consequential updates in LOF ;
- Incorporate point 3.1.16 at page no. 9, point 3.2.13 at page no. 11 and point 3.3.6 at page no. 12
- Update details of background of Acquirer at page no. 12, 13 and 14
- Update details of Target Company at page no. 14 and 15
- Pre and Post offer shareholding Pattern of Target Company page no. 17;
- Update details of chartered accountant at clause 6.2.2 at page No. 19
- Incorporate point 8.1.12 at page no. 22
- Update list of Documents available for Inspection at page no. 26.

**7. Any other material change from the Date of Public Announcement**  
There is change in the offer size of the acquisition from 16,24,543 to 15,31,330 i.e. 24.51% of the Target Company.

**8. Status of Statutory and Other Approvals**

- As of the date of the LoF, to the best of the knowledge of the Acquirer and PACs, there are no statutory or other approvals required to complete the Offer.
- However, in case any statutory approvals are required by the Acquirer / the PACs at a later date before closure of the Tendering Period, the Offer shall be subject to such statutory approvals and the Acquirers shall make the necessary applications for such statutory approvals.
- NRI and OCB holders of the Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them in this Offer (including but not limited to, the approval from the RBI, since the Equity Shares validly tendered in this Offer will be acquired by a non-resident entity), if applicable, and submit such approvals along with the Form of Acceptance and other documents required to accept this Offer.  
Further, if the Public Shareholders who are not persons resident in India (including NRIs, OCBs, FIs and FPIs) had required any approvals (including from the RBI or any other regulatory body) at the time of the original investment, in respect of the Equity Shares held by them currently, they will be required to submit copies of such previous approvals along with the other documents required to be tendered to accept this Offer.  
If such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Equity Shares tendered pursuant to this Offer. If the Equity Shares are held under the general permission of the RBI, the non-resident Shareholders should state that the Equity Shares are held under such general permission and whether such Equity Shares are held on a repatriable basis or a non-repatriable basis

**9. Schedule of Activities**  
The Schedule of Activities has been revised and the necessary changes have been incorporated in the LOF at all relevant places. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Activity	Schedule	Revised Schedule
	Day and Date	Day and Date
Date of the Public Announcement	07.09.2021 (Tuesday)	07.09.2021 (Tuesday)
Date of publishing of the DPS	14.09.2021 (Tuesday)	14.09.2021 (Tuesday)
Last date of filing of the draft Letter of Offer with SEBI	21.09.2021 (Tuesday)	21.09.2021 (Tuesday)
Last date of Public Announcement for a Competing Offer(s)	12.10.2021 (Tuesday)	12.10.2021 (Tuesday)
Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer)	12.10.2021 (Tuesday)	12.01.2022 (Wednesday)
Identified Date*	13.10.2021 (Wednesday)	13.01.2022 (Thursday)
Last date by which Letter of Offer will be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	21.10.2021 (Thursday)	20.01.2022 (Thursday)
Last date by which the Committee of Independent Directors of the Board of Directors of the Target Company shall give its recommendations to the Public Shareholders of the Target Company for this Offer	25.10.2021 (Monday)	25.01.2022 (Tuesday)
Last date for Upward revision in Offer Price/ Offer Size	22.10.2021 (Friday)	24.01.2022 (Monday)
Date of Publication of Offer opening Public Announcement in the newspaper in which DPS has been published	27.10.2021 (Wednesday)	26.01.2022 (Wednesday)
Date of commencement of Tendering Period ("Offer Opening Date")	28.10.2021 (Thursday)	28.01.2022 (Friday)
Date of closure of Tendering Period ("Offer Closing date")	12.11.2021 (Friday)	10.02.2022 (Thursday)
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Public Shareholders of the Target Company	26.11.2021 (Friday)	23.02.2022 (Wednesday)
Last Date for issue of post- offer advertisement	22.11.2021 (Monday)	03.03.2022 (Thursday)

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

**10. Other Information:**

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

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

 <p><b>Fastrack Finsec</b> Category-1 Merchant Banker</p>	<p><b>FAST TRACK FINSEC PRIVATE LIMITED</b> B-502, Statesman House, 148 Barakhamba Road, New Delhi – 110001 Telephone: +91-11-43029809, Email: vikasverma@ftfinsec.com Investor Grievance Email: investor@ftfinsec.com Website: www.ftfinsec.com</p>		
	<p><b>Acquirer 1</b> Sd/- <b>Mr. Satnam Singh</b> (PAN: BROP55260E)</p>	<p><b>Acquirer 2</b> Sd/- <b>Ms. Harjot Kaur Chawla</b> (PAN: BCRPC5687D)</p>	<p><b>Acquirer 3</b> Sd/- <b>Ms. Parminder Kaur</b> (PAN: ACJPK8431C)</p>
<p><b>Contact Person:</b> Mr. Vikas Kumar Verma <b>SEBI Reg. No:</b> INM00012500 <b>CIN:</b> U65191DL2010PTC200381</p>			
<p><b>Date:</b> January 25, 2022 <b>Place:</b> New Delhi</p>			

For & On behalf of Acquirers